

May 27, 2020

**The Company Secretary
The Phoenix Mills Limited**
462, Senapati Bapat Marg,
Lower Parel, Mumbai-
400013

BSE Limited
Phiroze Jeejeebhoy
Towers, Dalal Street, Fort,
Mumbai -400001

**National Stock Exchange of
India Limited**
Exchange Plaza, Plot No. C-1,
G-Block, Bandra Kurla
Complex, Bandra (East),
Mumbai- 400051

Scrip Code: 503100

Symbol: PHOENIXLTD

Dear Sir / Madam,

Sub.: Disclosure under Regulation 30(2) and Declaration under Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI Takeover Regulations')

I, Atul Ashokkumar Ruia promoter of The Phoenix Mills Limited, enclose herewith disclosure of my shareholding in The Phoenix Mills Limited ('Company'), in terms of Regulation 30(2) and a declaration under Regulation 31(4) of the SEBI Takeover Regulations as a Promoter and on behalf of Promoter Group and Persons Acting in Concert for your information and records.

You are requested to take the enclosed disclosure on record.

Thanking You,

Yours sincerely,

Sd/-

Atul Ashokkumar Ruia

For and on behalf of Promoter/Promoter Group and Persons Acting in Concert (PACs)

Encl.: as above

Note: You are requested to accept and take on record the attached 'sd/-' copy, as we are unable to submit the signed copy in view of the ongoing COVID-19 pandemic outbreak and consequent lockdown imposed as per the directives of Government.

Disclosures under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of Shareholding

1. Name of the Target Company (TC)	The Phoenix Mills Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited ('BSE') National Stock Exchange of India Limited ('NSE')		
3. Particulars of the shareholder(s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of voting rights of the TC OR b. Name (s) of promoter(s), member of the promoter group and PAC with him	<u>Promoter:</u> 1. Atul Ashokkumar Ruia <u>Promoter Group:</u> 1. Amla Ashokkumar Ruia 2. Gayatri Atul Ruia 3. Sharmila Dalmia 4. Ruia International Holding Company Private Limited 5. Senior Advisory Services Private Limited 6. Radhakrishna Ramnarain Private Limited 7. Ashok Apparels Private Limited 8. Ashton Real Estate Development Private Limited 9. Sharanya A. Ruia Beneficiary Trust 10. Ashok Ruia Family Trust 11. Atul Ruia Family Trust		
4. Particulars of the shareholding of person(s) mentioned at (3) above	<i>Number of Shares</i>	<i>% w.r.t. total share/voting capital wherever applicable(**)</i>	<i>% total diluted share/voting capital of the TC (*)</i>
As of March 31, 2020, holding of			
a) Shares			
Promoter			
Atul Ashokkumar Ruia	39,57,737	2.58	2.58

Promoter Group			
Amla Ashokkumar Ruia	NIL	NIL	NIL
Gayatri Ruia	NIL	NIL	NIL
Sharmila Dalmia	2,68,853	0.18	0.18
Ruia International Holding Company Private Limited	4,93,47,248	32.16	32.16
Senior Advisory Services Private Limited	1,54,90,049	10.09	10.09
Radhakrishna Ramnarain Private Limited	1,16,67,800	7.60	7.60
Ashok Apparels Private Limited	96,70,665	6.30	6.30
Ashton Real Estate Development Private Limited	33,200	0.02	0.02
Sharanya A. Ruia Beneficiary Trust	2,78,935	0.18	0.18
Ashok Ruia Family Trust (Atul Ashokkumar Ruia Holding as Trustee for Ashok Ruia Family Trust)	NIL	NIL	NIL
Atul Ruia Family Trust (Atul Ashokkumar Ruia Holding as Trustee for Atul Ruia Family Trust)	NIL	NIL	NIL
b) Voting Rights (otherwise than by shares)	-	-	-
c) Warrants	-	-	-
d) Convertible Securities	-	-	-
e) Any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC	-	-	-
Total	9,07,14,487	59.11	59.11

ATUL RUIA

Ruia House, 19, Bhau Saheb Hire Marg, Malabar Hill, Mumbai- 400 006

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Complex, Bandra (East),
Mumbai- 400051

Scrip Code: 503100

Symbol: PHOENIXLTD

Dear Sir / Madam,

Sub: Declaration of compliance with Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

In terms of the provisions of Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I, Atul Ashokkumar Ruia, Promoter of The Phoenix Mills Limited, do hereby confirm below, for and on behalf of the Promoter, Members of the Promoter Group and Persons Acting in Concert that:

None of the Promoter/ Promoter Group Members, along with Persons Acting in Concert, of The Phoenix Mills Limited have made any encumbrance in respect of their shareholding in The Phoenix Mills Limited, directly or indirectly, other than those already disclosed during the financial year 2019-20.

Thanking You,
Yours sincerely,

For and on behalf of Promoter/Promoter Group and Persons Acting in Concert (PACs)

Sd/-

Atul Ashokkumar Ruia

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