



THE PHOENIX MILLS LIMITED

Corp. Office : C/o. Shree Laxmi Woolen Mills Estate, 2nd Flr.,
R R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax: (022) 3001 6601 www.thephoenixmills.com

March, 2, 2011

HAND / FAX

The Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001.
Fax: 22722037 / 39 / 41 / 61.

The Corporate Relationship Department
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.
Fax: 26598237 / 38, 26598347 / 48.

Scrip Code: 503100
NSE Symbol: PHOENIXLTD
ISIN Code: INE211B01039

Sub: Proceedings of Meeting of the Company's Board of Directors held on 2nd Mar'12.

Dear Sir / Madam,

This is to inform you that the Board of Directors at their meeting held on 2nd March, 2012 have considered and approved the proposed execution of share purchase agreement (SPA) by the Company with Kshitij Venture Capital Fund (Kshitij) for the proposed buyout of Kshitij's holdings in Classic Mall Development Co. Pvt. Ltd. and Classic Housing Projects Private Limited.

The Phoenix Mills Ltd (PML) holds an effective equity stake of 31% in Classic Mall Development Company Pvt. Ltd. (Classic Mall) and 34% in Classic Housing Projects Pvt. Ltd. (Classic Housing). Kshitij is one of the shareholders in both these companies, holding 32% in Classic Mall and 32% in Classic Housing.

Classic Mall is developing a mixed-use project in Chennai (Retail mall leasable area of 9 lakh sq ft. approx and Residential saleable area of 2.5 lakh sq ft. approx) and Classic Housing is developing a luxury residential project also in Chennai (Residential saleable area of 2.5 lakh sq ft. approx). The Retail mall is expected to start operations during the calendar year 2012.

PML will enter into the SPA with Kshitij, subject to shareholder approvals of Classic Mall and Classic Housing, if necessary, to acquire Kshitij's holdings in these companies on the following terms and conditions:

- For 32% holding in Classic Mall, PML will pay Rs. 94.9 crores.
- For 32% holding in Classic Housing, PML will pay Rs. 11.1 crores.
- The combined value of the transaction is Rs. 106 crores, out of which PML is required to pay Rs. 30 crores within 90 days and the balance Rs. 76 crores at the end of 15 months from the date of execution of the SPA.





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- Kshitij's shares will be placed in escrow as per the terms of the SPA and will be transferred to PML upon completion of payment at the end of the said 15 months.
- On completion of the transaction, both these companies (Classic Mall and Classic Housing) will become subsidiaries of PML.

Kindly take the aforesaid information on records.

Thanking You,

Yours Sincerely,
For THE PHOENIX MILLS LIMITED


Jt. Managing Director

