

April 28, 2015

To

**The Corporate Relationship Department
Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037/39/41/61

**The Listing Department,
The National Stock Exchange of India Ltd**

Bandra-Kurla Complex, Mumbai.
Fax: 022-26598237/38

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

**Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of
Shares and Takeovers) Regulations, 2011 ("Regulations")**

Dear Sir(s),

Pursuant to the requirements of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I am enclosing herewith the disclosure regarding acquisition of shares in the prescribed form.

Kindly take the same on record.

Regards,



Atul Ashok Ruia

Encl.: as above

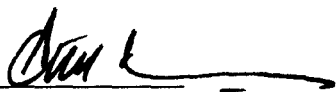
Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	The Phoenix Mills Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Atul Ashok Ruia		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
Details of the acquisition / disposal-as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :	95,569,963	65.930	N.A.
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	95,569,963	65.930	N.A.
Details of acquisition/sale	6,520	0.005	N.A.
a) Shares carrying voting rights acquired/sold			
b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	6,520	0.005	N.A.

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	95576483	65.935	N.A.
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)	95576483	65.935	N.A.
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market Purchase		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	27.04.2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 289,913,390 (144,956,695 Equity Shares)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 289,913,390 (144,956,695 Equity Shares)		
Total diluted share/voting capital of the TC after the said acquisition	N.A.		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Atul Ashok Ruia

Signature of the acquirer / ~~seller~~ / Authorised Signatory

Place: Mumbai

Date: 28.04.2015