

ASHTON REAL ESTATE DEVELOPMENT PRIVATE LIMITED

Registered office: Gr.floor, R.R. Hosiery Bldg, Shree Laxmi Woollen Mills Estate, Mahalaxmi, Mumbai -
400011.Cin : U70100MH2006PTC161028

November 30, 2015

To

**The Corporate Relationship Department
BSE 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")

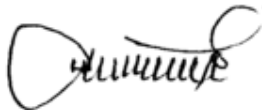
Dear Sir(s),

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 28,800 equity shares of The Phoenix Mills Limited on November 26, 2015 in the prescribed form.

Kindly take the same on record.

Regards,

For Ashton Real Estate Development Private Limited



**Haresh Morajkar
Director**

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	Ashton Real Estate Development Private Limited		
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 :			
a) Shares carrying voting rights	Person Acting In Concert - 9,58,61,171	62.659	N.A.
	Aston Real Estate Development Private Limited - 4,400	0.003	N.A.
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)	9,58,65,571	62.662	N.A.
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	28,800	0.019	N.A.
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)	28,800	0.019	N.A.

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	Person Acting In Concert - 95,903,611***	62.686	N.A.
b) Shares encumbered with the acquirer	Aston Real Estate Development Private Limited - 33,200	0.022	N.A.
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)	95,936,811***	62.708	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	26.11.2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 305,977,704 (152,988,852 Equity Shares)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 305,977,704 (152,988,852 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.

(***) Includes acquisition of 11,300 shares by Senior Holdings Pvt. Ltd, 28,490 shares by Ruia International Holding Company Private Limited and 2,650 shares by Radhakrishna Ramnarain Private Limited on November 26, 2015, promoter group companies for which disclosures are been filed separately.

For Ashton Real Estate Development Private Limited



Haresh Morajkar

Signature of the acquirer / seller / Authorised Signatory

Place: Mumbai

Date: 30.11.2015