



FIL Investment Management (Hong Kong) Limited
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6 March 2015

Dear Sir/Madam:

Enclosed please find a copy of regulatory filings for **Phoenix Mills Ltd**

- Regulatory filing required under regulation 29 (1) of SEBI (Substantial Disposal of Shares and Takeovers) Regulation 2011

Should you have any questions, please contact us on email
apac.regulatoryreporting@fil.com or via Fax on +852 2237 5062.

Yours faithfully,

Regulatory Reporting, Asia Pacific

Encl.

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Securities and Exchange Board of India

Annexure-1

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Phoenix Mills Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	See attached Schedule for breakdown of funds under the management of FMR LLC and its direct and indirect subsidiaries and FIL Limited and its direct and indirect subsidiaries		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Mumbai		
Details of the acquisition 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 acquirer along with PACs of: 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 equity shares	7,137,623	4.93%	-

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)			
e) Total (a+b+c+d)	7,137,623	4.93%	-



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Details of acquisition			
a) Shares carrying voting rights acquired	267,694	0.18%	-
b) VRs acquired otherwise than by equity 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			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
e) Total (a+b+c/-d)	267,694	0.18%	-
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	7,405,317	5.11%	-
b) VRs otherwise than by equity 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) after acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			-
e) Total (a+b+c+d)	7,405,317	5.11%	-

Mode of acquisition (e.g. open market /public issue / rights issue /preferential allotment /inter-se transfer/ encumbrance, etc.)	Market Purchase
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc	N/A
Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares in the TC	04 March 2015



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Equity share capital / total voting capital of the TC before the said acquisition	144,905,444
Equity share capital/ total voting capital of the TC after the said acquisition	144,905,444
Total diluted share/voting capital of the TC after the said acquisition	144,905,444

Schedule

	Fund	Shares held	% of shares and voting rights held
Funds under the management of FIL Ltd and its direct and indirect subsidiaries	FID SRS EMRG MRKT FINANC SUB	7,405,317	5.11
	Total	7,405,317	5.11