



**THE PHOENIX
MILLS LIMITED**

Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R. Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

February 17, 2017

To,

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

The Listing Department,
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.

Ref: The Phoenix Mills Limited (503100/PHOENIXLTD)

Sub: Acquisition of stake by the Company in its subsidiary, Pallazzio Hotels & Leisure Limited

Dear Sirs,

This is further to our letter dated September 17, 2016 regarding execution of Share/Security Purchase Agreements for acquisition, by the Company/its nominees, of the entire equity /debenture holding from other shareholders/debenture holders in its subsidiaries & affiliates.

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Company has acquired all the Compulsorily Convertible Debentures (CCDs) held by Aller River Limited, (representing 14.47% holding, on a fully diluted basis) in Pallazzio Hotels & Leisure Limited (PHLL), a wholly owned subsidiary of the Company on February 16, 2017. Subsequent to the aforesaid acquisition, there is no change in the current equity shareholding pattern of the Company. However, upon the completion of conversion of the said CCDs at a later date, the Company's equity holding in PHLL will increase from 58.51% to 72.98%.

Disclosure in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is attached as Annexure I:

We request you to kindly take the above information on record.

Regards,

For The Phoenix Mills Limited


Company Secretary





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Annexure I

Sr. No.	Details of Events required to be disclosed	Disclosure
a.	Name of the target entity, details in brief such as size, turnover etc.;	PHLL is a company incorporated on February 16, 1995 and having its registered office at 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 with an annual turnover of Rs. 221.31 Crores and net-worth of Rs. 33.37 Crores as on March 31, 2016.
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	Since the transaction is between the Company and the security-holders of PHLL, a wholly owned subsidiary of the Company, the transaction will not fall within related party transaction(s) for the Company.
c.	Industry to which the entity being acquired belongs	PHLL is a wholly owned subsidiary of the Company and is engaged in the business of developing and owning hotels and currently owns the hotel known as The St. Regis, Mumbai
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The referred acquisition is in line with the Company's objective of consolidating its holding in its existing subsidiaries.
e.	Brief details of any governmental or regulatory approvals required for the acquisition	No regulatory approvals are required for the acquisition.
f.	Indicative time period for completion of the acquisition	The Company has completed the acquisition on February 16, 2017
g.	Nature of consideration - whether cash consideration or share swap and details of the same;	Consideration has been paid in cash
h.	Cost of acquisition or the price at which the shares are acquired;	The Company has acquired the aforesaid CCDs for a consideration of Rs. 51.2 Crores
i.	Percentage of shareholding / control acquired and / or number of shares acquired;	The Company has acquired all the CCDs held by Aller River Limited, (representing 14.47% holding, on a





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		fully diluted basis) in Pallazzio Hotels & Leisure Limited (PHLL), a wholly owned subsidiary of the Company.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	PHLL is a company incorporated on February 16, 1995 in India and having its registered office at 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 with an annual turnover of Rs. 221.31 Crores as on March 31, 2016, Rs. 172.05 Crores as on March 31, 2015 and Rs. 89.22 Crores as on March 31, 2014. PHLL is a wholly owned subsidiary of the Company and is engaged in the business of developing and owning hotels and currently owns the hotel known as The St. Regis, Mumbai

