

**Annexure-2**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                                         |                                                                                                                       |                                                            |                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                         | The 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 |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                 | No                                                                                                                    |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                      | National Stock Exchange of India Ltd.<br>BSE Ltd.                                                                     |                                                            |                                                            |
| 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 (**) |
| <b>Before the acquisition/disposal under consideration, holding of :</b>                                                                                                                |                                                                                                                       |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                                        | 4,788,518                                                                                                             | 3.12%                                                      | 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)                                                                                                                                                                      | 4,788,518                                                                                                             | 3.12%                                                      | N/A                                                        |
| <b>Details of acquisition/sale</b>                                                                                                                                                      |                                                                                                                       |                                                            |                                                            |
| a) Shares carrying voting rights acquired/sold                                                                                                                                          | (170,305)                                                                                                             | -0.11%                                                     | 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/ seller                                                                                                                                   |                 |        |     |
| e) Total (a+b+c+/-d)                                                                                                                                                                              | (170,305)       | -0.11% | N/A |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                                    |                 |        |     |
| a) Shares carrying voting rights                                                                                                                                                                  | 4,618,213       | 3.01%  | 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/ sale. |                 |        |     |
| e) Total (a+b+c+d)                                                                                                                                                                                | 4,618,213       | 3.01%  | N/A |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                                        | Market disposal |        |     |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                        | 20 July 2018    |        |     |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                          | 153,191,351     |        |     |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                            | 153,191,351     |        |     |
| Total diluted share/voting capital of the TC after the said acquisition/sale                                                                                                                      | 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 5 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.

Signature of the acquirer / Authorised Signatory



Ryo Sato  
Regulatory Reporting Manager  
Duly authorized under Powers of Attorney by and on behalf of FMR LLC and FIL Limited

Place: C/O FIL Asia Pte Ltd, Level 21, 88 Queensway, Admiralty, Hong Kong  
Date: 24-July-2018

# Schedule

|                                                                                | Fund                          | Shares held      | % of shares and voting rights held |
|--------------------------------------------------------------------------------|-------------------------------|------------------|------------------------------------|
| Funds under the management of FMR LLC and its direct and indirect subsidiaries | FID EMERGING MKT EQ INV TR RE | 161,128          | 0.11                               |
|                                                                                | FID EMRG MKT EQ CTRL RE SUB   | 178,658          | 0.11                               |
|                                                                                | FID TOTAL EM - RE SUB         | 153,192          | 0.10                               |
|                                                                                | FID SRS EM OPPS RE SUB        | 3,985,098        | 2.60                               |
|                                                                                | FID EMR MKTS DISC RE SUB      | 138,490          | 0.09                               |
|                                                                                | FIAM EM SMID CAP BB RE T56191 | 1,647            | 0.00                               |
| <b>Total</b>                                                                   |                               | <b>4,618,213</b> | <b>3.01</b>                        |