

January 12, 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: Scheme of Amalgamation of Gangetic Hotels Private Limited with Palladium
Constructions Private Limited**

Dear Sirs,

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'), we would like to intimate you that we have been informed by our subsidiaries, Palladium Constructions Private Limited (PCPL) and Gangetic Hotels Private Limited (GHPL) that their Board of Directors in their respective meetings held on January 11, 2017 have approved a Scheme of Amalgamation of GHPL with PCPL with the appointed date of April 1, 2016. The Scheme is subject to the approval of the National Company Law Tribunal at Mumbai and Allahabad and all other regulatory approvals.

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 are as under:

- a. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover, etc.**

GHPL is a company incorporated on July 30, 2007 and having its registered office at Mahmoodabad Estate Building 15, Hazratganj, Lucknow, Uttar Pradesh - 226 001, in the State of Uttar Pradesh, India with an annual turnover of Rs. 28.82 Crores and net-worth of Rs. 3.38 Crores as on March 31, 2016.

PCPL is a company incorporated on January 22, 2008 and having its registered office at C/o Marketcity Resources Pvt Ltd, R R Hosiery Building, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills, Mumbai, Maharashtra - 400 013 with an annual turnover of Rs. 258.42 Crores and net-worth of Rs. 505.03 Crores as on March 31, 2016.

- b. Whether the transaction would fall within related party transactions, if yes, whether the same is done at arm's length**

Both GHPL and PCPL are related parties to the Company as well as related parties to each other and the transaction will be at arm's length based on the valuation and determination of swap ratio by an independent valuer.

c. Area of business of the entities

GHPL, the transferor company is engaged in the business of developing and owning hotels and currently owns the hotel known as the Courtyard by Marriott in Agra.

PCPL, the transferee company is in the business of construction and development of residential real estate. PCPL is also authorized by its objects clause to engage in the business of hotels.

d. Rationale for amalgamation/merger

Since, both PCPL and GHPL are subsidiaries of the Company and under the same management, the amalgamation of GHPL into PCPL will facilitate consolidation of the undertakings of both the entities and ensure effective management and operational control. Further, the amalgamation would substantially reduce administrative and managerial costs.

e. In case of cash consideration, amount – otherwise share exchange ratio

There is no cash consideration. In consideration of the amalgamation, PCPL shall issue and allot 1 fully paid up equity shares of Rs. 10 each for every 12 fully paid up equity shares of Rs. 10 each of GHPL. The share exchange ratio is based on the valuation report of Nayyar Maniar & Associates LLP, Chartered Accountants.

f. Brief details of change in shareholding pattern (if any) of the listed entity

There will not be any change in the shareholding pattern of the Company pursuant to the aforesaid Scheme of Amalgamation.

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

Regards,

For The Phoenix Mills Limited



**Puja Tandon
Company Secretary**

