OPERATIONAL REVIEW

High Street Phoenix and Palladium, Mumbai

Touching the Hearts of Millions of Visitors

The HSP Complex is one of the largest shopping destinations in Mumbai and is India's first retail-led consumption centre developed over a sprawling 3.3 million sq. ft. It is well established as one of the most premium malls due to the presence of high-end national and international brands, urban appeal and a stylish neighbourhood. The mall recorded an aggregate business consumption of ₹ 16,264 million, higher by 5% as compared to ₹ 15,438 million during FY2016. It recorded a rental income of ₹ 2,837 million during the year and a trading density of ₹ 2,894 psf per month.

Operational Metrics

Brand positioning, footfalls, quality of stores and their performance is what makes the Complex command a premium. All the new brands that made their foray into the mall during the year are superior in terms of sale, quality and customer popularity, which have led to direct rise in consumption. It led to holistic improvement not only in rentals, but also in the customer profile and look and feel of the store. A horde of mall events and a wide range of fashion and F&B brands is what brings a novelty factor to the Complex. The ambience and feel-good factor created by music, seasonal decors, brand equity, brand mix and its prime location is what keeps driving people to the mall every single day.

Key Brands

Among categories, a key focus during FY2017 was on Kids, Accessories, Women's Fashion, Footwear and Watches. We also focussed on creating space for international brands to mark their entry, particular in the western region of India. The year witnessed some major brands being launched at the mall including Hunkemoller, Coach, Johnston and Murphy, H&M, Muji, True Blue, Papabubble, Rado, Scotch & Soda and Jamie's Pizzeria. During the year, we also undertook renovation at the Palladium, Grand Galleria and Sky Zone sections.

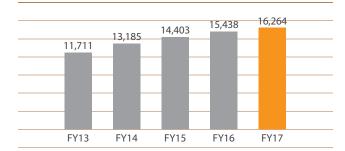
Outlook for FY2018

Major consumption triggers during the next financial year will be the addition of fresh F&B outlets and a positive impact on consumption due to the implementation of GST. During FY2018, we will focus on launching various F&Bs and speciality formats, women fashion brands and other popular jewellery brands

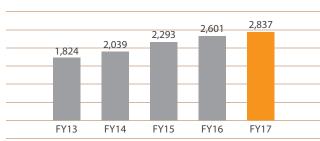
Sustainability Initiatives

During the year, some major upgrades were undertaken at the Complex such as changing LPG to PNG at all F&B outlets, new signages across the Mall, installation of LED screens, gantries, totems and periphery elements. Several other initiatives have been taken such as reuse of water through STP, multiple rainwater harvesting pits, zero discharge, installation of LED lights and maintaining of Unity Power Factor through the year. There is also effective segregation of garbage, installation of organic waste converter and sludge to cover into mature.

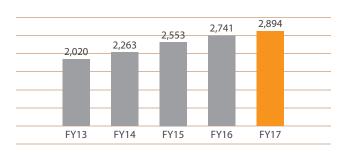
Consumption (₹ Mn)



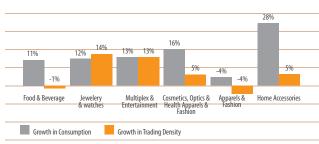
Rental Income (₹ Mn)



Trading Density (₹ psf pm)



Growth in Consumption & Trading Density for Top Categories



Awards Won during FY2017: • Global Safety Summit BCToad Business & Skill Awards 2016 presented Safest Public Shopping Mall Award to The Phoenix Mills Ltd. – High Street Phoenix Global Marketing Excellence Awards presented Award for best use of Social Media in Marketing to #Oneforlove campaign - The Phoenix Mills Ltd. In 2016 Global Marketing Excellence Awards presented Award for Marketing Excellence in Retail Sector to – The Phoenix Mills Ltd. In 2016 Star Retailer Awards 2016 presented Regional Mall of the year - West to High Street Phoenix in 2016 TAVF Awards 16 – The Activation Venues Forum presented Best Venue for the Activation Campaign to High Street Phoenix TAVF Awards 16 – The Activation Venues Forum presented Best Activation Campaign to High Street Phoenix TAVF Awards 16 – The Activation Venues Forum presented Highest Number of footfall venue of the year to High Street Phoenix TAVF Awards 16 – The Activation Venues Forum presented Best Festive Decor to High Street Phoenix TAVF Awards 16 – The Activation Venues Forum presented Best Premium Venue of the year to High Street Phoenix INDIA SHOPPING CENTRE AWARDS by Images Group Recognized High Street Phoenix & Palladium as "Shopping Centre of the Year (West) - Metro" In 2016 INDIA SHOPPING CENTRE AWARDS by Images Group recognized High Street Phoenix & Palladium as "Shopping Centre of the Year – Sales Per Sq. Feet" In 2016 RETAIL EXCELLENCE AWARDS recognized High Street Phoenix & Palladium as "Shopping Centre of the Year" In 2016 16,264 Million Total Leasable Area Leased Occupancy No of Stores Consumption ₹2,837 Million psf/pm Rental Income Area due for Renewal **Trading Density Rental Rate** in FY2018 The Phoenix Mills Limited Annual Report 2016-17 51

Phoenix MarketCity, Chennai

Improving Customer Experiences through Consistent Innovation

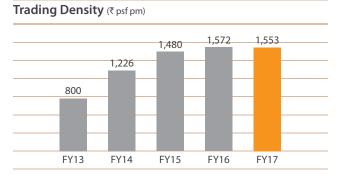
In its fourth full year of operation, Phoenix MarketCity, Chennai has become the key consumption centre in the city. A superlative brand mix, premium shopping ambience and international level events and activations for consumer engagement are driving consumers to the mall. The mall witnessed occupancy of 92% during the year, registering aggregate consumption of ₹ 10,699 million, as compared to ₹ 11,289 million in FY2016. Trading density stood at ₹ 1,553 per sq. ft. per month, compared to ₹ 1,572 per sq. ft. per month, while the rental income was ₹ 1,286 million, compared to ₹ 1,196 million in the previous year.

Premium fashion was the key category of the year under review, with critical focus on women's fashion brands. With its exclusive brand mix and strategic marketing, the mall has positioned itself as the premium fashion destination of Chennai. A sprawling parking space for 1,200 four-wheelers and 1,000 two-wheelers and valet parking service further adds to attraction of the mall. We also bagged the award for "Best Premium Mall" in Chennai by Times of India during the year.

New Additions

The expansive 3.7 million sq. ft. of built-up area offers a lavish spread of shopping, entertainment and hospitality space. GAP, Mamagoto and Forever New were the star brands that commenced trading during the year. Other major brands added during the year were Funky Monkey, Zivame, USPA Kids, One Friday, Aeropostale and Lenskart. The Mall has been positioned as the dining destination of the city through focussed F&B campaigns.

Consumption (₹ Mn) 10,481 11,289 10,699 6,938 FY13 FY13 FY14 FY15 FY16 FY17



Mall Upgrades

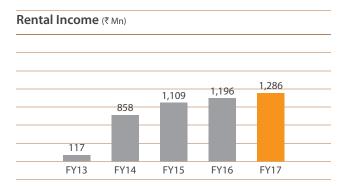
Food Court at the mall has been earmarked for renovation during FY2018 by implementing international level seating and layout. Besides adding new brands, a key strategy during renewal has been to renovate the existing F&B brand with new look and feel. A standard signage system is being designed to enhance as well as simplify customer experience. In addition to this, the washrooms, basement and customer service desks are also being refurbished. A customer service desk and Smile Centre has been installed to collect customer feedback and grievances with specified turnaround time.

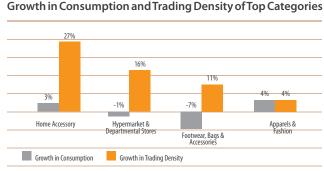
Moving Ahead

We will continue to focus on fashion-led events through the participation of premium fashion brands. The introduction of over 30,000 sq. ft. of area on the Mall's 2nd floor, and the replacement of under-performing brands with star fashion and F&B brands will lead to significant uptick in consumption. Our marketing initiatives and high-impact events are aimed at establishing a network of influencers among the core target audience, with a focus on driving differing sets of consumers to the mall.

Sustainability Initiatives

We are regularly monitoring and analysing the utilisation of water and electricity. Water from the Sewage Treatment Plant is effectively recycled and used for cooling towers, flushes and landscape, with the aim of minimising the intake of fresh water. In addition, tube lights in basement are replaced with LED lights for power conservation and green energy. The organic waste convertor is being used to recycle wet garbage into manure to be used for landscaping, while dry garbage is effectively disposed through third-party vendor.





Awards & Recognition

The Best Premium Mall in Chennai – Times of India



Total Leasable Area

 $\frac{1,553_{\text{psf/pm}}}{\text{Trading Density}} \qquad \frac{121_{\text{psf/pm}}}{\text{Rental Rate}}$

Leased Occupancy

₹1,286 Million

Rental Income

₹ 10,699 Million Consumption

46%

Area due for Renewal in FY2018

Phoenix MarketCity, Bengaluru

Contributing to an Attractive Tenant Mix

With close to 300 options in shopping, dining and entertainment, Phoenix MarketCity located in Whitefield area has become the preferred shopping destination of Bengaluru for all ages. Consumption at the mall grew by 15% in FY2017 to ₹ 10,200 million, while Rental Income grew 14% to ₹ 1,090 million. The asset recorded an average Trading Density of ₹ 1,444 per sq. ft. per month, up 12% over the previous year, while the average trading occupancy stood at 90%. Domestic and international retailers expect a shorter pay-back time on their investment at the mall owing to rising footfalls and higher consumption.

New Additions

Prime categories which recorded strong consumption growth were fashion, cosmetics and accessories. Footfalls increased as customers preferred the enriching mall experience and good customer service over passive shopping. The mall witnessed a rise of 25% in consumption of F&B business, with rising footfalls and several food delivery options. The F&B outlets attracted footfalls, and Social (the pub) helped improve the nightlife experience. Key brands added during the year were Sephora, Asics, Mont Blanc, Vero Moda, G Star, Only, Mebaz and Lifestyle.

A key USP of the mall is that it houses multiple anchor brands representing a good mix of Indian and international brands with a loyal customer base. The open courtyard, large-scale musical and thematic events and ample and convenient parking spaces are an added attraction

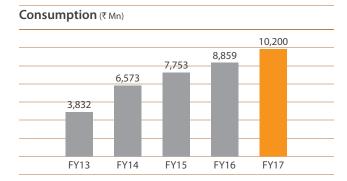
Year Ahead

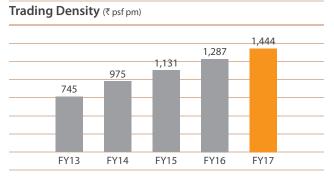
During FY2018, addition of new brands and exclusive and exciting deals and offers from various brands will be the key triggers for growth in consumption. We will continue our focus on the prime categories of F&B, fashion, books and toys. Our objective is to add more interesting F&B options with newer international island café concepts. We are also working towards relocating or resizing the existing courtyard facing stores with the aim of accommodating better concepts to complement the view and experience.

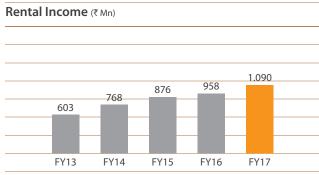
We will continue our focus on being a socially responsible mall by organising CSR activities with foundations such as Smile and UNICEF. We will also keep increasing customer awareness through aggressive marketing and PR activities.

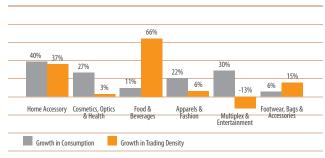
Sustainability Initiatives

The mall is undergoing a transformational change to enhance customer experience multi-fold. The makeover includes change in flooring tiles to granite, marble or similar tiles, conversion of CFL bulbs to LED to improve lighting and preserve energy, using 85% power from clean energy at lower cost, reducing the use of fresh water by using water from STP as an additional source, and introducing life size art pieces, trees and greenery, new direction signages and digital directories. These are aimed at offering our discerning customers an international feel and enhance their shopping and leisure experience at the Mall. All touchpoints are getting refurbished and new parking driveways are being put up with diversional and directional signage. We are also enhancing parking by adding space for 180 4-wheelers.









Growth in Consumption & Trading Density of Top Categories

Awards & Recognitions

CMO Asia Shopping Centre & Mall Awards 2017

- Most Admired Shopping Centre of the Year Marketing & Consumer Promotions
- Best Thematic Décor Shopping Centre
- Estate Avenue 5th Annual India's Best Shopping Malls Issue
 Operational Destination Shopping Mall 2016-17



Phoenix MarketCity, Pune

Bringing Aspirations to Life

Phoenix MarketCity in Pune is the most successful retail-led mixed-use destination in the city, providing an ultimate leisure, entertainment and shopping experience. The mall continues to attract excellent footfalls and registered a full-year average occupancy of 85%. It offers iconic brands across the globe under a single roof, leaving shoppers spoilt for choice, with 15 anchor stores, 300 brand stores offering an array of domestic and international brands. It is a model development for shopping, F&B options and fine dining, and a new entertainment hub. It offers the largest family entertainment centre, largest bowling alley with 17 lanes, one of the biggest multiplexes with 9 screens and 2,000 seats, hypermarket, premium casual and specialty concepts.

During the year, consumption at the mall grew 11% to ₹ 9,629 million, compared with ₹ 8,659 million in FY2016. Trading density was ₹ 1,208 per sq. ft. per month, compared to ₹ 1,077 per sq. ft. per month, a rise of 12%. The mall's strategic location on Nagar Road and proximity to IT/ITeS offices and integrated townships in the vicinity have contributed to rising footfalls and, therefore, improving consumption.

Key Achievements

The year witnessed major churn of anchor brands including Pantaloons, Ethnicity, Reliance Trends and Vama. There was relocation and resizing to accommodate new brands such as H&M, Lifestyle, Home Centre, GAP, Globus, Aeropostale, Bobbi Brown, G-Star, Rohit Bal, Meena Bazaar, Fossil and Pure Home. International fashion brands, cosmetics and F&B were the key categories that dominated the mall during the year.

The third floor of the mall was added exclusively for fine-dining restaurants, complementing the alfresco dining experience at Liberty Square. Indigo Deli, Copper Chimney, Cuba Libre and Keventers were some key new F&B brands that made a foray. The mall created unique consumer engagement sections under different pillars such as art & exhibitions, fashion events, musical delights, consumer connect initiatives and CSR activities.

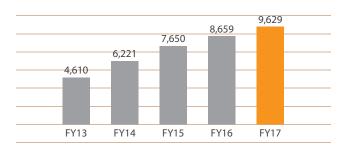
Future Strategy

Our key strategy for future growth is to target neighbouring cities with buying potential. More experiential and unique events will be added to attract the right target audience and engage with them. More category-led events, cross promotions, activations and strategic tie-ups will be planned to build brand lovalty and increase the frequency of visitors visiting the mall. Key triggers for rise in consumption are the mall upgrades, addition of new restaurants at Liberty Square and Courtyard, opening up of the 3rd floor, opening of HCMTR road to enable entry and exit and addition of 6 floors of parking MLCP to reduce waiting time for consumers with 4-wheelers visiting the mall. This is in line with our endeavour to constantly revamp and stay in touch with the market and with consumers' needs.

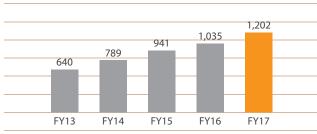
Sustainability Initiatives

An organic waste converter machine has been installed to convert wet waste to manure for our landscape to process over 500 kgs of waste to organic manure on a daily basis. We focus on enhancing the consumer experience by maintaining an ambient temperature in the shopping area, exclusive washrooms and fresh fragrance across the mall.

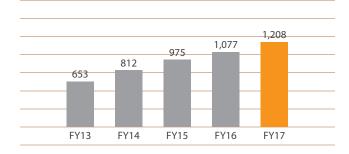
Consumption (₹ Mn)



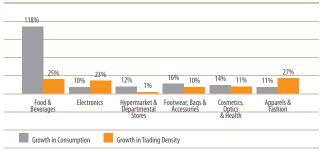
Rental Income (₹ Mn)



Trading Density (₹ psf pm)



Growth in Consumption & Trading Density for Top Categories





Phoenix MarketCity, Mumbai

The Fashion and Social Hub of Mumbai

As Phoenix MarketCity, Kurla, Mumbai entered its 5th year of operations, the mall has stepped in a league of its own. It is strongly positioned amongst the target audience as "a favourite destination" to fulfill an array of lifestyle and socialising needs with its fusion of fashion, food, fun, culture and ambience. Business consumption at the mall grew 17% at ₹ 6,957 million, compared to ₹ 5,957 million in the previous year. Trading density was higher by 18% at ₹ 942 per sq. ft. per month.

New Additions

Fashion is about constant re-invention and design evolution, and we at Phoenix Mills Ltd., understand this really well. Global fashion, beauty and F&B were the key categories under focus at the mall during the year under review. Iconic international brands such as H&M, Forever 21, Sephora, Aeropostale, Chillis, Pizza Express, Innisfree, Globus, Selected and Swatch were introduced during the year, replacing a few old brands. There was a strong growth in the categories of footwears, bags and accessories (up 17% yoy), Food & Beverages (up 15% yoy), Apparel & Fashion (up 8% yoy).

Several initiatives were taken to enhance mall ambience and offer a delightful shopping experience to the customers. Mall upgrades during the year included flooring, lighting, elevator lobbies, entrances, special elements and washrooms. In-mall navigation was enhanced by instilling new signage programs and structurally zoning several categories.

Locational Advantage

The mixed-use asset at Kurla is located in close proximity to Bandra-Kurla Complex (BKC), Mumbai's key commercial district, and is connected very well with the eastern and western suburbs.

Consumption and footfalls were largely driven by the Group's three commercial complexes – Centrium, Phoenix Paragon Plaza and Art Guild House – being housed in the premises. With more than 350 signature stores, the Mall offers an unmatched and seamless shopping experience with high-end domestic and international brands. With a good brand mix, mall ambience, shopping experience, mall accessibility, marketing promotions, a variety of dining options and entertainment places, the mall has emerged as an upscale destination attracting the hoi polloi.

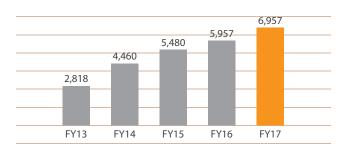
Focus Areas for FY2018

For FY2018, we are targeting some key brands in beauty, luxury fashion and F&B. Triggers for consumption growth at the mall include an enhanced shopping experience post upgrade, higher F&B sales due to new brands, increase in consumption owing to brands like H&M, Forever 21, Sephora and Aeropostale. Corporate connect programs, third-party events, direct marketing and sustenance campaigns are also resulting in increased consumption.

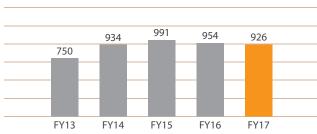
Sustainability Initiatives

Our mission is to create a more sustainable world and promote love and respect for the environment in an engaging manner. We are taking several steps to achieve this which includes – timely maintenance of AHUs, chillers and DG sets to reduce unit consumption; installation of LED lights; installation of preventive electrical maintenance to reduce breakdowns; optimised drainage from different points to recycle water; and installation of flow reducer to reduce water consumption in wash basins. We segregate dry and wet waste collection and have also installed OWC that turns waste into manure.

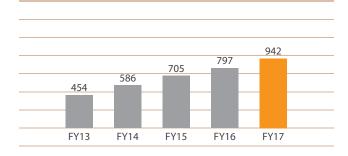
Consumption (₹ Mn)



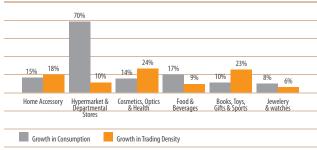
Rental Income (₹ Mn)



Trading Density (₹ psf pm)



Growth in Consumption & Trading Density for Top Categories





Phoenix United, Lucknow

Phoenix United, Lucknow is located along National Highway NH25, leading to Kanpur, with approximately 0.33 million sq. ft. of leasable area. Phoenix United Lucknow has 128 stores and had a trading occupancy of 81% for FY2017 along with average rental of ₹72 per sq.ft. Rental Income for the full year was ₹230 million. Total consumption at the centre was ₹2,508 million with a trading density of ₹967 per sq. ft. per month.



Phoenix United, Bareilly

Phoenix United, Bareilly is located along the Pilibhit bypass road, on approximately 3.5 acres of freehold land, with approximately 0.31 million square feet of leasable area. The mall has more than 147 stores and a trading occupancy of 81% for FY2017 with an average rate of ₹ 60 per sq. ft. Rental Income for the full year was ₹ 177 million. Total consumption at the centre was ₹ 1,577 million with a trading density of ₹ 698 per sq. ft. per month.



One Stop Shop for Premium International Retailers

Accessibility, visibility, excellent facilities and amenities, in addition to attractive leasing rates and rentals, make us India's finest luxury shopping destination. With an eclectic mix of domestic and international brands catering to discerning fashion-conscious customers, we are the perfect shopping and entertainment destination for global retailers trying to tap on India's rising buying power.

The Indian retail landscape looks different today. The retail environment is as dynamic as it has ever been. The average consumers' purchasing decisions have dramatically altered, rapidly evolving to adopt international brands into their wardrobes. At The Phoenix Mills Limited, with a wealth of designer and premium merchandise, an eclectic mix of lifestyle products and services, and a loyal customer base, we remain the first choice for international retailers looking to set up shop in our retail assets. We offer a one-stop shop solution for top retailers to roll out their stores in the best retail locations in the key gateway cities of India. A fantastic response from Indian customers to adopt international trends into their wardrobes and a stronger economy is encouraging retailers to explore new markets in metros and beyond.

Touching Billions of Hearts

At The Phoenix Mills Ltd., we have transformed shopping from being a need-driven activity to a leisure time entertainment. We are following clear principles of being a retailer: consumer friendly destinations, super ambience and top-notch facilities. With an interesting blend of retailers, beautiful architecture, lavish interiors, aesthetically designed open spaces with wide corridors, parking adequacy and food joints serving as hang-out zones, we provide the complete experience to a discerning consumer.

We touch the hearts of billions of visitors throughout India; and have been constantly raising the bar of ideal consumer experience with exemplary facilities, unmatched services and top-notch infrastructure. Our functional design and size coupled with a plethora of choices across retail categories put us in a different league. The greatest strength underlying the business is our impressive track record, our retail expertise and the business know-how rooted in a retailer's perspective. We pursue an attractive tenant mix meeting the diverse array of needs of our customers.

Making Shopping Delightful

Our malls house some of the finest fashion, beauty and lifestyle brands, with a great mix of fine-dining restaurants, making shopping a delightful experience. We have innovated customer shopping by building our own platforms around the country with regional characteristics and large-scale renovations. We also reinvent and innovate to drive a luxury experience for the consumer.

Art and Culture

We believe in constant communication with our patrons. We also believe in celebrating every festival with our consumers by turning in a particular festive mood, transfiguring the décor and ambience. We conscientiously design our events and activities to suit the mood and raise consumer spirits. We engage with our customers through innovative and unique edutainment events and promotions.





H&M

The Swedish multinational fashion retailer Hennes & Mauritz AB (H&M) is set to increase its store strength in India to more than 20 stores during 2017. It considered High Street Phoenix Complex as an ideal location to launch its Mumbai stores. Their search for a well-defined space with a large footprint, the right kind of tasteful ambience to attract high value spenders, and the inclusion of top international brands, ended at Phoenix. The Indian unit of the Swedish fashion retailer H&M, the world's second biggest clothing retailer, set up its 30,000 sq. ft. store in High Street Phoenix, Lower Parel and another 37,000 sq. ft. store at Phoenix MarketCity, Kurla in August 2016. This was followed by the opening of their third store with PML at Phoenix Marketcity Pune in October 2016. These are full concept stores offering the latest in women's, men's and children's fashion. Globally, H&M has nearly 4,000 stores and plans to open nearly 500 more shortly. It aims to grow with its business concept of fashion and quality at the best price in a sustainable way. It offers casual to formal wear and has identified India as an important part of its global expansion plan.

Zara

Inditex SA of Spain, the parent company of the Spanish apparel chain Zara, leased 25,000 sq. ft. at Palladium Mall in High Street Phoenix Complex, and another 36,000 sq. ft. store at Phoenix MarketCity, Mumbai. One of the highest grossing in India, the two stores have been set up through its Indian joint venture, Inditex Trent Retail India Pvt. Ltd. In addition to the above, Zara has a 33,000 sq.ft store in Phoenix MarketCity Pune, 30,000 sq. ft. in Phoenix MarketCity Bengaluru and 34,000 sq. ft in Phoenix MarketCity Chennai.



FOREVER 21

Forever 21

Forever 21, the American fashion retail chain and a young apparel brand, launched its 4th store in India at Phoenix MarketCity, Mumbai spread over 18,000 sq. ft., as it strengthens its foothold in Mumbai and brings global trends and runway fashion closer to Indian fashionistas. The brand offers the full spectrum, from women's clothing to accessories, footwear, and also menswear. It is among the fastest growing fashion retailers in India with a network of more than 700 stores worldwide. Having established a strong affinity with fashionable Indians, Forever 21 is creating a new fashion destination for uber-stylish Mumbaikars. The brand is under discussion with our company to expand its presence to other malls.

Creating Concept-Oriented F&B Spaces

Times have changed, and so have consumer psyche, flavour profiles and spending power. Guests, today, are striving for healthy living, which equates to a healthy planet. As their tastes, values and choices veer towards well-being and sustainable living, the Phoenix Group is serving to meet new expectations.

Food is an innate part of the Indian culture. At The Phoenix Mills Ltd., our vision of making our malls a hub of urban entertainment, food & beverage (F&B) and a retail hub is progressing as planned. With the help of Bellona Hospitality Services Limited (BHSL), a 100% owned F&B arm of the Phoenix Mills Ltd., we are on top of consumer trends offering functional meeting spaces, and unique, innovative, tailor-made food choices – all of which are designed to experiment with flavours and texture, geared towards inspiring creative thinking. Changing demographics, increase in income, urbanisation and growth in organised retail is driving India's F&B sector.

Table Trends

We have 7 F&B brands rolled out across 4 malls in 3 cities of India. Our core brands – Craft, Shizusan Shophouse & Bar and 212 All Good – are the preferred venues for millions of food lovers. We remain committed to our innovative, concept driven spaces, with personified venues that break the clutter. Our restaurants are fast becoming the leading choice for guests who demand quality cuisine and an unforgettable experience. The energy and cool touches at all our locations create an addictive atmosphere, while the design styles and décor offer interesting features, creating a real sense of individualism.

Cutting through Clutter

We introduced a well-researched and concept-oriented brands 212 All Good, based on the novel hypothesis of clean eating and the philosophy of locally-sourced fresh produce. To break the clutter of Asian eateries, Shizusan adapted the look and feel of an Asian shophouse with a bar and a curated menu. It leverages on Pune's success, where it ranks first among all F&B brands in terms of trading density. The restaurant brand Craft is being extended to Art Guild House in a café format, serving quick meals, set meals and take-aways. We also forayed into Bengaluru with a penchant to welcome every culinary experiment.





Phoenix MarketCity, Mumbai, Pune and Bengaluru

India's first bar with wholesale pricing and an innovative concept driven space



Phoenix MarketCity, Pune

A kid-friendly space and a haven for parents and shoppers



Premium Deli, Upmarket Bistro, Wine & Cocktail Bar



Phoenix Marketcity Mumbai

Casual style café & bar that serves western comfort food and drinks



High Street Phoenix

Food which is good for the gut



Phoenix MarketCity, Pune, Bengaluru and High Street Phoenix Complex

Asian Shophouse & Bar serving streetside food and Asian cocktails



Phoenix MarketCity, Pune

New chic café that offers an American spin to a classic French (European) experience