

July 15, 2015

To

**The Corporate Relationship Department
BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037/39/41/61

**The Listing Department,
The National Stock Exchange of India Ltd**
Bandra-Kurla Complex, Mumbai.
Fax: 022-26598237/38

Ref: The Phoenix Mills Limited (503100 / PHOENIXLTD

Sub: Reconciliation of Share Capital Audit Report

Dear Sir(s),

Pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 as amended vide Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010, please find enclosed herewith Reconciliation of Share Capital Audit Report for the quarter ended June 30, 2015.

This is for your information and record.

Thanking you,

Regards,
For The Phoenix Mills Limited



**Puja Tandon
Company Secretary**



Encl.: as above

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

To,
The Board of Directors
Phoenix Mills Limited
462, Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

Sub: Reconciliation of Share Capital Audit Report

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by **Phoenix Mills Limited** (hereinafter referred to as "to Company") and Registrar and Share Transfer Agents, **Link Intime India Private Limited.**, for issuing this certificate, in accordance with Circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India and pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 as amended vide Notification dated 2nd September 2003 and Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010.

In our opinion and to the best of our knowledge and according to the information and explanations given to us and based on such verification as considered necessary by us, we hereby certify the Reconciliation of Share Capital Audit report in the prescribed format as under:

1	For Quarter Ended	30 th June, 2015
2.	ISIN	INE211B01039
3.	Face Value	Rs.2/-
4.	Name of the Company	Phoenix Mills Limited
5.	Registered office Address	462, Senapati Bapat Marg, Lower Parel Mumbai – 400 013
6.	Correspondence Address	Phoenix Mills Limited 462, Senapati Bapat Marg, Lower Parel Mumbai – 400 013



7.	Telephone & Fax No.	Tel.: (022) 3001 6600 Fax.: (022) 2493 8388
8.	Email Address	investorrelations@highstreetphoenix.com
9.	Name of the Stock Exchanges where the Company's securities are listed	BSE Limited The National Stock Exchange of India Limited

10.	Issued Capital	Number of Equity Shares
		14,49,96,945

		Number of Shares	% of Total Issued Capital
11.	Listed Capital (Exchange-wise)		
	BSE Limited	14,49,96,945	100
	The National Stock Exchange of India Limited	14,49,96,945	100

		Number of Shares	% of Total Issued Capital
12.	Held in dematerialised form in CDSL	9,65,03,751	66.55
13.	Held in dematerialized form in NSDL	4,79,04,408	33.04
14.	Physical	5,88,786	0.41

15.	Total No. of Shares (12+13+14)	14,49,96,945
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16.	Reasons for difference if any, between (10&11) (10&15), (11&15)	N.A.
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17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below :	
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Particulars of changes in share capital	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal approval pending for Stock Exchanges (Specify Names)



Issue and Allotment of Equity shares on May 21, 2015 under ESOP scheme of the Company	15,250	Applied	1. BSE Limited 2. The National Stock Exchange of India Limited	Yes	Yes	Yes
Issue and Allotment of Equity shares on June 5, 2015 under ESOP scheme of the Company	25,000	Applied	1. BSE Limited 2. The National Stock Exchange of India Limited	Yes	Yes	Yes

18.	Register of Members is updated (Yes/No)	Yes
	If not, updated upto which date	Not Applicable

19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	Not Applicable
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20.	Has the Company resolved the matter mentioned in point No. 19 above in the current quarter? If not, reason why?	Not Applicable
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21.	The total number of requests, if any, confirmed/rejected after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay
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Total No. of demat requests	No. of requests	No. of Shares	Reasons for delay
Confirmed/rejected after 21 days	N.A.	N.A.	N.A.
Pending for more than 21 days	N.A.	N.A.	N.A.

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms. Puja Tandon Tel. No. 022 – 3001 6600 Fax. No. 022 – 2493 8388
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23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	Mr. Himanshu S. Kamdar Rathi & Associates Company Secretaries A-303, Prathamesh, 3 rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Tel.: (022) 4076 4444 Fax.: (022) 4076 4466 FCS No. 5171 COP 3030
24.	Appointment of Common agency for share registry work.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 Tel.: (022) 2596 3838 Fax : (022) 2594 6969
25.	Any other Detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchanges, company changed its name etc.	Not Applicable

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS: 5171
COP: 3030

Place: Mumbai
Date: 15th July, 2015