

April 17, 2017

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 March 31, 2017.

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
The 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 **The Phoenix Mills Limited** (hereinafter referred to as 'the Company') and Registrar and Share Transfer Agent, **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 September 2, 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	31 st March, 2017
2.	ISIN	INE211B01039
3.	Face Value	Rs. 2/-
4.	Name of the Company	The Phoenix Mills Limited
5.	Registered office Address	462, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
6.	Correspondence Address	The 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 ; corpaffairs@highstreetphoenix.com
9.	Name of the Stock Exchanges where the Company's securities are listed	BSE Limited National Stock Exchange of India Limited

10.	Issued Capital	Number of Equity Shares 153,066,907
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		Number of Shares	% of Total Issued Capital
11.	Listed Capital (Exchange-wise)		
	BSE Limited	153,066,907	100
	The National Stock Exchange of India Limited	153,066,907	100

		Number of Shares	% of Total Issued Capital
12.	Held in dematerialized form in CDSL	9,38,98,945	61.35
13.	Held in dematerialized form in NSDL	5,86,58,091	38.32
14.	Physical	509,871	0.33

15.	Total No. of Shares (12+13+14)	153,066,907
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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 :					
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)
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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	-	-	-
Pending for more than 21 days	-	-	-

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. Jayesh M. Shah 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. 5637 COP No. 2535
24.	Appointment of Common agency for share registry work.	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel.: (022) 4918 6000 Fax : (022) 4918 6060
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



JAYESH SHAH
PARTNER
FCS NO. 5637
COP NO. 2535

Place: Mumbai
Date: 14th April, 2017