

**April 14, 2017**

**To**

**The Corporate Relationship Department  
Bombay Stock Exchange 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: Compliance Certificate under Regulation 40(9) of Securities and Exchange Board of  
India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

Pursuant to Regulation 40(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Compliance Certificate dated April 14, 2017 issued by M/s Rathi & Associates, Company Secretaries as per Regulation 40(9) of Listing Regulations for the half year ended on March 31, 2017.

You are requested to kindly take the same on record.

Thanking you,

Regards,

For **The Phoenix Mills Limited**



**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

### COMPLIANCE CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH, 2017

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **The Phoenix Mills Limited** ('the Company') maintained by **Link Intime India Private Limited** (herein after referred to as 'the Registrar & Share Transfer Agents' or 'the RTA') pertaining to transfer of Equity Shares of the Company for the period from **1<sup>st</sup> October, 2016** to **31<sup>st</sup> March, 2017** for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Registrar and Share Transfer Agent, we hereby certify that during half year ended on **31<sup>st</sup> March, 2017**:

- The Company has delivered Share Certificates relating to the Share Transfer Deeds received:
  - during the period from **1<sup>st</sup> October, 2016** to **31<sup>st</sup> March, 2017** within thirty days as per Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015,

from respective date of lodgment for transfer thereof excepting those rejected on technical grounds.

- The Company and/or RTA have not received any requests for renewal, exchange or endorsement of calls/allotment monies.

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



A handwritten signature in blue ink, appearing to read 'Jayesh Shah', written over a set of horizontal lines.

JAYESH SHAH  
PARTNER

FCS NO. 5637

COP NO. 2535

Place: Mumbai

Date: 14<sup>th</sup> April, 2017