

April 16, 2018

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: 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, 2018.

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, 2018
2.	ISIN	INE211B01039
3.	Face Value	INR 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	462, Senapati Bapat Marg, Lower Parel Mumbai – 400 013



7.	Telephone & Fax No.	Tel.: (022) 3001 6600 Fax.: (022) 3001 6818
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

		Number of Equity Shares
10.	Issued Capital	153,141,740

		Number of Shares	% of Total Issued Capital
11.	Listed Capital (Exchange-wise)		
	BSE Limited	153,127,340	99.99
	The National Stock Exchange of India Limited	153,127,340	99.99

		Number of Shares	% of Total Issued Capital
12.	Held in dematerialized form in CDSL	95,206,027	62.17
13.	Held in dematerialized form in NSDL	57,464,792	37.52
14.	Physical	470,921	0.31

15.	Total No. of Shares (12+13+14)	153,141,740
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16.	Reasons for difference if any, between (10&11) (10&15), (11&15)	The Company had allotted 14,400 Equity Shares on 27 th March, 2018 under the 'Phoenix Mills Employees' Stock Option Plan 2007 and the credit of the above equity shares was effected in the system of CDSL and NSDL on 28 th March, 2018 and 29 th March, 2018 respectively and the Company received the listing approval on 4 th April, 2018 from BSE Limited and the National Stock Exchange of India Limited.
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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)	
Allotment of 6000 Equity Shares of INR 2/- each made on 29 th January, 2018 under the 'Phoenix Mills Employees' Stock Option Plan 2007	6,000	Applied	BSE Limited and National Stock Exchange of India Limited	Yes	Yes	No	
Allotment of 9350 Equity Shares of INR 2/- each made on 27 th February, 2018 under the 'Phoenix Mills Employees' Stock Option Plan 2007	9350	Applied	BSE Limited and National Stock Exchange of India Limited	Yes	Yes	No	
Allotment of 3000 Equity Shares of INR 2/- each made on 16 th March, 2018 under the 'Phoenix Mills Employees' Stock Option Plan 2007	3000	Applied	BSE Limited and National Stock Exchange of India Limited	Yes	Yes	No	



Allotment of 14,400 Equity Shares of INR 2/- each made on 27 th March, 2018 under the 'Phoenix Mills Employees' Stock Option Plan 2007	14,400	Applied	BSE Limited and National Stock Exchange of India Limited	Yes	Yes	No
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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		
	Total No. of demat requests	No. of requests	No. of Shares
	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 – 3001 6818
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	Mr. Himanshu 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 No. 3030



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



A handwritten signature in blue ink, appearing to read "Himanshu Kamdar".

HIMANSHU KAMDAR
PARTNER
FCS NO. 5171
COP NO.3030

Place: Mumbai

Date: 16th April, 2018