

Compliance Report

It is hereby certified that the draft scheme of amalgamation involving The Phoenix Mills Limited ("Transferee Company") and Phoenix Hospitality Company Private Limited ("Transferor Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of amalgamation involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

For The Phoenix Mills Limited


Gajendra Mewara
Company Secretary

For The Phoenix Mills Limited


Atul Ruia
Chairman & Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation involving The Phoenix Mills Limited ("Transferee Company") and Phoenix Hospitality Company Private Limited ("Transferor Company") are in compliance with all the Accounting Standards applicable to a listed entity.

For The Phoenix Mills Limited


Pradumna Kanodia
Director Finance and CFO

For The Phoenix Mills Limited


Atul Ruia
Chairman & Managing Director

Date: August 22, 2019

Place: Mumbai

