

October 12, 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 October 12, 2017 issued by M/s Rathi & Associates, Company Secretaries as per Regulation 40(9) of Listing Regulations for the half year ended on September 30, 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 30th SEPTEMBER, 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 **1st April, 2017** to **30th September, 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 **30th September, 2017** :

- The Company has delivered Share Certificates relating to the Share Transfer Deeds received:
 - during the period from **1st April, 2017** to **30th September, 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

Jayesh Shah
Partner

FCS NO. 5637
COP NO. 2535

Place: Mumbai

Date: 12th October, 2017

