

**January 17, 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 December 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 <sup>st</sup> December, 2017   |
| 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,<br>Lower Parel,<br>Mumbai – 400 013                             |
| 6. | Correspondence Address    | The Phoenix Mills Limited<br>462, Senapati Bapat Marg,<br>Lower Parel<br>Mumbai – 400 013 |



|    |   |   |
|----|---|---|
| 7. | Telephone & Fax No.   | Tel.: (022) 3001 6600<br>Fax.: (022) 2493 8388                                |
| 8. | Email Address   | investorrelations@highstreetphoenix.com;<br>corpaffairs@highstreetphoenix.com |
| 9. | Name of the Stock Exchanges where the Company's securities are listed | BSE Limited<br>National Stock Exchange of India Limited                       |

|     |                |                                |
|-----|----------------|--------------------------------|
|     |                | <b>Number of Equity Shares</b> |
| 10. | Issued Capital | 153,108,990                    |

|     |  |                         |                                  |
|-----|--|-------------------------|----------------------------------|
|     |  | <b>Number of Shares</b> | <b>% of Total Issued Capital</b> |
| 11. | Listed Capital (Exchange-wise)               |                         |                                  |
|     | BSE Limited                                  | 153,108,990             | 100                              |
|     | The National Stock Exchange of India Limited | 153,108,990             | 100                              |

|     |                                     |                         |                                  |
|-----|-------------------------------------|-------------------------|----------------------------------|
|     |                                     | <b>Number of Shares</b> | <b>% of Total Issued Capital</b> |
| 12. | Held in dematerialized form in CDSL | 97,413,622              | 63.62                            |
| 13. | Held in dematerialized form in NSDL | 55,199,497              | 36.05                            |
| 14. | Physical                            | 495,871                 | 0.33                             |
| 15. | Total No. of Shares (12+13+14)      |                         | 153,108,990                      |

|     |   |                |
|-----|---|----------------|
| 16. | Reasons for difference if any, between (10&11) (10&15), (11&15) | Not Applicable |
|-----|---|----------------|



| 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 8,000 Equity Shares of INR 2/- each made on 8 <sup>th</sup> November, 2017 under the 'Phoenix Mills Employees' Stock Option Plan 2007'  | 8,000  | Applied                          | BSE Limited and National Stock Exchange of India Limited | Yes                       | Yes                       | No  |
| Allotment of 18,250 Equity Shares of INR 2/- each made on 5 <sup>th</sup> December, 2017 under the 'Phoenix Mills Employees' Stock Option Plan 2007' | 18,250   | Applied                          | BSE Limited and National Stock Exchange of India Limited | Yes                       | Yes                       | No  |

|     |   |                |
|-----|---|----------------|
| 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 |
|-----|---|----------------|

|     |   |                |
|-----|---|----------------|
| 20. | Has the Company resolved the matter mentioned in point No. 19 above in the current quarter? If not, reason why? | Not Applicable |
|-----|---|----------------|



|     |  |                 |               |
|-----|--|-----------------|---------------|
| 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 | <b>Ms. Puja Tandon</b><br>Tel. No. 022 – 3001 6600<br>Fax. No. 022 – 2493 8388 |
|-----|--|--|

|     |  |   |
|-----|--|---|
| 23. | Name, Address, Tel & Fax No., Regn. No. of the Auditor   | <b>Mr. Jayesh M. Shah</b><br><b>Rathi &amp; Associates</b><br><b>Company Secretaries</b><br>A-303, Prathamesh, 3 <sup>rd</sup> Floor,<br>Raghuvanshi Mills Compound,<br>11-12, Senapati Bapat Marg,<br>Lower Parel, Mumbai – 400 013.<br><br>Tel.: (022) 4076 4444<br>Fax.: (022) 4076 4466<br><br>FCS No. 5637<br>COP No. 2535 |
| 24. | Appointment of Common agency for share registry work.  | <b>Link Intime India Private Limited</b><br>C-101, 247 Park, L.B.S. Marg,<br>Vikhroli (West), Mumbai – 400 083<br><br>Tel.: (022) 4918 6000<br>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.) | <b>Not Applicable</b>   |



Place: Mumbai  
Date: 10<sup>th</sup> January, 2018

For RATHI & ASSOCIATES  
COMPANY SECRETARIES

  
**JAYESH SHAH**  
PARTNER  
FCS NO. 5637  
COP NO. 2535