



Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

July 15, 2015

**The Corporate Relationship Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037 / 39 / 41 / 61

**The Corporate Relationship Department
The National Stock Exchange of India Ltd**

Bandra-Kurla Complex, Mumbai.
Fax: 26598237 / 38, 26598347 / 48

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub: Corporate Governance Compliance Report for the quarter ended June 30, 2015

Dear Sir(s),

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2015.

You are requested to kindly take the same on record.

Thanking you,

Regards,

For **The Phoenix Mills Limited**


Company Secretary



Encl.: as above

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: THE PHOENIX MILLS LIMITED

Quarter ending on: June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	No material related party transactions during the quarter ended June 30, 2015





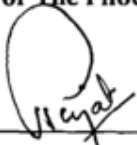
THE PHOENIX MILLS LIMITED

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(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	
(C) Remuneration of Directors	49 (VIII C)	Yes	Necessary disclosures will be made in the Annual Report.
(D) Management	49 (VIII D)	Yes	Necessary disclosures will be made in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosures will be made in the Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Will be included in the Annual Report.
XI. Compliance	49 (XI)	Yes	Will be included in the Annual Report.

Thanking you,

For The Phoenix Mills Limited




Company Secretary

Date: July 15, 2015

Place: Mumbai