

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

**Name of the Company: THE PHOENIX MILLS LIMITED**

**Quarter ending on: September 30, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (I)		-
(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	-
<b>III. Audit Committee</b>	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	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	No material related party transactions during the quarter and half year ended September 30, 2015





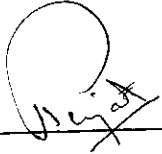
# THE PHOENIX MILLS LIMITED

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

(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	-
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed in the Annual Report for the FY 2014-15.
(D) Management	49 (VIII D)	Yes	Disclosed in the Annual Report for the FY 2014-15.
(E) Shareholders	49 (VIII E)	Yes	Disclosed in the Annual Report for the FY 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	-
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	-
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Disclosed in the Annual Report for the FY 2014-15.
<b>XI. Compliance</b>	49 (XI)	Yes	Disclosed in the Annual Report for the FY 2014-15.

Thanking you,

For The Phoenix Mills Limited



Company Secretary

Date: October 13, 2015

Place: Mumbai

