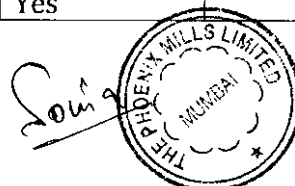


Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: The Phoenix Mills Limited
Quarter ending on: December 31, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Not Applicable	
(C) Board Disclosures	49 (IV C)	Yes	





THE PHOENIX MILLS LIMITED

Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Flr.,
R.R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601 www.thephoenixmills.com

(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	Yes	Necessary disclosures will be made in the Annual Report.
(F) Management	49 (IV F)	Yes	Necessary disclosures will be made in the Annual Report.
(G) Shareholders	49 (IV G)	Yes	Necessary disclosures will be made in the Annual Report.
V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Will be included in the Annual Report
VII. Compliance	49 (VII)	Yes	Will be included in the Annual Report

Thanking you.

For The Phoenix Mills Limited

Company Secretary

