

January 11, 2018

**The Corporate Relationship Department
BSE Limited**

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

Bandra-Kurla Complex, Mumbai.
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Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub: Corporate Governance Compliance Report for the quarter ended December 31, 2017

Dear Sir(s),

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2017.

You are requested to kindly take the same on record.

Thanking you,

Regards,

For The Phoenix Mills Limited



Company Secretary

Encl.: as above



REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity : The Phoenix Mills Limited
2. Quarter ending : December 31, 2017

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category* (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of appointment in the current term / cessation	Tenure**	No of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this listed Entity
AS PER ANNEXURE ATTACHED								

II. Composition of Committees

Sr. No.	Name of the Committee	Name of the Committee Members	Category (Chairperson / Executive / Non Executive / Independent / Nominee)
1	Audit Committee	Mr. Amit Kumar Dabriwala (Chairman) Mr. Atul Ruia (Member) Ms. Shweta Vyas (Member)	Independent Director Executive Director Independent Director
2	Nomination & Remuneration Committee	Ms. Shweta Vyas (Chairperson) Mr. Amit Kumar Dabriwala (Member) Mr. Sivaramakrishnan Iyer (Member)	Independent Director Independent Director Independent Director
3	Risk Management Committee	<i>Not applicable to the Company pursuant to Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as it did not fall in the category of top 100 listed companies by market capitalization as on the last financial year ended on 31st March, 2017.</i>	
4	Stakeholder Relationship Committee	Mr. Amit Dabriwala (Chairman) Mr. Ashokkumar Ruia (Member) Mr. Atul Ruia (Member)	Independent Director Executive Director Executive Director



III. Meeting of the Board of Directors

Date(s) of the meeting (if any in the previous quarter)	Date(s) of the meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
August 10, 2017	November 13, 2017	94 days

IV. Meeting of Committees

Date(s) of the meeting of the committee in the relevant quarter	Whether requirement of quorum met	Date of the meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee			
November 13, 2017	Yes	August 10, 2017	94 days

This information has to be mandatorily be given for audit committee, for rest of the Committees, giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes / No/ N.A.)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee



- d. Risk management committee (applicable to the top 100 listed entities)
Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. ~~Any comments/observations/advice of Board of Directors may be mentioned here:~~

For **The Phoenix Mills Limited**



Puja Tandon
Company Secretary



Date: January 11, 2018

Place: Mumbai

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category* (Chairperson / Executive / Non-Executive / Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure**	No of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this listed Entity
Mr.	Ashokkumar Ruia	PAN - AAJPR8275M DIN - 00086762	Chairperson - Executive (Chairman & Managing Director)	April 1, 2015	-	1	1	Nil
Mr.	Atul Ruia	PAN - ABHPR8582Q DIN - 00087396	Executive (Joint Managing Director)	April 1, 2015	-	1	2	Nil
Mr.	Shishir Shrivastava	PAN - ANPPS0441P DIN - 01266095	Executive (Joint Managing Director)	July 30, 2016	-	1	Nil	Nil
Mr.	Pradumna Kanodia	PAN - ABFPK0916R DIN - 01602690	Executive (Director - Finance)	April 28, 2016	-	1	Nil	Nil
Mr.	Amit Dalal	PAN - AABPD3938R DIN - 00297603	Independent Director	April 1, 2014	3 years 9 months	4	2	1
Mr.	Amit Kumar Dabriwala	PAN - ADIPD6449F DIN - 00164763	Independent Director	April 1, 2014	3 years 9 months	1	5	2
Mr.	Sivaramakrishnan Iyer	PAN - AAAP10877K DIN - 00503487	Independent Director	April 1, 2014	3 years 9 months	3	1	2
Ms.	Shweta Vyas	PAN - ADKPV3686N DIN - 06996110	Independent Director	October 14, 2014	3 year 2 months 17 days	1	1	Nil

* Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

** Only for independent director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

