

October 11, 2017

**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 September 30, 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 September 30, 2017 along with Annexure III.

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 : September 30, 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 Director-ships 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)	Independent Director
		Mr. Atul Ruia (Member)	Executive Director
		Ms. Shweta Vyas (Member)	Independent Director
2	Nomination & Remuneration Committee	Ms. Shweta Vyas (Chairperson)	Independent Director
		Mr. Amit Kumar Dabriwala (Member)	Independent Director
		Mr. Sivaramakrishnan Iyer (Member)	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)	Independent Director
		Mr. Ashokkumar Ruia (Member)	Executive Director
		Mr. Atul Ruia (Member)	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)
May 5, 2017	-	4 days
May 10, 2017	August 2, 2017	83 days
	August 10, 2017	7 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			
-	-	May 5, 2017	4 days
August 2, 2017	Yes	May 10, 2017	83 days
August 10, 2017	Yes	-	7 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.



2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. 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




ANNEXURE - A

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 6 months	4	2	1
Mr.	Amit Kumar Dabriwala	PAN - ADIPD6449F DIN - 00164763	Independent Director	April 1, 2014	3 years 6 months	1	6	2
Mr.	Sivaramakrishnan Iyer	PAN - AAAP10877K DIN - 00503487	Independent Director	April 1, 2014	3 years 6 months	3	1	2
Ms.	Shweta Vyas	PAN - ADKPV3686N DIN - 06996110	Independent Director	October 14, 2014	2 year 11 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.



I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>Note</p> <p>1. 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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For The Phoenix Mills Limited</p>  <p>Puja Tandon Company Secretary</p> <p>Date: October 11, 2017 Place: Mumbai</p> 