



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

October 19, 2015

To

**The Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001**

**The Listing Department,
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.**

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub: Compliance Certificate for Clause 47(c) of the Listing Agreement

Dear Sir(s),

Pursuant to Clause 47(c) of the Listing Agreement, please find enclosed herewith the Compliance Certificate dated October 19, 2015 issued by M/s Rathi & Associates, Company Secretaries for the half year ended on September 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

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

CERTIFICATE UNDER CLAUSE 47 OF THE LISTING AGREEMENT

FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2015

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **The Phoenix Mills Limited** maintained by **Link Intime India Pvt. Ltd.** (herein after referred to as "The Registrar & Share Transfer Agents") pertaining to transfer of Equity Shares of the Company for the period from **1st April, 2015** to **30th September, 2015** for the purpose of issuing a Certificate as per Clause 47(C) of the Listing Agreement entered into by, **Phoenix Mills Limited** with **BSE Limited** and **The National Stock Exchange of India Limited** and based on the information provided by the Company, we hereby certify that during half year ended on **30th September, 2015**, the Company has delivered Share Certificate(s) relating to the transfer of Shares received during the period from **1st April, 2015** to **30th September, 2015** as entered in the Memorandum of Transfers, within Fifteen days of the date of lodgment for transfer from respective date of lodgment of each deed excepting those rejected on technical grounds. The Company and/or Registrar and Share Transfer Agents have not received any requests for sub-division, consolidation, renewal, exchange of any shares held in physical form.

For RATHI & ASSOCIATES
COMPANY SECRETARIES



JAYESH SHAH

PARTNER

COP NO. 2535

FCS NO. 5637



Place: Mumbai

Date: 19th October, 2015