



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 28, 2015

To

**The Corporate Relationship Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037/39/41/61

**The Listing Department,
The National Stock Exchange of India Ltd**

Bandra-Kurla Complex, Mumbai.
Fax: 022-26598237/38

Ref: The Phoenix Mills Limited (503100 / PHOENIXLTD)

Sub: Reconciliation of Share Capital Audit Report

Dear Sir(s),

Pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 as amended vide Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010, please find enclosed herewith Reconciliation of Share Capital Audit Report for the quarter ended September 30, 2015.

This is for your information and record.

Thanking you,

Regards,

For The Phoenix Mills Limited

**Puja Tandon
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

To,
The Board of Directors
The Phoenix Mills Limited
462, Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

Sub: Reconciliation of Share Capital Audit Report

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by **The Phoenix Mills Limited** (hereinafter referred to as "the Company") and Registrar and Share Transfer Agent, **Link Intime India Private Limited.**, for issuing this certificate, in accordance with Circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India and pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 as amended vide Notification dated September 2, 2003 and Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010.

In our opinion and to the best of our knowledge and according to the information and explanations given to us and based on such verification as considered necessary by us, we hereby certify the Reconciliation of Share Capital Audit report in the prescribed format as under:

1	For Quarter Ended	30 th September, 2015
2.	ISIN	INE211B01039
3.	Face Value	Rs.2/-
4.	Name of the Company	The Phoenix Mills Limited
5.	Registered office Address	462, Senapati Bapat Marg, Lower Parel Mumbai – 400 013
6.	Correspondence Address	The Phoenix Mills Limited 462, Senapati Bapat Marg, Lower Parel Mumbai – 400 013



7.	Telephone & Fax No.	Tel.: (022) 3001 6600 Fax.: (022) 2493 8388
8.	Email Address	investorrelations@highstreetphoenix.com
9.	Name of the Stock Exchanges where the Company's securities are listed	BSE Limited The National Stock Exchange of India Limited

10.	Issued Capital	Number of Equity Shares
		152,988,852

		Number of Shares	% of Total Issued Capital
11.	Listed Capital (Exchange-wise)		
	BSE Limited	152,988,852	100
	The National Stock Exchange of India Limited	152,988,852	100

		Number of Shares	% of Total Issued Capital
12.	Held in dematerialized form in CDSL	96,791,656	63.27
13.	Held in dematerialized form in NSDL	55,615,210	36.35
14.	Physical	5,81,986	0.38

15.	Total No. of Shares (12+13+14)	152,988,852
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16.	Reasons for difference if any, between (10&11) (10&15), (11&15)	N.A.
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17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below :
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Particulars of changes in share capital	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal approval pending for Stock Exchanges (Specify Names)



Issue of Shares on private placement basis.	7,991,907	Applied	1. BSE Limited 2. The National Stock Exchange Limited	Yes	Yes	No
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18.	Register of Members is updated (Yes/No)	Yes
	If not, updated upto which date	Not Applicable

19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	Not Applicable
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20.	Has the Company resolved the matter mentioned in point No. 19 above in the current quarter? If not, reason why?	Not Applicable
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21.	The total number of requests, if any, confirmed/rejected after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay
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Total No. of demat requests	No. of requests	No. of Shares	Reasons for delay
Confirmed/rejected after 21 days	-	-	-
Pending for more than 21 days	-	-	-

While there has been no delay in processing the demat request, there was a delay of 145 days in the RTA's processing of a request for rematerialisation of 250 Shares. In this regard, the RTA has clarified that although the process of issue and dispatch of physical share certificate to the concerned shareholder was completed by the RTA within the stipulated time period, the said delay of 145 days occurred in connection with the confirmatory intimation to the depository post the dispatch of the physical share certificate to the shareholders i.e. release of rematerialisation request from their end.

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms. Puja Tandon Tel. No. 022 – 3001 6600 Fax. No. 022 – 2493 8388
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23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	Mr. Himanshu Kamdar Rathi & Associates Company Secretaries A-303, Prathamesh, 3 rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
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		<p>Tel.: (022) 4076 4444 Fax.: (022) 4076 4466</p> <p>FCS No. 5171 COP No. 3030</p>
24.	Appointment of Common agency for share registry work.	<p>Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078</p> <p>Tel.: (022) 2596 3838 Fax : (022) 2594 6969</p>
25.	Any other Detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchanges, company changed its name etc.)	Not Applicable

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030

Place: Mumbai

Date: 28th October, 2015