



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

**April 15, 2014**

**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.**

**SCRIP CODE: 503100**

**NSE SYMBOL: PHOENIXLTD**

**ISIN CODE: INE211B01039**

Dear Sir(s),

**Ref.: Corporate Governance Compliance Report for the quarter ended March 31, 2014**

Pursuant to Clause 49 of the Listing agreement, please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended March 31, 2014.

You are requested to kindly take the same on record.

Thanking you,

Regards,

*For The Phoenix Mills Limited*

  
Company Secretary

Encl.: as above



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

**Name of the Company: The Phoenix Mills Limited**  
**Quarter ending on: March 31, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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

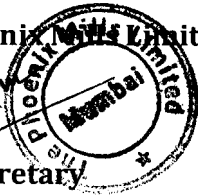
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(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	Yes	Necessary disclosures will be made in the Annual Report.
(F) Management	49 (IV F)	Yes	Necessary disclosures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

Thanking you.

For The Phoenix Mills Limited

  
Company Secretary





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Encl.: as above



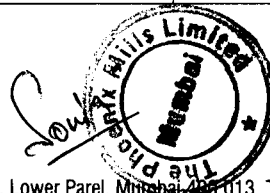
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## Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: The Phoenix Mills Limited  
Quarter ending on: March 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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	



(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.
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be included in the Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	Will be included in the Annual Report

Thanking you.

For The Phoenix Mills Limited

  
Company Secretary