

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



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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
I Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	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	



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

Thanking you.

For The Phoenix Nills Line

Company Secretary



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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

IBoard of Directors 49 49 118 Yes	Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
(B) Non-executive Directors' Compensation & Disclosures (C) Other Provisions as to Board and Committees D) Code of Conduct (49 (ID) Yes II. Audit Committee (A) Qualified & Independent Audit Committee (B) Meeting of Audit Committee (C) Powers of Audit Committee 49 (IIC) (D) Role of Audit Committee (E) Review of Information by Audit Committee (E) Review of Information by Audit Committee (E) Review of Information by Audit Committee (III. Subsidiary Companies IV. Disclosures (B) Disclosure of Augit A9 (IV B) Not Accounting Treatment 49 (IV) Not Applicable	I Board of Directors	49 I		
Directors' Compensation & Disclosures (C) Other Provisions as to Board and Committees D) Code of Conduct II. Audit Committee (49 (ID) Yes III. Audit Committee (49 (II) Yes III. Audit Committee (A) Qualified & 49 (IIA) Yes Independent Audit Committee (B) Meeting of Audit Audit Committee (C) Powers of Audit Committee (C) Powers of Audit Audit Committee 49 (IIC) (D) Role of Audit Audit Audit Committee (E) Review of Information by Audit Committee III. Subsidiary Companies IV. Disclosures (A) Basis of Related Party Transactions (B) Disclosure of Augit Augit Applicable	(A) Composition of Board	49(IA)	Yes	
D) Code of Conduct II. Audit Committee (A) Qualified & 49 (IIA) Independent Audit Committee (B) Meeting of Audit Committee (C) Powers of Audit Committee (C) Powers of Audit A9 (IIC) (D) Role of Audit Committee (E) Review of Information by Audit Committee III. Subsidiary Companies IV. Disclosures (B) Disclosure of A9 (IV B) Accounting Treatment (A9 (IID) Yes Yes (A9 (III) Yes	Directors' Compensation	49 (IB)	Yes	
II. Audit Committee (A)Qualified & 49 (IIA) Yes Independent Audit Committee (B)Meeting of Audit 49 (IIB) Yes Committee (C)Powers of Audit 49 (IIC) Yes Committee 49 (IIC) (D)Role of Audit 49 II(D) Yes Committee (E)Review of Information by Audit Committee III. Subsidiary 49 (III) Yes Companies IV. Disclosures (B) Disclosure of Audit Audit Applicable	1 * 7	49 (IC)	Yes	
(A)Qualified & 49 (IIA) Yes Independent Audit Committee (B)Meeting of Audit 49 (IIB) Yes Committee (C)Powers of Audit 49 (IIC) Yes Committee 49 (IIC) (D)Role of Audit 49 II(D) Yes Committee (E)Review of Information by Audit Committee III. Subsidiary Companies IV. Disclosures (B) Basis of Related Party Transactions (B) Disclosure of Audit Audit Audit Audit Audit Applicable Yes Ves Yes Yes Yes Yes Yes Ye	D) Code of Conduct	(49 (ID)	Yes	
Independent Committee (B)Meeting of Audit Committee (C)Powers of Audit Committee 49 (IIC) (D)Role of Audit Committee (E)Review of Information by Audit Committee III. Subsidiary Companies IV. Disclosures (B) Disclosure of Ago (IV B) Accounting Treatment Audit 49 (IIB) Yes Yes Yes Ves Ves Ves Ves Ves	II. Audit Committee	49 (II)		
Committee (C) Powers of Audit 49 (IIC) Committee 49 (IIC) (D) Role of Audit 49 II(D) Committee (E) Review of Information by Audit Committee III. Subsidiary Companies IV. Disclosures (A) Basis of Related Party Transactions (B) Disclosure of 49 (IV B) Accounting Treatment Yes Yes Yes Yes Yes Yes Not Applicable	Independent Audit	49 (IIA)	Yes	
Committee 49 (IIC) (D)Role of Audit 49 II(D) Yes Committee (E)Review of Information by Audit Committee III. Subsidiary Companies IV. Disclosures (A) Basis of Related Party Transactions (B) Disclosure of Accounting Treatment Ves Yes Yes Yes Yes Yes Ves Ves		49 (IIB)	Yes	
Committee (E)Review of Information by Audit Committee III. Subsidiary 49 (III) Yes Companies IV. Disclosures 49 (IV) (A) Basis of Related Party Transactions (B) Disclosure of Accounting Treatment Ves Yes Yes Yes Yes Not Applicable		49 (IIC)	Yes	
by Audit Committee III. Subsidiary 49 (III) Yes Companies IV. Disclosures 49 (IV) (A) Basis of Related Party Transactions (B) Disclosure of Accounting Treatment Applicable	Committee	49 II(D)	Yes	
Companies IV. Disclosures (A) Basis of Related Party Transactions (B) Disclosure of Accounting Treatment 49 (IV A) Yes Not Applicable		49 (IIE)	Yes	
IV. Disclosures (A) Basis of Related Party Transactions (B) Disclosure of Accounting Treatment 49 (IV A) Yes Not Applicable	,	49 (III)	Yes	
(A) Basis of Related Party		49 (IV)		
Accounting Treatment Applicable		49 (IV A)	Yes	
Accounting Treatment Applicable	(B) Disclosure of	49 (IV B)	Not	
(C) Board Disclosures 49 (IV C) Yes	1 ' -		Applicable	
	(C) Board Disclosures	49 (IV C)	Yes	

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

Thanking you.

For The Phoenix

Company Secretary