



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  
CIN: L17100MH1905PLC000200

**April 15, 2014**

**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.**

**Scrip Code: 503100  
NSE Symbol: PHOENIXLTD  
ISIN Code: INE211B01039**

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

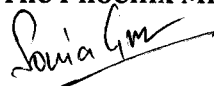
Dear Sir(s),

Pursuant to Clause 47C of the Listing Agreement, please find enclosed herewith the Compliance Certificate dated April 15, 2014 issued by M/s Rathi & Associates, Company Secretaries for the half year ended on 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

# *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

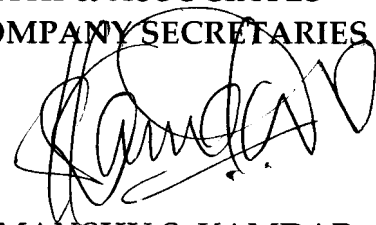
### **CERTIFICATE UNDER CLAUSE 47 OF THE LISTING AGREEMENT**

#### **FOR THE HALF YEAR ENDED 31<sup>TH</sup> MARCH, 2014**

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **The Phoenix Mills Limited** (herein after referred to as "The Company") maintained by **Link Intime India Private Limited** (herein after referred to as "The Registrar & Share Transfer Agents") pertaining to transfer of Equity Shares of the Company for the period from **1<sup>st</sup> October, 2013 to 31<sup>st</sup> March, 2014** for the purpose of issuing a Certificate as per Clause 47(c) of the Listing Agreement entered into by, **The 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 **31<sup>st</sup> March, 2014**, the Company has delivered:

- Share Certificates relating to the Share Transfer Deeds, received during the period from 1st October, 2013 to 31st March, 2014 as entered in the Memorandum of Transfers, have been issued within Fifteen days 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 or endorsement of calls/allotment monies.
- The Company and/or Registrar and Share Transfer Agents have not received any requests for Exchange of duplicate certificates and split certificates.

For **RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR**  
**PARTNER**  
**FCS No. 5171**  
**COP No. 3030**

**Date: 15<sup>th</sup> April, 2014**  
**Place: Mumbai**