



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

July 14, 2014

**The Corporate Relationship Department
BSE 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 30th June, 2014


Pursuant to Clause 49 of the Listing agreement, please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2014.

You are requested to kindly take the same on record.

Thanking you,

Regards,

For The Phoenix Mills Limited


Director
DIN: 00086762



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: JUNE 30, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	As Mr. Gautam Nayak has resigned on 28 th May, 2014, the present composition of the Board consists of 9 Directors with a Promoter/Executive Chairman and 4 Independent Directors. As per Clause 49 (I)(C) of the Listing Agreement, the Company shall appoint the new Independent Director within a period of 180 days from the aforesaid date.
(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)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	



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(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)	Yes	
(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.
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Will be included in the Annual Report.
VII. Compliance	49 (VII)	Yes	Will be included in the Annual Report.

Thanking you,

For The Phoenix Mills Limited

Director

DIN: 00086762

