



**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 29, 2014**

**To**

**The Corporate Relationship Department  
Bombay Stock Exchange 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

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

**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 June 30, 2014.

This is for your information and 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

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 its Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., 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 also pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 as amended vide notification dated September 02, 2003 and Circular No. CIR/MRD/DP/30/2010 dated September 06, 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 <sup>th</sup> June , 2014
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	462, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
7.	Telephone & Fax No.	Tel.: 022 - 30016600 Fax.: 022 - 30016601



8.	Email Address	<a href="mailto:investorrelations@highstreetphoenix.com">investorrelations@highstreetphoenix.com</a>
9.	Name of the Stock Exchanges where the Company's securities are listed	BSE Limited The National Stock Exchange of India Limited

		<b>Number of Shares</b>
10.	Issued Capital	<b>14,48,45,445</b>

		Number of Shares	% of Total Issued Capital
11.	Listed Capital (Exchange-wise)		
	BSE Limited	14,48,45,445	100
	National Stock Exchange India Limited	14,48,45,445	100

		Number of Shares	% of Total Issued Capital
12.	Held in dematerialised form in CDSL	9,64,48,082	66.59
13.	Held in dematerialized form in NSDL	4,58,75,952	31.67
14.	Physical	25,21,411	1.74

15.	Total No. of Shares (12+13+14)	14,48,45,445
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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:					
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)
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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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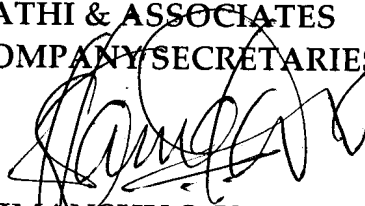


21. The total number of requests, if any, confirmed/rejected after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay

Total No. of demat requests	No. of requests	No. of Shares	Reasons for delay
Confirmed/rejected after 21 days	N.A.	N.A.	N.A.
Pending for more than 21 days	N.A.	N.A.	N.A.

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms Puja Tandon Tel No.: 022 - 30016600 Fax No.: 022 - 30016601
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	Mr. Himanshu S. Kamdar Rathi & Associates Company Secretaries A-303, Prathamesh, 3 <sup>rd</sup> Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.  Tel.: (022) 40764444 Fax.: (022) 40764466  FCS No. 5171 COP. No. 3030
24.	Appointment of Common agency for share registry work	Link Intime India Private Limited. C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078  Tel.: 022 - 2596 3838 Fax: 022 - 2594 6969
25.	Any other Detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchanges, company changed its name etc.	N.A.

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



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

Date: 28<sup>th</sup> July, 2014  
Place: Mumbai