



**THE PHOENIX  
MILLS LIMITED**

**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

**October 14, 2014**

**The Corporate Relationship Department  
Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001  
Fax: 22722037 / 39 / 41 / 61

**The Corporate Relationship Department  
The National Stock Exchange of India Ltd**  
Bandra-Kurla Complex, Mumbai.  
Fax: 26598237 / 38, 26598347 / 48

**Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)**

**Sub: Corporate Governance Compliance Report for the quarter ended 30<sup>th</sup>  
September, 2014**

Dear Sir(s),

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 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: September 30, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	The Board has appointed Ms. Shweta Vyas as an Independent Director w.e.f October 14, 2014 in place of Mr. Gautam Nayak who resigned on 28 <sup>th</sup> May, 2014.  As on date of this report, the composition of the Board consists of 5 Promoter/Executive Directors and 5 Independent Directors.
(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)	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)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Not Applicable	





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(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

  
Company Secretary

