

BOARD'S REPORT

To
The Members,
The Phoenix Mills Limited

Your Directors are pleased to present the 112th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2017.

Financial Results (Standalone)

(₹ in Million)

Particulars	Year ended	
	March 31, 2017	March 31, 2016
Sales and other Income	4,309.79	4,542.91
Profit before Interest, Depreciation, Exceptional Items and Tax	3,088.73	3,376.46
Less: Interest & Finance Charges	812.72	688.63
Less: Depreciation	300.66	293.15
Profit Before Tax and Exceptional Items	1,975.35	2,394.68
Profit Before Tax and After Exceptional Items	1,625.35	2,114.68
Less: Provision for Taxation:		
Current Tax	338.16	639.00
Deferred Tax	(48.28)	(20.31)
Net Profit after Tax	1,335.47	1,495.99

Operations

The Phoenix Mills Ltd. today is one of the largest retail led real estate Company in India. We have 9 retail assets with a leasable area of over 6.0 million square feet in Mumbai, Bangalore, Chennai, Pune, Lucknow & Bareilly. Construction of our luxury mall Palladium at Chennai is complete and we are awaiting Occupation Certificate for it.

With a portfolio comprising of over 17.5 million square feet of Retail, Residential, Commercial and Hospitality assets spread over 100+ acres of land, our company is best positioned in the industry to serve the people of India, the fastest growing economy in the world. Our mixed-used model of development gives us a 5-6 years head start in building top quality assets in the key gateway cities of India.

The Phoenix Mills Ltd. is a proxy to the great Indian Consumption story. Our consumption has grown at a CAGR of 25% between FY13 and FY17 while Rental Income has shown a CAGR of 19%. During FY17, we clocked total retail consumption of ₹ 58 bn across our retail properties with a total rental income of ₹ 7.7 bn

During the year, The Phoenix Mills Ltd has signed Share Purchase Agreements with its private equity partners in different projects to increase its stakes. In the coming year, our shareholding in Phoenix Marketcity Mumbai and Pune along with Fountainhead project in Pune will go up in addition to increased stakes in The St.Regis and Courtyard by Marriott, Agra this year.

We have an on-going residential portfolio of 4.13 million square feet of which we have launched 2.84 million square feet and

sold 1.78 million square feet in the Cities of Bangalore, Chennai and Pune. In addition to this, we have a 1.42 million square feet of completed commercial projects of which we have sold 0.45 million square feet. Our premium office space Art Guild House (0.76 million square feet) became operational in this year. We have witnessed good traction in leasing of this property.

The St. Regis, Mumbai completed one full year of operations this year. Total Income for the year was ₹ 2,520 mn, a 16% increase over last year. With a total of 395 rooms, the hotel clocked an average occupancy of 72% with an ARR of ₹ 10,594, showing strong growth in Room, F&B and Banquet revenues. Courtyard by Marriott continues to perform well and did revenues of ₹ 323 mn with 57% occupancy and ARR of ₹ 4,336.

During FY2017, our focus was to consolidate the position of our malls, improve the profitability of our Hotels business and timely delivery of our residential projects. We are pleased to share that soon after the end of the year under review, The Phoenix Mills Limited has entered into a strategic platform with Canada Pension Plan Investment Board (CPPIB) for retail real estate projects in India. In the coming years, our Company will look to expand its footprint across India and grow its portfolio by the way of Greenfield/ Brownfield retail led mixed-use Developments through this platform.

Management Discussion & Analysis (MDA), which forms a part of this report, deals comprehensively with our current operations and projects in the pipeline. It also deals with the current & future outlook of the Company.

There was no change in the nature of business of the Company.

Share Capital

During the year under review, the Company issued and allotted 78,055 Equity Shares of ₹ 2/- each pursuant to exercise of stock options. Consequently, the paid up equity share capital as on March 31, 2017 stood at ₹ 306,133,814 divided into 153,066,907 equity shares of ₹ 2 each.

During the year, the Company has not issued shares with differential voting rights nor sweat equity shares and hence no information as per the provisions of Section 43(a)(ii) and Section 54(1)(d) of the Companies Act, 2013 read with the relevant Rules is furnished.

Further, during the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

Dividend

Subject to the approval of the Company's shareholders in the ensuing Annual General Meeting ('AGM'), the Board at its meeting held on May 10, 2017 has recommended a final dividend of ₹ 2.40/- per share for the Financial Year ended March 31, 2017, (@120%) for each fully paid up Equity Share of ₹ 2/-. The said dividend, if declared at the ensuing AGM, shall not be taxable in the hands of the shareholders.

The Register of Members and Share Transfer Books will remain closed from Wednesday, September 20, 2017 till Monday, September 25, 2017 (both days inclusive) for the purpose of payment of final dividend and the Annual General Meeting scheduled to be held on Monday, September 25, 2017.

Transfer to Reserves

The Board has not recommended any transfer to the General Reserves out of the amount available for appropriation and an amount of ₹ 1252.62 million is proposed to be carried forward to the Statement of Profit and Loss.

Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015'] is presented in a separate section forming part of the Annual Report.

Particulars of Contracts or Arrangement with Related Parties

All related party transactions that were entered into during the Financial Year 2016-17 were on an arm's length basis and in the ordinary course of business and were in compliance with the

applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). There are no materially significant related party transactions made by the Company under Section 188 of the Act and the Listing Regulations, with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Consequent upon which details as prescribed in Form AOC-2 are not required to be disclosed.

The details of transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the Financial Year under review, is given under Note 32 of the Notes to Accounts, which forms part of the Annual Report.

Material changes and commitments affecting financial position between the end of the Financial Year and date of the Report

Except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the Financial Year of the Company and date of this Report.

Performance of Subsidiary Companies, Associates and Joint Venture Companies

As on March 31, 2017, the Company has 17 direct subsidiaries, 7 indirect subsidiaries and 4 associates. During the year under review, Alyssum Developers Private Limited was incorporated on March 17, 2017 as a step-down subsidiary of the Company. Further, Classic Mall Development Company Private Limited ceased to be a subsidiary of the Company w.e.f March 31, 2017 and was classified as an associate from the same date. Further, Escort Developers Private Limited ceased to be an associate of the Company w.e.f March 31, 2017. During the year under review, your Company did not have any Joint Venture Company.

During the year, the Company's Board reviewed the affairs of its subsidiaries on a quarterly basis. The consolidated financial statements of the Company are prepared in accordance with Section 129(3) of the Companies Act, 2013 and include the financial statements of all its subsidiaries and forms part of the Annual Report. Further, a statement containing salient features of the financial statements of our subsidiaries and associates in the prescribed Form AOC-1 is given on page no. 267 of the Annual Report. The statement also provides the details of performance and financial position of each of the subsidiaries and associates.

In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements including the Consolidated Financial Statements and related information of the Company and audited accounts of each of its Subsidiaries are available on the website of the Company. These documents will also be available for inspection during the business hours at our registered office.

Corporate Governance

The Company is committed to uphold the highest standards of Corporate Governance and adheres to the requirements set out

BOARD'S REPORT CONTINUED

by the Securities and Exchange Board of India. A detailed Report on Corporate Governance forms part of the Annual Report. Certificate from M/s. Rathi & Associates, Practicing Company Secretaries, confirming compliance of conditions of Corporate Governance, as stipulated under Regulation 34(3) read with Para E of Schedule V of the SEBI (LODR) Regulations, 2015 is appended as Annexure I to this Report.

Particulars of Employees and Remuneration

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure IIA to this Report.

A Statement containing the name of the top ten employees in terms of remuneration drawn and of employees employed throughout the Financial Year and who were in receipt of remuneration of ₹ 1.02 Crores or more in a year in the aggregate and of employees employed for part of the Financial Year and who were in receipt of remuneration of ₹ 8.5 Lakhs or more per month and of employees employed throughout the Financial Year or part thereof, who were in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of the remuneration drawn by the Managing Director and /or Whole – time Director or Manager and holds by himself or along with his spouse and dependent children, not less than 2% of the Equity Shares of the Company as per Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure IIB to this Report.

Payment of managerial remuneration/commission to Directors from Holding or Subsidiary Companies

The Company does not have a Holding Company. The managerial personnel i.e. Managing Director and Whole-time Directors of the Company are not in receipt of any managerial remuneration/commission from any subsidiary of the Company.

Board of Directors

There was no change in the Board of Directors and Key Managerial Personnel of the Company during the year under review and none of the Directors of the Company have resigned from the post of Director of the Company.

Mr. Amit Kumar Dabriwala, Mr. Amit Dalal, Mr. Sivaramakrishnan Iyer and Ms. Shweta Vyas, Directors of the Company, qualify to be Independent Directors within the meaning of Section 149 of the Companies Act, 2013 ('Act'). The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 that they continue to meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Atul Ruia, Joint Managing Director, is retiring by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. A brief profile of Mr. Atul Ruia who is proposed to be re-appointed in terms of Regulation 36(3) of

the SEBI (LODR) Regulations, 2015 is given in the AGM Notice contained in the Annual Report. The Board recommends the aforesaid re-appointment for your approval in the ensuing AGM.

Board Meetings

The Board of Directors met 4 (Four) times during the Financial Year ended March 31, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, the details of which are given in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between two consecutive Board meetings was within the period prescribed by the Companies Act, 2013 and Rules made thereunder.

Familiarization Program for Independent Directors

All new Directors inducted into the Board are given a detailed orientation and induction. Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment setting out the role and responsibilities. The format of the letter of appointment is available on our website.

During the year under review, no new Independent Director was inducted on the Board of the Company.

Annual Evaluation of Directors, Committees and Board

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 and pursuant to Regulation 17(10) of the SEBI (LODR) Regulations, 2015, the Board has adopted an Annual Performance Evaluation Policy. In terms of the Policy and as per the statutory provisions, the Independent Directors had a separate meeting on February 14, 2017 without the presence of the Management in which they discussed and evaluated the performance of the Chairman, Non-Independent Directors and the Board as a whole, through evaluation feedback forms. The Nomination and Remuneration Committee at its meeting held on February 14, 2017 also evaluated the performance of the individual Directors and the Board as a whole. On the basis of the feedback and report of the Independent Directors and the Nomination and Remuneration Committee, the Board at its meeting held on May 10, 2017 has also evaluated the performance of individual Directors, Board Committees and the Board and has noted its satisfaction on the outcome.

Nomination and Remuneration Committee

In accordance with the requirements of Section 178 of the Companies Act, 2013 and the rules made thereunder (including any statutory enactments thereof), the Board has constituted the Nomination and Remuneration Committee of the Board which comprises of Ms. Shweta Vyas as the Chairperson and Mr. Amit Kumar Dabriwala and Mr. Sivaramakrishnan Iyer as members of the Committee.

The Board has also formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of directors and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The aforementioned detailed Policy duly approved and adopted by the Board is appended as Annexure III to this Report. The current Policy focuses on having an appropriate mix of Executive and Independent Directors to maintain the independence of

BOARD'S REPORT CONTINUED

the Board. There has been no change in the Policy since the last Financial Year. The Board affirms that the remuneration paid to the Directors is as per the terms laid out in the Policy and as reviewed and recommended by the Nomination and Remuneration Committee.

Audit Committee

The Audit Committee of the Board of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory enactments thereof) and comprises of Mr. Amit Kumar Dabriwala as the Chairman of the Committee and Mr. Atul Ruia and Ms. Shweta Vyas as members of the Committee. The composition of the Audit Committee is in conformity with the provisions of the said section. The composition, scope and terms of reference of the Audit Committee as amended in accordance with the Act and the SEBI (LODR) Regulations 2015 is detailed in the Corporate Governance Report.

During the year under review, the Board of Directors of the Company have accepted all the recommendations of the Committee.

Whistle Blower Policy/Vigil Mechanism for the Directors and Employees

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Board of Directors of the Company have, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed the Whistle Blower Policy/Vigil Mechanism for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee during the Financial Year ended March 31, 2017.

Visit <http://www.thephoenixmills.com/PMLWhistleblowerPolicy.pdf> for more details related to Whistle Blower Policy/Vigil Mechanism.

The Phoenix Mills Code of Conduct for Regulating & Reporting Trading by Insiders, 2015

The Board of Directors at their meeting held on May 28, 2015 have approved and adopted 'The Phoenix Mills Code of Conduct for Regulating & Reporting Trading by Insiders, 2015' ('the Insider Trading Policy') in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy lays down guidelines and procedures to be followed, disclosures to be made while dealing in the securities of the Company. The Policy also states the consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of dealings by the employees and to maintain highest ethical standards.

The Insider Trading Policy along with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company.

Listing Agreement

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were notified by the Securities and Exchange Board of India on September 2, 2015 which came in effect from December 1, 2015. As per the new regulations, all listed companies were required to enter into a fresh Listing Agreement within a period of 6 months from the effective date. The Company entered into a Listing Agreement with BSE Limited and National Stock Exchange of India Limited on December 21, 2015.

Risk Management Policy

The Board of Directors of the Company has framed a Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and defined a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in periodic management reviews.

Corporate Social Responsibility Policy

As per the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a Corporate Social Responsibility ('CSR') Committee which comprises of Mr. Ashokkumar Ruia as the Chairman of the Committee and Mr. Atul Ruia and Ms. Shweta Vyas as members of the Committee. The Board of Directors of the Company has also adopted and approved a CSR Policy based on the recommendation of the CSR Committee. The Company has initiated activities in accordance with the said Policy, the details of which have been provided in the CSR Report appended as Annexure IV to this Report. The Report also contains the composition of the CSR Committee as per Section 135(2) of the Companies Act, 2013.

The CSR Policy of the Company is available on the Company's website and can be accessed at the link <http://www.thephoenixmills.com/CSRPolicy.pdf>

Revision of Financial Statement

There was no requirement of revising the financial statements of the Company for the Financial Year under review.

Disclosure of Orders Passed by Regulators or Courts or Tribunal

No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

Particulars of Loans, Guarantees, Investments and Securities

Particulars of loans, guarantees, investments and securities provided during the Financial Year under review along with the purposes for which such loans, guarantees and securities are proposed to be utilized by the recipients thereof under Section 186 of the Companies Act, 2013, has been given under Note 44 of the Notes to Accounts.

BOARD'S REPORT CONTINUED

Employee Stock Option Scheme ('ESOP')

The details of Equity Shares issued under Employees Stock Option Scheme during the Financial Year under review as required under SEBI (Share Based Employee Benefits) Regulations, 2014 and as per the provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Regulations, is annexed as Annexure V to this report.

Details as required under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 is available on the website of the Company at <http://www.thephoenixmills.com/DisclosureunderRegulation14ofESOPRegulations2015forfinancialye.pdf>

Internal Control Systems

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal Control Systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

Further, the Internal Financial Controls with reference to the Financial Statements as designed and implemented by the Company are adequate. Proper policies and procedures are in place to ensure orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2017, the Board of Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for that period;
- c. proper and sufficient care was taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Secretarial Audit

In terms of the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, and the rules made thereunder (including any statutory enactments thereof), the Board had appointed M/s. Rathi and Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year 2016-17. Secretarial Audit Report issued by M/s Rathi and Associates in Form MR-3 for the Financial Year 2016-17 is appended as Annexure VI to this Report.

The said report does not contain any observation or qualification or adverse remark requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Board has re-appointed M/s. Rathi and Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the Financial Year 2017-18.

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. A. M. Ghelani and Company, Chartered Accountants (Firm Regn. No. 103173W) and M/s. Chaturvedi and Shah, Chartered Accountants (Firm Regn. No. 101720W), Joint Statutory Auditors of the Company hold office upto the conclusion of the ensuing Annual General Meeting. The term of office of both the aforesaid Statutory Auditors has concluded.

The Board recommends the appointment of M/s. DTS & Associates, Chartered Accountants (Firm Regn. No. 142412W), as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Company's 117th Annual General Meeting.

M/s D.T.S & Associates, Chartered Accountants, is a firm of talented professionals providing audit, assurance, taxation & advisory services. Mr. T. P. Ostwal is the founding partner of the firm who has been in practice since 1978 and in addition to audit and assurance, has extensive experience in advising national and multinational clients in direct tax, cross-border taxation, transfer pricing, business acquisitions, mergers etc. It has a team of partners assisted by skilled and dedicated professionals.

The said Statutory Auditors have confirmed their respective eligibility as per the provisions of the Companies Act, 2013 and their willingness to act as Statutory Auditors of the Company.

BOARD'S REPORT CONTINUED

Auditors' Report

The matters of emphasis referred by the Auditors in their Report read with the relevant notes given in the Notes to Accounts for the year ended March 31, 2017, are detailed and self-explanatory and do not require any further explanation.

Fraud Reporting

During the year under review, there were no instances of material or serious fraud falling under Rule 13(1) of the Companies (Audit and Auditors) Rules, 2014, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit.

Extract of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the Financial Year ended March 31, 2017 made under the provisions of Section 92(3) of the Act in the prescribed Form MGT-9 is appended as Annexure VII to this Report.

Conservation of Energy and Technology Absorption

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) (A & B) of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

Code of Conduct

The Board of Directors have approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/behaviours of any form. The Code has been posted on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with stakeholders. All the Board members and the Senior Management personnel have confirmed compliance with the Code.

Foreign Exchange Outgo and Earnings

Total Foreign Exchange used and earned for the financial year 2016-17:

- (a) Total Foreign Exchange Earnings - ₹ 4.36 lakhs
- (b) Total Foreign Exchange Outgo - ₹ 297.48 lakhs

Sexual Harassment Policy

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also established an Internal Complaints Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder. During the year under review, no complaints in relation to such harassment at workplace have been reported.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion & Analysis as explained in the Corporate Governance Report, describing the Company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of the applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statements depending on the circumstances.

Acknowledgement

The Board of Directors place on record their appreciation of the assistance, guidance and support extended by all the Regulatory Authorities including SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, Reserve Bank of India, the Depositories, Bankers and Financial Institutions, the Government at the Centre and States, as well as their respective Departments and Development Authorities in India and abroad connected with the business of the Company for their co-operation and continued support. The Company expresses its gratitude to the Customers for their trust and confidence in the Company.

In addition, your Directors also place on record their sincere appreciation of the commitment and hard work put in by the Registrar & Share Transfer Agents, all the suppliers, sub-contractors, consultants, clients and employees of the Company.

On behalf of the Board of Directors
For The Phoenix Mills Limited

Place: Mumbai
Date: August 2, 2017

Regd. Office Address:
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013,
CIN: L17100MH1905PLC000200
Tel.: (022) 2496 4307/8/9
Fax.: (022) 2493 8388
Email: corpaffairs@highstreetphoenix.com
Website: www.thephoenixmills.com

Ashokkumar Ruia
Chairman & Managing Director
DIN: 00086762

ANNEXURE I

Certificate on Corporate Governance

To

The Members of
The Phoenix Mills Limited
462 Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013

We have examined the compliance of conditions of Corporate Governance by **The Phoenix Mills Limited** ('the Company') for the Financial Year ended March 31, 2017 as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Rathi & Associates,**
Company Secretaries

Himanshu S. Kamdar
Partner
FCS No.: 5171
COP No.: 3030

Place: Mumbai
Date: August 2, 2017

ANNEXURE II

Statement of particulars under Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2017

A. Information as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

- i. Percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the Financial Year 2016-17 and ratio of remuneration of each Executive Director to the median remuneration of the employees of the Company for the Financial Year 2016-17.

Sl. No.	Name of Executive Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in remuneration in FY 2016-17
1.	Mr. Ashokkumar Ruia	Chairman & Managing Director	14.17:1	Nil
2.	Mr. Atul Ruia	Joint Managing Director	14.17:1	Nil
3.	Mr. Pradumna Kanodia	Director Finance	NA	NA
4.	Mr. Shishir Shrivastava	Joint Managing Director	NA	NA
5.	Ms. Puja Tandon	Company Secretary	NA	15%

Notes:

- The ratio of remuneration to median remuneration is based on remuneration paid during the period April 1, 2016 to March 31, 2017.
 - Mr. Shishir Shrivastava and Mr. Pradumna Kanodia do not draw any remuneration from the Company as per the terms of their appointment approved by the shareholders.
 - The Independent Non-Executive Directors of the Company are entitled for sitting fee and commission as per the statutory provisions and within the limits approved by the shareholders. The details of remuneration of Independent Non-Executive Directors are provided in the Corporate Governance Report and are governed by the Nomination and Remuneration policy adopted by the Board. The ratio of remuneration and percentage increase for Independent Non-Executive Directors Remuneration is therefore not considered for the purpose above.
 - Percentage increase in remuneration indicates annual compensation increases, as approved by the Nomination and Remuneration Committee of the Company during the Financial Year 2016-17.
 - Remuneration of Employees and KMPs does not include perquisite value of stock options exercised during FY 2016-17.
 - The Company has designated Mr. Atul Ruia, Joint Managing Director, Mr. Pradumna Kanodia, Director – Finance and Ms. Puja Tandon, Company Secretary as the key managerial personal of the Company in compliance with section 203 of Companies Act, 2013.
- ii. **The percentage increase in the median remuneration of employees for the Financial Year 2016-17:** There has been an increase of 15.5% in median remuneration of employees in FY 2016-17 as compared to FY 2015-16.
- iii. **The number of permanent employees on the rolls of the Company:** There were 100 permanent employees on the rolls of the Company as on March 31, 2017.
- iv. **Average percentage increase already made in the salaries of employees other than the managerial personnel in FY 2016-17 and its comparison with the percentage increase in the managerial remuneration and justification thereof:** Average percentile increase in the salaries of employees other than the managerial personnel during the Financial Year 2016-17 was 13.42%. The average increase every year is an outcome of Company's market competitiveness as against its peer group companies. There has been no change in the managerial remuneration of Mr. Ashokkumar Ruia and Mr. Atul Ruia since the last Directors' Report.
- v. **Affirmation that the remuneration is as per the remuneration policy of the Company:** It is hereby affirmed that the remuneration paid during the year to the Directors is as per the Remuneration Policy of the Company.

B. Statement pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

I. Details of Top 10 employees in terms of remuneration drawn for the financial year ended March 31, 2017

Sl. No.	Name of employee	Designation	Remuneration received (₹)	Qualifications	Experience (in no. of years)	Date of commencement of employment	Age (in no. of years)	Previous employment and designation
1	Mr. Manish Ashok Singh	Group Head - Leasing	10,375,604	BA, 1998	16	Sept 5, 2011	40	Pioneer Property Zone Services Pvt. Ltd. as AGM - Retail Leasing Services
2	Mr. Rajendra Kalkar	President (West)	10,278,733	B.E. Electrical, 1988	21	Jan 11, 2010	50	DLF Services Ltd. as Sr. GM - Operations
3	Mr. Ashokkumar Ruia	Chairman and Managing Director	10,000,000	Graduate	54	Nov 8, 1963	73	NA
4	Mr. Atul Ruia	Joint Managing Director	10,000,000	Bachelors in Business Management	21	Nov 19, 1996	46	NA
5	Ms. Sabira Amjad Kadri	AVP - Legal	5,318,040	B.Sc, 1986, LLB, 1989, LLM, 1991	23	Apr 2, 2012	51	Mahindra & Mahindra Ltd. as DGM - Corporate Legal
6	Mr. Sameep Vijay Pathak	GM - Operations	3,893,480	BBA, 1999, PGDBM, 2004, Dip in Hotel Mgmt, 1999	14	Sep 25, 2014	40	VLCC Health Care Ltd. as Regional Head Operations - North
7	Mr. Pawan K Kakumanu	VP - Finance	3,802,404	B.Tech - Mining, 2004, PGDM, 2006	9	Apr 27, 2015	34	Philip Capital (India) Pvt. Ltd. as Vice President - Domestic Equity Sales.
8	Mr. Amit Surendra Sawant	GM - Marketing	2,872,008	B.Sc, 2002, MBA, 2008	13	Jan 22, 2015	35	Talwalkars Better Value Fitness Ltd. as National Head of Marketing & Communications.
9	Ms. Puja Tandon	Company Secretary	2,782,008	B.Com (Hons), CS, LLB.	9	July 28, 2014	34	Bharti Airtel Limited - Senior Manager
10	Mr. Ajit Aminbhavi	GM - Finance & Accounts	2,508,404	B.Com, 1994	16	Nov 22, 2010	44	Pioneer Property Zone Services Pvt. Ltd. as Finance & Admin Controller

Note:

1. There are no specific terms and conditions for employment.
2. None of the employees mentioned above are relative of any Director of the company except Mr. Ashokkumar Ruia and Mr. Atul Ruia who are promoter directors and father and son respectively
3. None of the employees mentioned above hold 2% or more share capital of the Company except Mr. Ashokkumar Ruia, who holds 2.39%.
4. Nature of employment for all the employees is permanent except for Mr. Ashokkumar Ruia and Mr. Atul Ruia which is contractual.

II. Details of employees, who (i) if employed throughout the Financial Year 2016-17, were in receipt of remuneration for that year which, in the aggregate, was not less than ₹ 1.02 Crores and (ii) if employed for a part of the Financial Year 2016-17, was in receipt of remuneration for any part of that year, at a rate, which, in the aggregate, was not less than ₹ 8.5 lakhs per month.

Sl. No.	Name of employee	Designation	Remuneration received (₹)	Qualifications	Experience (in no. of years)	Date of commencement of employment	Age	Previous employment and designation
1	Mr. Manish Ashok Singh	Group Head - Leasing	10,375,604	BA, 1998	16 yrs	Sept 5, 2011	40	Pioneer Property Zone Services Pvt. Ltd. as AGM - Retail Leasing Services
2	Mr. Rajendra Kalkar	President (West)	10,278,733	B.E. Electrical, 1988	21 yrs	Jan 11, 2010	50	DLF Services Ltd. as Sr. GM - Operations

Note:

1. None of the employees mentioned above is a relative of any Directors of the Company.
2. None of the employees mentioned above hold 2% or more share capital of the Company.
3. There are no specific terms and conditions for employment.
4. Nature of employment for all the employees is permanent.

ANNEXURE III

Nomination & Remuneration Policy

1. Preface

The Company understands the importance of attracting and retaining highly talented individuals at all levels of the organization. The Company and its management endeavor to recruit and retain employees who achieve operational excellence and create value for shareholders. The Company believes that a transparent, fair and reasonable process is vital for determining the appropriate remuneration at all levels of the Organization and is committed to ensure that all the stakeholders remain informed and confident in the management of the Company. The Board has constituted the Nomination and Remuneration Committee (the "Committee") to assist the Board in discharging its responsibilities relating to compensation of the Company's directors and other senior level employees.

2. Objectives

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Independent, Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To recommend to the Board, the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To determine criteria for remuneration of the Directors and Key Managerial Personnel based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and provide necessary report to the Board for further evaluation by the Board.
- To provide them rewards linked directly to their efforts, performance, dedication and achievement relating to the Company's operations and growth.
- To lay down policies to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity.

3. Definitions

'Act' means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

'Board' means Board of Directors of the Company.

'Committee' means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time.

'Company or the Company' means The Phoenix Mills Limited.

'Director(s)' mean Director(s) of the Company.

'Independent Director' means an Independent Director of the Company appointed pursuant to the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 [SEBI (LODR) Regulations, 2015].

"Key Managerial Personnel" means a key-managerial personnel as defined under the Companies Act, 2013 and includes

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

'Senior Management' means senior management personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. Policy

This Policy is divided in two sections Part A and Part B. Part A covers the appointment and nomination related policies. Part – B covers remuneration related policies.

4.1. Part A - Appointment and Nomination

4.1.1 Criteria for Board Membership

The Committee shall take into account following points for appointment of a person as Director, KMP or at Senior Management level and recommend to the Board his / her appointment accordingly.

- Shall possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- Shall possess the highest personal and professional ethics, integrity, values and moral reputation and be eligible to hold the office under the provisions of the Companies Act, 2013 and Rules made thereunder and the SEBI (LODR) Regulations, 2015 and the applicable policies of the Company.

4.1.2 Additional Criteria for Independent Directors

In addition to the criteria mentioned above, a person proposed to be appointed as an Independent Director shall meet all criteria

specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015.

4.1.3 Term / Tenure

The Term / Tenure of the Directors shall be in accordance with the provisions of the Companies Act, 2013 and rules made there under and SEBI (LODR) Regulations, 2015 as applicable and as amended from time to time.

4.1.4 Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or the applicable policies of the Company, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

4.1.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board shall have the discretion to retain a Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

4.1.7 Policy on Board diversity

The Company believes that a truly diverse Board would be necessary for effectively managing the affairs of the Company. Diversity in terms of the skills, regional and industry experience, background, gender and other diversities between Directors is essential to enable the Board, as a whole, to achieve the desired results for the Company. These distinctions shall be considered in determining the optimum composition of the Board and when possible shall be balanced appropriately. All Board appointments shall be made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

4.2 Part B – Remuneration and Perquisites

The Committee shall recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

4.2.1 Managing Director/Whole-time Director/Executive Director

Besides the above criteria, the remuneration/ compensation/ commission etc to be paid to Managing Director/Whole-time Director/Executive Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4.2.2 Non executive Independent Directors

The Non-Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof and commission based on the performance of the Company in each financial year and as approved by the Board and shareholders. Provided that the amount of such fees and commission shall be subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. An Independent Director shall not be entitled to any stock options of the Company.

4.2.3 KMPs / Senior Management Personnel etc

The remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

5. Disclosure

The criteria for remuneration of Directors shall be disclosed in the Annual Report. The Policy shall be made available on the Company's website and the Policy and evaluation criteria shall be published in the Annual Report.

6. Review

The Board shall periodically review this Policy to determine its appropriateness to the needs of the Company. The Board shall have the authority to amend the Policy, if required.

ANNEXURE IV

Annual Report on CSR Activities

(Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014).

The Company is committed to actively contribute to the social and economic development of the communities in which it operates with willingness to build a society that works for everyone. The Company strives towards becoming a socially responsible corporate entity with a thrust on community development, and education through sustained business conduct. Further, the Company is also committed towards ensuring environmental sustainability through ecological conservation and regeneration and promoting biodiversity. The CSR policy of the Company articulates what CSR means to the Company, kind of projects to be undertaken, identifying broad areas of intervention, approach to be adopted to achieve the CSR goals and monitoring mechanism.

In line with the Company's vision, values and mission, the Board of Directors have identified the following core areas for CSR.

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation (including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation) and making available safe drinking water;
- Promotion of education, including special education and employment enhancing vocation skills (especially amongst children, women, elderly and differently-abled) and livelihood enhancement projects;
- Promotion of gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water (including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga);
- Promotion and development of traditional arts and handicrafts;
- Training to promote rural sports and nationally recognized sports, paralympic sports and Olympic sports;
- To undertake or to contribute for rural development projects;
- To undertake or to contribute for slum area development projects;
- Contribution to the Prime Minister's National Relief Fund or any other fund set-up by the Central Government for socioeconomic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- To contribute to other approved Funds undertaking activities and efforts in the aforesaid areas (as may be approved from time to time, in this regard).

Visit www.thephoenixmills.com for more details related to our CSR policy.

CSR Committee

The Board has constituted a CSR Committee that provides oversight of CSR policy execution to ensure that the CSR objectives of the Company are met. Our CSR Committee comprises of the following board members

Name	Category
Mr. Ashokkumar Ruia (Chairman)	Chairman and Managing Director
Mr. Atul Ruia	Joint Managing Director
Ms. Shweta Vyas	Independent Director

Financial Details

Section 135 of the Companies Act, 2013 and Rules made there under prescribe that every company having a net worth of ₹ 500 crore or more, or turnover of ₹ 1,000 crore or more or a net profit of ₹ 5 crore or more during any of the three preceding financial years shall ensure that the Company spends, in every financial year, at least 2% of the average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The provisions pertaining to corporate social responsibility as prescribed under the Companies Act, 2013 are applicable to The Phoenix Mills Limited. The financial details as sought by the Companies Act, 2013 are as follows:

Particulars	Amount (₹ Lacs)
Average net profit of the Company for last three financial years	17,661.98
Prescribed CSR expenditure (2% of the average net profit as computed above)	353.24
<i>Details of CSR expenditure during the Financial Year</i>	
Total amount to be spent for the Financial Year 2016-17	353.24
Amount Spent	90.35
Amount Unspent	262.89

Company's CSR Initiatives during the FY 2016-17

During the Financial Year ended March 31, 2017 the Company has incurred its CSR related expenditure in the areas of conservation of natural resources, maintaining quality of soil, air and water and promotion of education especially amongst underprivileged children and livelihood enhancement projects for women, which

BOARD'S REPORT CONTINUED

are among the areas identified and approved by the Company's Board for CSR related activities.

The Company has been working with Aakar Charitable Trust (a registered Trust with a track record of more than a decade) as the implementing agency for the purpose of carrying out its CSR activities relating to conservation of natural resources, etc. The Trust mostly works in the area of constructing water harvesting structures popularly known as 'check dams' in water starved rural areas and villages. These check dams involve comparatively small masonry constructions and extensive earthen bunds. The check dams have all the advantages of the larger dams and do not involve any displacement and rehabilitation of people, water logging, risk of breach thereby preventing extensive damage to life and property. These check dams ensure preservation of water for drinking, agriculture, cattle rearing purposes.

Apart from the above mentioned CSR activity, during the year ended March 31, 2017 the Company has also incurred CSR expenditure on its objective of promoting education (especially amongst underprivileged children, women, elderly and differently-abled) including special education and employment enhancing vocation skills and livelihood enhancement projects for women, setting up facilities for senior citizens and reducing inequalities faced by socially and economically backward

groups. The Company collaborated with Plan International (India Chapter), Friends of Tribals Society and Light of Life Trust for attaining its CSR objectives.

Plan International (India Chapter), a member of Plan International Federation, is a nationally registered independent child development organization committed to create a lasting impact in the lives of vulnerable and excluded children, their families and communities. By collaborating with Plan International (India Chapter), the Company has helped the underprivileged children break the cycle of poverty and enabling them to live a life of dignity – a right that every child deserves.

Friends of Tribals Society is a non-government social administration, devoted to the reason for tribal and provincial upliftment by making them socially strong, educationally aware and economically vibrant and self-reliant and the Company has collaborated with them in this initiative.

During the last financial year, the Company has also collaborated with Light of Life Trust which is committed to educate rural underprivileged children under the project named "Anando" in the state of Maharashtra.

Manner in which the amount spent during the financial year is detailed below:

Sl. No	CSR Project or activity identified	Sector in which the project is covered	Project or programs 1. Local area or other 2. Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (in ₹ Lacs)	Amount spent on the projects or programs sub heads (₹ in Lacs)		Cumulative expenditure up to the reporting period	Amount spent directly or through implementing agency
					Direct Expenditure on project and program	Overheads		
1	Construction of Check Dams	Conservation of natural resources and maintaining quality of soil, air and water	Construction of 11 Check dams in Alwar, Pali, Jhunjhunu and Sikar district of Rajasthan	75	75	Nil	75	Aakar Charitable Trust
2	Promoting education and employment enhancing vocation skills amongst underprivileged children, enhancing vocation skills and livelihood enhancement projects for women and setting up facilities for senior citizens	Promotion of education employment enhancing vocation skills and livelihood enhancement projects amongst underprivileged children	Collaborated with Plan International (India Chapter) in the State of Maharashtra	10	10	Nil	10	Plan International (India Chapter)
			Collaborated with Light of Life Trust under the project named "Anando" in the State of Maharashtra	3.75	3.75	Nil	3.75	Light of Life Trust
3	Upliftment of Tribals and socially and economically backward groups	Measures for reducing inequalities faced by socially and economically backward groups	Collaborated with Friends of Tribals Society in the State of Maharashtra	1.6	1.6	Nil	1.6	Friends of Tribals Society
Total				90.35	90.35	Nil	90.35	

BOARD'S REPORT CONTINUED

Reason for unspent amount on CSR

During the FY 2016-17, the Company through the said Trust has focused on the water deprived villages of Rajasthan and has removed scarcity of water in certain villages by constructing check dams. Further, the Company has also collaborated with various agencies for implementing its CSR objectives.

The CSR committee has constantly monitored the activities of the Trust and the agencies and approved each of its proposals after due consideration.

Implementation of each check dam has taken about two to three months on an average. During the year, the Trust has been able to identify 11 villages to deploy its resources and has completed construction of 7 check dams and construction of 4 check dam is in progress. Aakar is in the process of identifying other needy villages for construction of check dams and the Company will provide the required funds immediately upon presentation of the proposals of the Trust to the CSR Committee and its approval thereof.

The Company has an unspent amount of ₹ 262.89 Lakhs for FY16-17. Going forward, while continuing to incur expenditure on the above projects, the Company will also endeavor to take up new initiatives to fulfil its CSR commitments.

Our CSR responsibilities

The CSR committee of the Board of Directors of the Company hereby affirms that the implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.

Mr. Atul Ruia

Joint Managing Director
DIN 00087396

Ashokkumar Ruia

Chairman of CSR Committee
DIN: 00086762

ANNEXURE V

Disclosures pursuant to Section 62(1)(b) of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 for the Financial Year ended March 31, 2017.

1.	Total No. of Equity Shares covered by ESOP Scheme approved by the Shareholders on January 31, 2008.	33,90,000 (As per the Scheme approved, an aggregate number of 6,78,000 options convertible into One Equity Share of ₹ 10/- each were available for grant. Consequent to sub-division of the face value of the Equity Shares from ₹ 10/- per share to ₹ 2/- per share, necessary adjustments were made to the total number of options)
2.	Vesting requirements	As per the Plan
3.	Exercise price	Grant date - June 10, 2008 - ₹270/- Grant date - March 26, 2015 - ₹ 316.80/- Grant date - October 24, 2016 - ₹ 333.90/-
4.	Pricing formula	Exercise Price not less than par value of Equity Share and not more than price prescribed under Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 on Grant Date.
5.	Maximum term of options granted	Not exceeding a period of 5 years from the date of grant.
6.	Source of shares (primary, secondary or combination)	Primary
7.	Variation in terms of options	Reduction in exercise price by ₹ 35.20/- per share for grant of options on March 26, 2015. Reduction in exercise price by ₹ 37.10/- per share for grant of options on October 24, 2016
8.	i. Method of calculation of employee compensation cost	Fair Value
	ii. Difference between the employee compensation cost so computed at i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options	Not Applicable
	iii. The impact of this difference on profits and on EPS of the Company.	Not Applicable
9.	Diluted Earnings Per Share (EPS) pursuant to issue of Equity Shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	₹ 8.71
<i>Option movement during the Financial Year</i>		
10.	Number of options outstanding at the beginning of the period	1,79,056
11.	Number of options granted during the year	12,40,000
12.	Number of options forfeited/ lapsed during the year	6,000
13.	Number of options vested during the year	99,888

BOARD'S REPORT CONTINUED

14. Number of options exercised during the year	78,055
15. Number of Equity Shares arising as a result of exercise of options	78,055
16. Money realized by exercise of options (₹), if scheme is implemented directly by the Company	₹ 2,15,68,824/-
17. Loan repaid by the Trust during the Financial Year from exercise price received	Not Applicable
18. Number of options outstanding at the end of the Financial Year	13,35,001
19. Number of options exercisable at the end of the Financial Year	15,833
20. a. Weighted-average exercise prices of options	₹ 333.90
b. Weighted-average fair values of options	₹ 143.02
21. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	
(a) Senior Managerial Personnel:	No. of Stock Options Granted
Mr. Haresh Morajkar (Group Director - HR, Admin / IT)	100,000
Mr. Rajesh Kulkarni (Director - Projects Delivery)	100,000
Mr. Rajendra Kalkar (President (West))	60,000
Ms. Rashmi Sen (Group Director – Retail)	60,000
Mr. Vidya Sagar Pingali (Sr. Vice President - Corporate Affairs & Legal)	60,000
Mr. Dipesh Mahesh Gandhi (Group Director - Business Development)	50,000
Mr. Raghav Vivek Bajoria (Development Director)	50,000
Mr. Shashiekumar S. (President - Retail (South & E Commerce))	50,000
Mr. Pawan K Kakumanu (VP - Finance)	20,000
Mr. Varun Jagdish Parwal (VP- Finance & Investor Relations)	20,000
Mr. Shishir Shrivastava (Joint Managing Director)	20,000
(b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	
Mr. Haresh Morajkar (Group Director - HR, Admin / IT)	100,000
Mr. Rajesh Kulkarni (Director - Projects Delivery)	100,000

22. Fair Value of Options based on Black Scholes methodology after applying following weighted average assumptions	Grant Date - June 10, 2008	Grant Date – March 25, 2015	Grant Date – October 24, 2016
i. Risk free interest rate	8.07%	8.23%	6.85%
ii. Expected life	1 to 8 years	1 to 8 years	1 to 8 years
iii. Expected volatility	45%	35%	31%
iv. Expected dividend yield	0.63%	0.80%	0.66%
v. Price of underlying shares	₹ 274.07/-	₹ 352.47/-	₹ 371.06

Notes:

- The Company at its meeting held on December 19, 2007 has formulated and adopted The Phoenix Mills Employees Stock Option Plan 2007 which was approved by the shareholders on January 31, 2008. There were no changes in the Scheme since its adoption and the same is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- No employee was granted stock options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant, during the Financial Year.

On behalf of the Board of Directors
For The Phoenix Mills Limited

Place: Mumbai
Date: August 2, 2017

Ashokkumar Ruia
Chairman & Managing Director
DIN: 00086762

ANNEXURE VI

Secretarial Audit Report

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

To
The Members
The Phoenix Mills Limited
462 Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **The Phoenix Mills Limited** (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by The Phoenix Mills Limited ('the Company') as given in Annexure A, for the financial year ended on 31st March, 2017, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - ii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- iii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - iv. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
 - i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - iv. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; and
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder pertaining to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not applicable to the Company under the financial year under report.
 4. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company as per the list given in Annexure B.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the financial year under report.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking

BOARD'S REPORT CONTINUED

and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members have communicated dissenting views, in the matters / agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, following events/actions occurred which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

Sr. No.	Date	Event
1.	14 th December, 2016	Acquisition of 3.75% equity stake of Alliance Spaces Private Limited ('ASPL') from K2A Hospitality Limited resulting into effective shareholding of the Company in ASPL increasing from 33.01% to 36.76%.
2.	28 th December, 2016	Acquisition of 8.72% equity stake of Island Star Mall Developers Private Limited ('ISMDPL') from Pinnacle Real Estate Development Private Limited resulting into effective shareholding of the Company in ISMDPL increasing from 91.28% to 100%.
3.	29 th December, 2016	Acquisition of cumulative 3.04% equity stake of Offbeat Developers Private Limited ('ODPL') from Vistra ITCL (India) Limited and IIRF Holdings X Limited resulting into effective shareholding of the Company in ODPL increasing from 74.48% to 77.52%.
4.	11 th January, 2017	Approval of Scheme of amalgamation of Gangetic Hotels Private Limited with Palladium Constructions Private Limited (Appointed date of 1 st April, 2016) by the Board of Directors of the respective subsidiary companies.
5.	15 th February, 2017	Acquisition of 39.15% equity stake of Gangetic Hotels Private Limited ('GHPL') by Palladium Constructions Private Limited ('PCPL') from Leine River Limited and Fuhse River Limited. PCPL is a Subsidiary of the Company in which the Company holds 79.52% of equity share capital. As a result, the Company's aggregate shareholding in GHPL, directly and indirectly, has increased from 42.98% to 74.11%.
6.	16 th February, 2017	Acquisition of all the Compulsorily Convertible Debentures ('CCDs') of Pallazzio Hotels & Leisure Limited ('PHLL') from Aller River Limited (representing 14.47% holding, on a fully diluted basis) resulting into the Company's equity holding in PHLL increasing from 58.51% to 72.98% upon conversion of the CCDs.
7.	30 th March, 2017	Acquisition of 0.80% equity stake of Offbeat Developers Private Limited ('ODPL') from Vistra ITCL (India) Limited resulting into effective shareholding of the Company in ODPL increasing from 77.52% to 78.32%.
8.	31 st March, 2017	Acquisition of 5.27% equity stake of Offbeat Developers Private Limited ('ODPL') from IIRF Holdings X Limited resulting into effective shareholding of the Company in ODPL increasing from 78.32% to 83.59%.

For **Rathi & Associates**
Company Secretaries

Jayesh M. Shah
Partner
FCS No. 5637
COP No. 2535

Date: 9th May, 2017
Place: Mumbai

Note: This report should be read with our letter of even date which is annexed as Annexure-C and forms an integral part of this report.

ANNEXURE – A

List of documents verified

1. Memorandum & Articles of Association of the Company;
2. Annual Report for the financial year ended 31st March, 2017;
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Compensation Committee, Independent Directors' Remuneration Committee, Finance and Investment Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee of the Company along with the respective Attendance Registers for meetings held during the financial year under report;
4. Minutes of General Body Meeting held during the financial year under report;
5. Proof of circulation and delivery of notice, agenda and notes to agenda for Board and Committee meetings.
6. Proof of circulation of draft as well as certified signed Board & Committee meetings minutes as per Secretarial Standards.
7. Policies framed by the Company viz:
 - Policy on Related Party Transactions
 - Policy on Material Subsidiaries
 - Whistle Blower Policy
 - Corporate Social Responsibility Policy
 - Risk Management Policy & Framework
 - Nomination & Remuneration Policy
 - Code of Conduct for Independent Directors
 - The Phoenix Mills Ltd – Code of Conduct for Employees
 - Internal Financial Controls
 - Policy for Determination of Material Events and
 - Archival Policy
 - Dividend Distribution Policy
 - Annual Evaluation Policy
8. Statutory Registers viz.
 - Register of Directors & Key Managerial Personnel and their shareholding
 - Register of Employee Stock Options,
 - Register of loans, guarantees and security and acquisition made by the Company (Form No. MBP-2),
 - Register of Contracts with related party and contracts and Bodies etc. in which directors are interested (Form No. MBP-4), and
 - Register of Charge (Form No. CHG-7).
9. Copies of Notice, Agenda and Notes to Agenda submitted to all the directors / members for the Board Meetings and Committee Meetings.
10. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013;
11. Intimations received from directors and other insiders under the prohibition of Insider Trading Code;
12. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report;
13. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report;
14. Documents related to payments of dividend made to its shareholders during the financial year under report;
15. Documents related to issue of shares under ESOP Scheme viz. ESOP Scheme, Exercise forms, Listing applications, Corporate Action Form, etc. filed with Stock Exchanges and Listing approvals received thereon;
16. E-mails evidencing dissemination of information related to closure of Trading window;
17. Internal Code of Conduct for prevention of Insider Trading by Employees / Directors / Designated Persons of the Company;
18. Statement of Related Party Transactions entered into by the Company during the financial year under report;
19. Documents filed with Stock Exchanges;
20. Compliance Certificate placed before the Board of Directors from time to time;
21. Details of Sitting Fees paid to all directors for attending the Board Meetings and Committees.

ANNEXURE – B

List of applicable laws to the Company

1. Income Tax Act and Rules made thereunder
2. Service Tax Act and Rules made thereunder
3. Sexual Harassment of Women at Workplace Prevention Prohibition & Redressal Act and Rules made thereunder
4. Maharashtra Fire Prevention & Life Safety Measures Act and Rules made thereunder
5. Maharashtra Regional & Town Planning Act, 1966
6. Maharashtra Rent Control Act, 1999
7. Bombay Shops & Establishment Act and Rules made thereunder
8. Development Control Regulations for Mumbai Metropolitan Region, 1999
9. Development Control Regulations for Greater Bombay, 1991
10. Maharashtra Municipalities Act, 1965
11. Mumbai Municipal Corporation Act, 1888
12. Maharashtra State Tax On Professions Trades Callings & Employments Act and Rules made thereunder
13. Maharashtra Tax on Entry of Goods Into Local Areas Act and Rules made thereunder
14. Maharashtra Value Added Tax Act and Rules made thereunder
15. Indian Stamp Act 1899 and Bombay Stamp Act
16. Air Prevention & Control of Pollution Act and Rules made thereunder (Central and Maharashtra Rules)
17. Environment Protection Act and Rules made thereunder
18. Water Prevention & Control of Pollution Act and Rules made thereunder (Central and Maharashtra Rules)
19. Industrial Employment Standing Orders Act and Rules made thereunder (Central and Maharashtra Rules)
20. Building & Other Construction Workers Welfare Cess Act and Rules made thereunder
21. Building Other Construction Workers Regulation Of Employment & Condition of Service Act and Rules made thereunder (Central and Maharashtra Rules)
22. Contract Labour Regulation & Abolition Act and Rules made thereunder (Central and Maharashtra Rules)
23. Employees Compensation Act and Rules made thereunder
24. Employees Deposit Linked Insurance Scheme 1976
25. Employees Pension Scheme 1995
26. Employees Provident Funds & Miscellaneous Provisions Act and Scheme made thereunder
27. Employees State Insurance Act, Rules, Regulations and Scheme made thereunder
28. Employers Liability Act, 1938
29. Personal Injuries Compensation Insurance Act, Rules and Scheme made thereunder
30. Central Sales Tax Act and Rules made thereunder (Central and Maharashtra Rules)
31. Equal Remuneration Act and Rules made thereunder
32. Maternity Benefit Act and State Rules made thereunder (Central and Maharashtra Rules)
33. Minimum Wages Act and Rules made thereunder (Central and Maharashtra Rules)
34. Payment of Bonus Act and Rules made thereunder
35. Payment of Gratuity Act and Rules made thereunder
36. Payment of Wages Act and Rules made thereunder
37. Bombay Labour Welfare Fund Act and Rules made thereunder
38. Bombay Lifts Act 1939
39. Maharashtra Workmen Minimum House Rent Allowance and Rules made thereunder
40. Indian Copyright Act and Rules made thereunder
41. Trade Marks Act and Rules made thereunder
42. Information Technology Amendment Act and Rules made thereunder
43. Electricity Act and Rules made thereunder
44. Industrial Dispute Act and Rules made thereunder
45. Selection Installation & Maintenance of First Aid Fire Extinguishers Code of Practice
46. Central Motor Vehicles Act and Rules made thereunder
47. Collection of Statistics Act and Rules made thereunder
48. Energy Conservation Act and Rules made thereunder
49. Employment Exchanges Compulsory Notification of Vacancies Act and Rules made thereunder
50. Competition Act, 2002
51. Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003 and Prohibition of Smoking in Public Places Rules, 2008
52. Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act 1981, Maharashtra Private Security Guards (Regulation of Employment and Welfare) Rules, 1981 and Private Security Guards (Regulation of Employment and Welfare) Scheme, 2002
53. Maharashtra Mathadi, Hamal and Other Manual Workers (Regulation of Employment and Welfare) Act, 1969
54. Central Excise Act, 1944 and Cenvat Credit Rules, 2004
55. Essential Commodities Act, 1955
56. Prevention of Black Marketing & Maintenance of Supplies of Essential Commodities Act, 1980
57. Weekly Holidays Act, 1942
58. Right To Fair Compensation & Transparency In Land Acquisition Rehabilitation & Resettlement Act, 2013
59. Customs Act and Rules made thereunder
60. Customs Tariff Act, 1975

BOARD'S REPORT CONTINUED

ANNEXURE – C

To,
The Members
The Phoenix Mills Limited
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Rathi & Associates**
Company Secretaries

Date: 9th May, 2017
Place: Mumbai

Jayesh M. Shah
Partner
FCS No. 5637
COP No. 2535

ANNEXURE VII

Form No. MGT - 9 Extract of Annual Return

As on financial year ended on 31st March 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L17100MH1905PLC000200
Registration Date	January 27, 1905
Name of the Company	The Phoenix Mills Limited
Category / Sub-Category of the Company	Company limited by Shares/Non-govt Company
Address of the Registered office and contact details	462, Senapati Bapat Marg, Lower Parel, Mumbai Tel: 022-30016600 Fax: 022-30016818
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel. No.: 022-49186270 Fax No.: 022-49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the Company
1	Construction of Buildings carried out on own-account basis or on a fee or contract basis	41001	100%

Sl. No.	Name and address of the Company	CIN / GLN	% of shares held (effective holding)
Subsidiary Companies [Section 2(87)(ii)]			
1	Alliance Spaces Private Limited*	U55101MH2007PTC169101	33.01
2	Alyssum Developers Private Limited*	U70109MH2017PTC292588	100.00
3	Bellona Hospitality Services Limited*	U74999MH1995PLC085663	100.00
4	Big Apple Real Estate Private Limited [#]	U17125MH2007PTC2929992	100.00
5	Blackwood Developers Private Limited [@]	U45400MH2007PTC292992	100.00
6	Butala Farm Lands Private Limited ^{&}	U70200MH1996PTC104404	100.00
7	Enhance Holdings Private Limited*	U67120MH2007PTC169479	100.00
8	Gangetic Developers Private Limited [®]	U74899DL1951PTC001959	58.61
9	Gangetic Hotels Private Limited [@]	U55101UP2007PTC033633	74.11
10	Graceworks Realty and Leisure Private Limited [^]	U72900MH2000PTC126232	44.02

BOARD'S REPORT CONTINUED

Sl. No.	Name and address of the Company	CIN / GLN	% of shares held (effective holding)
11	Island Star Mall Developers Private Limited*	U45200MH2006PTC161067	100.00
12	Market City Management Private Limited^	U74999MH2008PTC183667	100.00
13	Market City Resources Private Limited*	U55100MH2006PTC159544	100.00
14	Mugwort Land Holdings Private Limited*	U45202MH2007PTC169133	94.86
15	Offbeat Developers Private Limited*	U55200MH2000PTC124192	83.60
16	Palladium Constructions Private Limited*	U45400MH2008PTC178115	79.52
17	Pallazio Hotels and Leisure Limited^	U67120MH1995PLC085664	58.51
18	Phoenix Hospitality Company Private Limited^	U55209MH2006PTC161066	56.92
19	Pinnacle Real Estate Development Private Limited^	U70100MH2006PTC161072	100.00
20	Plutocrat Assets and Capital Management Private Limited*	U65990MH1991PTC060487	100.00
21	Sangam Infrabuild Corporation Private Limited®	U45201UP2006PTC031651	100.00
22	Savannah Phoenix Private Limited*	U55101MH2012PTC235585	100.00
23	Upal Developers Private Limited®	U45201MH2006PTC292993	100.00
24	Vamona Developers Private Limited*	U45201MH2006PTC165253	86.55

Associate Company [Section 2(6)]

1	Classic Housing Projects Private Limited*	U45400MH2005PTC156887	50.00
2	Classic Mall Development Company Private Limited*	U70100MH2005PTC156875	48.19
3	Mirabel Entertainment Private Limited^	U55101MH2007PTC172946	28.46
4	Starboard Hotels Private Limited*	U55101MH1996PTC101044	28.47

*Registered Office at C/o Marketcity Resources Private Limited, R.R. Hosiery Building, Shree Laxmi Woolen Mills Estate, Opp. Shakti Mills, Off. Dr. E- Moses Road, Mahalaxmi, Mumbai – 400 011

^Registered Office at Phoenix Mills Premises, 462, Senapati Bapat Marg, Lower Parel, Mumbai -400013

*Registered Office at Phoenix United Mall CP-8, Sector B, LDA Colony, 5th Floor, Kanpur Road, Lucknow - 226012

®Registered Office at Mahmoodabad Estate Hazratganj, Lucknow, UP - 226001

*Registered Office at #30, Prestige Point, 1st Floor, 283 Shukrawar Peth, Pune - 411002

*Registered Office at C-11, Panchsheel Enclave IIIrd Floor, New Delhi - 110017

§Registered Office at 3rd Floor, Block A, Orchid City Centre Mall, 225 Belasis road, Mumbai Central, Mumbai - 400008

BOARD'S REPORT CONTINUED

IV i SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	10001920	-	10001920	6.54	10001920	-	10001920	6.53	-0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	86208962	-	86208962	56.35	86208962	-	86208962	56.32	-0.03
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	96210882	-	96210882	62.89	96210882	-	96210882	62.86	-0.03
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A) (2)	96210882	-	96210882	62.89	96210882	-	96210882	62.86	-0.03
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	4860049	-	4860049	3.18	4327783	-	4327783	2.83	-0.35
b) Banks / FI	1757	-	1757	0.00	1831	-	1831	0.00	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	25173638	-	25173638	16.45	5599956	-	5599956	3.66	-12.80
h) Foreign Venture Capital Funds	750000	-	750000	0.49	550000	-	550000	0.36	-0.13
i) Others (Foreign Portfolio Investor (Corporate))	19680028	-	19680028	12.86	40274953	-	40274953	26.31	13.45
Sub-total (B)(1):	50465472	-	50465472	32.99	50754523	-	50754523	33.16	0.17
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	2452544	4750	2457294	1.61	2153768	4750	2158518	1.41	-0.20
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

BOARD'S REPORT CONTINUED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2781919	520571	3302490	2.16	2692574	505121	3197695	2.09	-0.07
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	148300	-	148300	0.10	145050	-	145050	0.09	-0.00
c) Others									
i) Non Resident Indians (Repat)	180882	-	180882	0.12	31593	-	31593	0.02	-0.10
ii) Non Resident Indians (Non Repat)	105682	-	105682	0.07	110093	-	110093	0.07	0.00
iii) Clearing Member	20349	-	20349	0.01	316658	-	316658	0.21	0.19
iv) Directors / Relatives	49545	-	49545	0.03	90100	-	90100	0.06	0.03
v) Trusts	250	-	250	0.00	250	-	250	0.00	-0.00
vi) HUF	47706	-	47706	0.03	51545	-	51545	0.03	0.00
Sub-total(B)(2):	5787177	525321	6312498	4.13	5591631	509871	6101502	3.99	-0.14
Total Public Shareholding (B)=(B)(1)+(B)(2)	56252649	525321	56777970	37.11	56346154	509871	56856025	37.14	0.03
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	152463531	525321	152988852	100.00	152557036	509871	153066907	100.00	-

Note: There is no change in the number of shares held by the Promoters/Promoter Group during the year. However, percentage change in the promoter shareholding is due to increase in the paid-up share capital of the Company during the year.

IV. ii. SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Ruia International Holding Company Private Limited	49347248	32.26	Nil	49347248	32.24	Nil	-0.02
2	Senior Holdings Pvt. Ltd.	15490049	10.12	Nil	15490049	10.12	Nil	-0.01
3	Radhakrishna Ramnarain Pvt. Ltd.	11667800	7.63	Nil	11667800	7.62	Nil	0.01
4	Ashok Apparels Pvt. Ltd.	9670665	6.32	Nil	9670665	6.32	Nil	0.00
5	Ashton Real Estate Development Private Limited	33200	0.02	Nil	33200	0.02	Nil	0.00
5	Ashokkumar Radhakrishna Ruia	3659594	2.39	Nil	3659594	2.39	Nil	0.00
6	Atul Ashok Ruia	2403501	1.57	Nil	2403501	1.57	Nil	0.00
7	Amla Ashokkumar Ruia	2125000	1.39	Nil	2125000	1.39	Nil	0.00
8	Gayatri Atul Ruia	1534890	1.00	Nil	1534890	1.00	Nil	0.00
9	Sharanya A.Ruia Beneficiary Trust	278935	0.18	Nil	278935	0.18	Nil	0.00
	Total	96210882	62.89		96210882	62.86		-0.03

BOARD'S REPORT CONTINUED

IV. iii. CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Shareholder's Name	Shareholding		Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company	
		No. of shares at the beginning of the year (April 1, 2016) and at the end of the year (March 31, 2017)	% of total shares of the Company					
1	Ruia International Holding Company Private Limited							
	At the beginning of the year	49347248	32.26			49347248	32.26	
				No Change				
	At the end of the year	49347248	32.24			49347248	32.24	
2	Senior Advisory Services Private Limited							
	At the beginning of the year	15490049	10.12			15490049	10.12	
				No Change				
	At the end of the year	15490049	10.12			15490049	10.12	
3	Radhakrishna Ramnarain Private Limited							
	At the beginning of the year	11667800	7.63			11667800	7.63	
				No Change				
	At the end of the year	11667800	7.62			11667800	7.62	
4	Ashok Apparels Private Limited							
	At the beginning of the year	9670665	6.32			9670665	6.32	
				No Change				
	At the end of the year	9670665	6.32			9670665	6.318	
5	Mr. Ashokkumar Ruia							
	At the beginning of the year	3659594	2.39			3659594	2.39	
				No Change				
	At the end of the year	3659594	2.39			3659594	2.391	
6	Mr. Atul Ruia							
	At the beginning of the year	2403501	1.57			2403501	1.57	
				30-Mar-17	-1257955	Interse Transfer between Promoters & Promoter Group	1145546	0.75
				30-Mar-17	-156445		989101	0.65
				30-Mar-17	1414400		2403501	1.57
	At the end of the year	2403501	1.57			2403501	1.57	
7	Ms. Amla Ruia							
	At the beginning of the year	2125000	1.39			2125000	1.39	
				No Change				
	At the end of the year	2125000	1.39			2125000	1.39	
8	Ms. Gayatri Ruia							
	At the beginning of the year	1534890	1.00			1534890	1.00	
				30-Mar-17	-1414400	Interse Transfer between Promoters & Promoter Group	120490	0.08
				30-Mar-17	-120490		0	0.00
				30-Mar-17	1257955		1257955	0.82
				31-Mar-17	276935		1534890	1.00
	At the end of the year	1534890	1.00			1534890	1.00	

BOARD'S REPORT CONTINUED

Sl. No.	Shareholder's Name	Shareholding		Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company	
		No. of shares at the beginning of the year (April 1, 2016) and at the end of the year (March 31, 2017)	% of total shares of the Company					
9	Sharanya A.Ruia Beneficiary Trust							
	At the beginning of the year	276935	0.18			276935	0.18	
				30-Mar-17	120490	Interse Transfer between Promoters & Promoter Group	397425	0.26
				30-Mar-17	156445		553870	0.36
				31-Mar-17	-276935		276935	0.18
	At the end of the year	278935	0.18			278935	0.18	
10	Ashton Real Estate Development Private Limited							
	At the beginning of the year	33200	0.02		No Change	33200	0.02	
	At the end of the year	33200	0.02			33200	0.02	

Note:

1. Paid up Share Capital of the Company (Face Value ₹ 2.00) at the end of the year is 153,066,907 shares
2. The details of holding has been clubbed based on PAN.
3. There has been no change in the shareholding of the Promoter and Promoter Group Companies during the last financial year except interse transfer of shares between certain promoters and promoter group.

IV. iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		Number of Shares at the beginning of the year (April 1, 2016) and end of the year (March 31, 2017)	% of total shares of the Company					
							No. of Shares	
1	Nordea 1 Sicav - Emerging Stars Equity Fund							
	At the beginning of the year	9168030	5.99				9168030	5.99
				27/May/16	321283	Purchase	9489313	6.20
				03/Jun/16	25315	Purchase	9514628	6.22

BOARD'S REPORT CONTINUED

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		Number of Shares at the beginning of the year (April 1, 2016) and end of the year (March 31, 2017)	% of total shares of the Company					
				10/Jun/16	284	Purchase	9514912	6.22
				24/Jun/16	5491	Purchase	9520403	6.22
				30/Jun/16	7052	Purchase	9527455	6.22
				12/Aug/16	2903	Purchase	9530358	6.23
				19/Aug/16	2481	Purchase	9532839	6.23
				26/Aug/16	20686	Purchase	9553525	6.24
				09/Sep/16	2866	Purchase	9556391	6.24
				16/Sep/16	260170	Purchase	9816561	6.41
				23/Sep/16	36029	Purchase	9852590	6.44
				30/Sep/16	96062	Purchase	9948652	6.50
				07/Oct/16	-6975	Sale	9941677	6.49
				28/Oct/16	-5936	Sale	9935741	6.49
				11/Nov/16	-81079	Sale	9854662	6.44
				18/Nov/16	-35280	Sale	9819382	6.42
				25/Nov/16	88943	Purchase	9908325	6.47
				09/Dec/16	-2510	Sale	9905815	6.47
				06/Jan/17	25190	Purchase	9931005	6.49
				13/Jan/17	14144	Purchase	9945149	6.50
				03/Feb/17	-26490	Sale	9918659	6.48
				17/Feb/17	194572	Purchase	10113231	6.61
				03/Mar/17	67184	Purchase	10180415	6.65
				10/Mar/17	149000	Purchase	10329415	6.75
	At the end of the year	10329415	6.75				10329415	6.75
2	Fidelity Investment Trust Fidelity Series Emerging Markets Fund							
	At the beginning of the year	6758146	4.42				6758146	4.42
				20/May/16	-17102	Sale	6741044	4.40
				27/May/16	-68226	Sale	6672818	4.36
				03/Jun/16	-74405	Sale	6598413	4.31
				23/Sep/16	-19542	Sale	6578871	4.30
				30/Sep/16	-5230	Sale	6573641	4.29
				07/Oct/16	46175	Purchase	6619816	4.32
				23/Dec/16	50300	Purchase	6670116	4.36
				30/Dec/16	14	Purchase	6670130	4.36
	At the end of the year	6670130	4.36				6670130	4.36
3	Reliance Capital Trustee Co. Ltd A/C - Reliance Regular Savings Fund - Equity Option							
	At the beginning of the year	2000000	1.31				2000000	1.31
					No Change			
	At the end of the year	2000000	1.31				2000000	1.31
4	Nordea Far East Fund							
	At the beginning of the year	1399620	0.91				1399620	0.91
				03/Jun/16	131566	Purchase	1531186	1.00

BOARD'S REPORT CONTINUED

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		Number of Shares at the beginning of the year (April 1, 2016) and end of the year (March 31, 2017)	% of total shares of the Company				No. of Shares	
				10/Jun/16	1481	Purchase	1532667	1.00
				24/Jun/16	28534	Purchase	1561201	1.02
				30/Jun/16	36644	Purchase	1597845	1.04
				09/Sep/16	130681	Purchase	1728526	1.13
				16/Sep/16	18625	Purchase	1747151	1.14
				23/Sep/16	12710	Purchase	1759861	1.15
				23/Dec/16	39009	Purchase	1798870	1.18
				30/Dec/16	87566	Purchase	1886436	1.23
	At the end of the year	1886436	1.23				1886436	1.23
5	Vaneck Funds - Emerging Markets Fund							
	At the beginning of the year	1089500	0.71				1089500	0.71
				22/Apr/16	9884	Purchase	1099384	0.72
				29/Apr/16	38840	Purchase	1138224	0.74
				06/May/16	56707	Purchase	1194931	0.78
				13/May/16	94008	Purchase	1288939	0.84
				20/May/16	21071	Purchase	1310010	0.86
				27/May/16	27490	Purchase	1337500	0.87
				10/Jun/16	43500	Purchase	1381000	0.90
				17/Jun/16	35100	Purchase	1416100	0.93
				24/Jun/16	71400	Purchase	1487500	0.97
				30/Jun/16	10131	Purchase	1497631	0.98
				01/Jul/16	7883	Purchase	1505514	0.98
				08/Jul/16	27986	Purchase	1533500	1.00
				15/Jun/16	16300	Purchase	1549800	1.01
				22/Jul/16	28010	Purchase	1577810	1.03
				29/Jul/16	4090	Purchase	1581900	1.03
				05/Aug/16	3300	Purchase	1585200	1.04
	At the end of the year	1585200	1.04				1585200	1.04
6	TIAA-Cref Funds - TIAA-Cref Emerging Markets Equity Fund							
	At the beginning of the year	1090805	0.71				1090805	0.71
				08/Apr/16	-33330	Sale	1057475	0.69
				05/Aug/16	-16674	Sale	1040801	0.68
				16/Sep/16	503700	Purchase	1544501	1.01
	At the end of the year	1544501	1.01				1544501	1.01
7	The Phoenix Mills Limited - Unclaimed Suspense Account							
	At the beginning of the year	1717800	1.12				1717800	1.12
				15/Apr/16	-62750	Transfer	1655050	1.08
				29/Apr/16	-250	Transfer	1654800	1.08
				13/May/16	-500	Transfer	1654300	1.08

BOARD'S REPORT CONTINUED

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		Number of Shares at the beginning of the year (April 1, 2016) and end of the year (March 31, 2017)	% of total shares of the Company				No. of Shares	
				27/May/16	-1250	Transfer	1653050	1.08
				10/Jun/16	-18750	Transfer	1634300	1.07
				17/Jun/16	-250	Transfer	1634050	1.07
				08/Jul/16	-2750	Transfer	1631300	1.07
				19/Aug/16	-22500	Transfer	1608800	1.05
				02/Sep/16	-500	Transfer	1608300	1.05
				07/Oct/16	-250	Transfer	1608050	1.05
				21/Oct/16	-6750	Transfer	1601300	1.05
				11/Nov/16	-4250	Transfer	1597050	1.04
				18/Nov/16	-11500	Transfer	1585550	1.04
				16/Dec/16	-1000	Transfer	1584550	1.04
				23/Dec/16	-750	Transfer	1583800	1.03
				06/Jan/17	-2500	Transfer	1581300	1.03
				13/Jan/17	-4250	Transfer	1577050	1.03
				03/Feb/17	-7500	Transfer	1569550	1.03
				10/Feb/17	-7500	Transfer	1562050	1.02
				24/Feb/17	-10250	Transfer	1551800	1.01
				03/Mar/17	-8750	Transfer	1543050	1.01
				10/Mar/17	-500	Transfer	1542550	1.01
				31/Mar/17	-8500	Transfer	1534050	1.00
	At the end of the year	1534050	1.00				1534050	1.00
8	Nordea International Fund Asian Sub-Fund							
	At the beginning of the year	1112795	0.73				1112795	0.73
				03/Jun/16	152039	Purchase	1264834	0.83
				10/Jun/17	1711	Purchase	1266545	0.83
				24/Jun/17	32975	Purchase	1299520	0.85
				30/Jun/17	42347	Purchase	1341867	0.88
				12/Aug/16	11644	Purchase	1353511	0.88
				19/Aug/16	9951	Purchase	1363462	0.89
				26/Aug/16	44938	Purchase	1408400	0.92
				11/Nov/16	14382	Purchase	1422782	0.93
				03/Mar/17	7846	Purchase	1430628	0.93
				10/Mar/17	17300	Purchase	1447928	0.95
	At the end of the year	1447928	0.95				1447928	0.95
9	Mondrian Emerging Markets Small Cap Equity Fund, L.P.							
	At the beginning of the year	1345131	0.88				1345131	0.88
				08/Apr/16	35400	Purchase	1380531	0.90
				15/Apr/16	56622	Purchase	1437153	0.94
				22/Apr/16	33526	Purchase	1470679	0.96
				27/May/16	150071	Purchase	1620750	1.06

BOARD'S REPORT CONTINUED

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		Number of Shares at the beginning of the year (April 1, 2016) and end of the year (March 31, 2017)	% of total shares of the Company				No. of Shares	
				17/Jun/16	4572	Purchase	1625322	1.06
				24/Jun/17	105428	Purchase	1730750	1.13
				16/Sep/16	-241534	Sale	1489216	0.97
				17/Mar/17	-80000	Sale	1409216	0.92
	At the end of the year	1409216	0.92				1409216	0.92
10	Sundaram Mutual Fund A/C Sundaram select Midcap							
	At the beginning of the year	1436070	0.94				1436070	0.94
				26/Aug/16	-2949	Sale	1433121	0.94
				02/Sep/16	-4915	Sale	1428206	0.93
				09/Sep/16	-77672	Sale	1350534	0.88
				02/Dec/16	-42548	Sale	1307986	0.85
				09/Dec/16	-6000	Sale	1301986	0.85
				16/Dec/16	-40	Sale	1301946	0.85
				23/Dec/16	-20223	Sale	1281723	0.84
				06/Jan/17	-4337	Sale	1277386	0.83
				03/Mar/17	-15663	Sale	1261723	0.82
	At the end of the year	1261723	0.82				1261723	0.82
11	*College Retirement Equities Fund - Stock Account							
	At the beginning of the year	1491129	0.97				1491129	0.97
				17/Jun/16	22310	Purchase	1513439	0.99
				24/Jun/16	136780	Purchase	1650219	1.08
				30/Jun/16	111096	Purchase	1761315	1.15
				01/Jul/16	55474	Purchase	1816789	1.19
				16/Sep/16	-329531	Sale	1487258	0.97
				23/Sep/16	-113681	Sale	1373577	0.90
				30/Sep/16	-52471	Sale	1321106	0.86
				07/Oct/16	-107237	Sale	1213869	0.79
				14/Oct/16	-42852	Sale	1171017	0.77
	At the end of the year	1171017	0.77				1171017	0.77
12	*Macquarie Emerging Markets Asian Trading Pte. Ltd.							
	At the beginning of the year	1431000	0.93				1431000	0.93
				05/Aug/16	-540000	Sale	891000	0.58
				26/Aug/16	-850000	Sale	41000	0.03
				21/Oct/16	-40000	Sale	1000	0.00
				18/Nov/16	1000	Purchase	2000	0.00
				13/Jan/17	-1000	Sale	1000	0.00
	At the end of the year	1000	0.00				1000	0.00

BOARD'S REPORT CONTINUED

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		Number of Shares at the beginning of the year (April 1, 2016) and end of the year (March 31, 2017)	% of total shares of the Company					
13	*Vanguard International Explorer Fund							
	At the beginning of the year	1438800	0.94				1438800	0.94
				23/Dec/16	-54803	Sale	1383997	0.904
				30/Dec/16	-47365	Sale	1336632	0.873
				06/Jan/17	-21782	Sale	1314850	0.859
				13/Jan/17	-18487	Sale	1296363	0.847
				20/Jan/17	-9827	Sale	1286536	0.841
				27/Jan/17	-166791	Sale	1119745	0.732
				03/Feb/17	-7384	Sale	1112361	0.727
				10/Feb/17	-79821	Sale	1032540	0.675
				17/Feb/17	-68108	Sale	964432	0.630
				24/Feb/17	-194024	Sale	770408	0.503
				03/Mar/17	-201359	Sale	569049	0.372
				10/Mar/17	-77173	Sale	491876	0.321
				17/Mar/17	-72633	Sale	419243	0.274
				24/Mar/17	-112735	Sale	306508	0.200
				31/Mar/17	-306508	Sale	0	0
	At the end of the year	0	0.00				0	0.00

Note:

1. Paid up Share Capital of the Company (Face Value ₹ 2.00) at the end of the year is 153,066,907 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total shares of the Company is based on the paid up Capital of the Company at the end of the Year.
 4. Details of top 10 shareholders are based on the data as on April 1, 2016 and March 31, 2017
- * Not in the list of Top 10 shareholders as on March 31, 2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on April 1, 2016

IV. v SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	Name of Directors / KMP	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		No. of shares at the beginning of the year (April 1, 2016) and at the end of the year (March 31, 2017)	% of total shares of the Company					
1	Mr. Ashokkumar Ruia							
	At the beginning of the year	3659594	2.39				3659594	2.39
					No Change			
	At the end of the year	3659594	2.39				3659594	2.39
2	Mr. Atul Ruia							
	At the beginning of the year	2403501	1.57				2403501	1.57
				30-Mar-17	-1257955	Interse Transfer between Promoters & Promoter Group	1145546	0.75
				30-Mar-17	-156445		989101	0.65
				30-Mar-17	1414400		2403501	1.57
	At the end of the year	2,403,501	1.57				2403501	1.57
3	Mr. Pradumna Kanodia							
	At the beginning of the year	Nil					Nil	
				12-Sep-16	10555	ESOP Allotment	10555	0.01
	At the end of the year	10555	0.01				10555	0.01

BOARD'S REPORT CONTINUED

Sl. No.	Name of Directors / KMP	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2016 to March 31, 2017)	% of total shares of the Company
		No. of shares at the beginning of the year (April 1, 2016) and at the end of the year (March 31, 2017)	% of total shares of the Company					
4	Mr. Shishir Shrivastava							
	At the beginning of the year	47200	0.03				47200	0.03
	At the end of the year	77200	0.05	7-Jun-16	30000	ESOP Allotment	77200	0.05
5	Mr. Amit Dalal							
	At the beginning of the year	Nil					Nil	Nil
	At the end of the year	Nil			No Change		Nil	Nil
6	Mr. Amit Kumar Dabriwalal							
	At the beginning of the year	Nil					Nil	Nil
	At the end of the year	Nil			No Change		Nil	Nil
7	Mr. Sivaramkrishnan Iyer							
	At the beginning of the year	Nil					Nil	Nil
	At the end of the year	Nil			No Change		Nil	Nil
8	Ms. Shweta Vyas							
	At the beginning of the year	Nil					Nil	Nil
	At the end of the year	Nil			No Change		Nil	Nil
9	Ms. Puja Tandon							
	At the beginning of the year	Nil					Nil	Nil
	At the end of the year	Nil			No Change		Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(In ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,71,19,85,850	1,50,00,00,000	-	8,21,19,85,850
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	34,950,398	3,52,99,180	-	7,02,49,578
Total (i+ii+iii)	6,74,69,36,248	1,53,52,99,180		8,28,22,35,428
Change in Indebtedness during the financial year				
- Addition	798,183,471	-	-	798,183,471
- Reduction	-	(1,535,299,180)	-	(1,535,299,180)
Net Change	798,183,471	(1,535,299,180)	-	(73,71,15,709)
Indebtedness at the end of the financial year				
i) Principal Amount	7,506,559,484	-	-	7,506,559,484
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	38,560,235			38,560,235
Total (i+ii+iii)	7,545,119,719	-	-	7,545,119,719

BOARD'S REPORT CONTINUED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

						Amount in ₹
Sl. No.	Particulars of Remuneration	Mr. Ashokkumar Ruia	Mr. Atul Ruia	Mr. Pradumna Kanodia [#]	Mr. Shishir Shrivastava [#]	Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	10,000,000	10,000,000	-	-	20,000,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
	Others, please specify	-	-	-	-	-
5	Total (A)	10,000,000	10,000,000	-	-	20,000,000
	Ceiling as per the Act*					161,308,941

*Being 10% of the Net Profit of the Company calculated as per Section 197 of the Companies Act, 2013

[#]Mr. Pradumna Kanodia has been granted 105,556 Stock Options on March 26, 2015

[#] Mr. Shishir Shrivastava has been granted 20,000 Stock Options on October 24, 2016

B. Remuneration to Other Directors

						Amount in ₹
Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
		Mr. Amit Dalal	Mr. Amit Kumar Dabriwala	Mr. Sivaramakrishnan Iyer	Ms. Shweta Vyas	
1	Independent Directors					
	Fee for attending board / committee meetings	120,000	180,000	90,000	180,000	570,000
	Commission	325,000	325,000	325,000	325,000	1,300,000
	Others, please specify	-	-	-	-	-
	Total (1)	445,000	505,000	415,000	505,000	1,870,000
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	TOTAL B = (1+2)	445,000	505,000	415,000	505,000	1,870,000
	Ceiling as per the Act*	-	-	-	-	16,130,894
	Total Managerial Remuneration (A+B)	-	-	-	-	21,870,000
	Overall Ceiling as per the Act**	-	-	-	-	177,439,835

*Being 1% of the Net Profit of the Company calculated as per Section 197 of the Companies Act, 2013

**Being 11% of the Net Profit of the Company calculated as per Section 197 of the Companies Act, 2013

BOARD'S REPORT CONTINUED

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Amount in ₹

Sl. No.	Particulars of Remuneration	Ms. Puja Tandon Company Secretary	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2,782,008	2,782,008
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
	Others, please specify	-	-
5	Total (A)	2,782,008	2,782,008

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give details)
A. Company					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. Directors					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. Other Officers in Default					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

On behalf of the Board of Directors
For The Phoenix Mills Limited

Place: Mumbai
Date: August 2, 2017

Ashokkumar Ruia
Chairman & Managing Director
DIN: 00086762