



Corp. Office: Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R. Hosiery, Off Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

April 25, 2023

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra East,
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Compliance Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2023

Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Compliance Certificate issued by M/s Rathi & Associates, Practicing Company Secretaries for the financial year ended March 31, 2023.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For **The Phoenix Mills Limited**

Gajendra Mewara
Company Secretary

Encl.: as above

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

**COMPLIANCE CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI
(LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

We have examined all relevant records relating to The Phoenix Mills Limited (hereinafter referred to as "the Company") for the period from April 1, 2022 to March 31, 2023, maintained by Link Intime India Private Limited (hereinafter referred to as "the Registrar & Share Transfer Agents" or "the RTA") produced before us for the purpose of issuing a certificate under Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Notifications dated May 5, 2021 and January 24, 2022 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022, and based on our examination, information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of our certification, we hereby certify that during the financial year ended March 31, 2023, the RTA has issued Letter of Confirmation, within the stipulated time period, as per SEBI's operational guidelines, as the case may be in respect of applications lodged for:

- transmission of securities;
- deletion of name of the deceased holder(s) of securities; and
- issue of duplicate securities certificate

We further certify that no requests were received for transfer, transposition of shares, sub-division, consolidation, renewal, exchange, or endorsement of calls / allotment monies of shares held in physical mode.

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU KAMDAR
PARTNER

MEM. NO.: FCS 5171

COP. NO.: 3030

UDIN: F005171E000188618

P.R. CERT. NO.: 668/2020

Place: Mumbai

Date: April 25, 2023