THE PHOENIX MILLS LIMITED

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CIN No. : L17100MH1905PLC000200

Date: August 26, 2019

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/ Madam,

Sub: Compliance under Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In compliance with Regulation 30 and 34 of the Listing Regulations, please find enclosed the following:

1. Annual Report of The Phoenix Mills Limited ("Company") for the financial year 2018-19.

2. Notice of the 114th Annual General Meeting ("AGM") of the Company along with the Attendance Slip and Proxy Form.

The same is being dispatched to the Members of the Company by the permitted mode(s).

The Annual Report and related documents are also available on the website of the Company at http://www.thephoenixmills.com.

Kindly take the above on record and acknowledge receipt of the same.

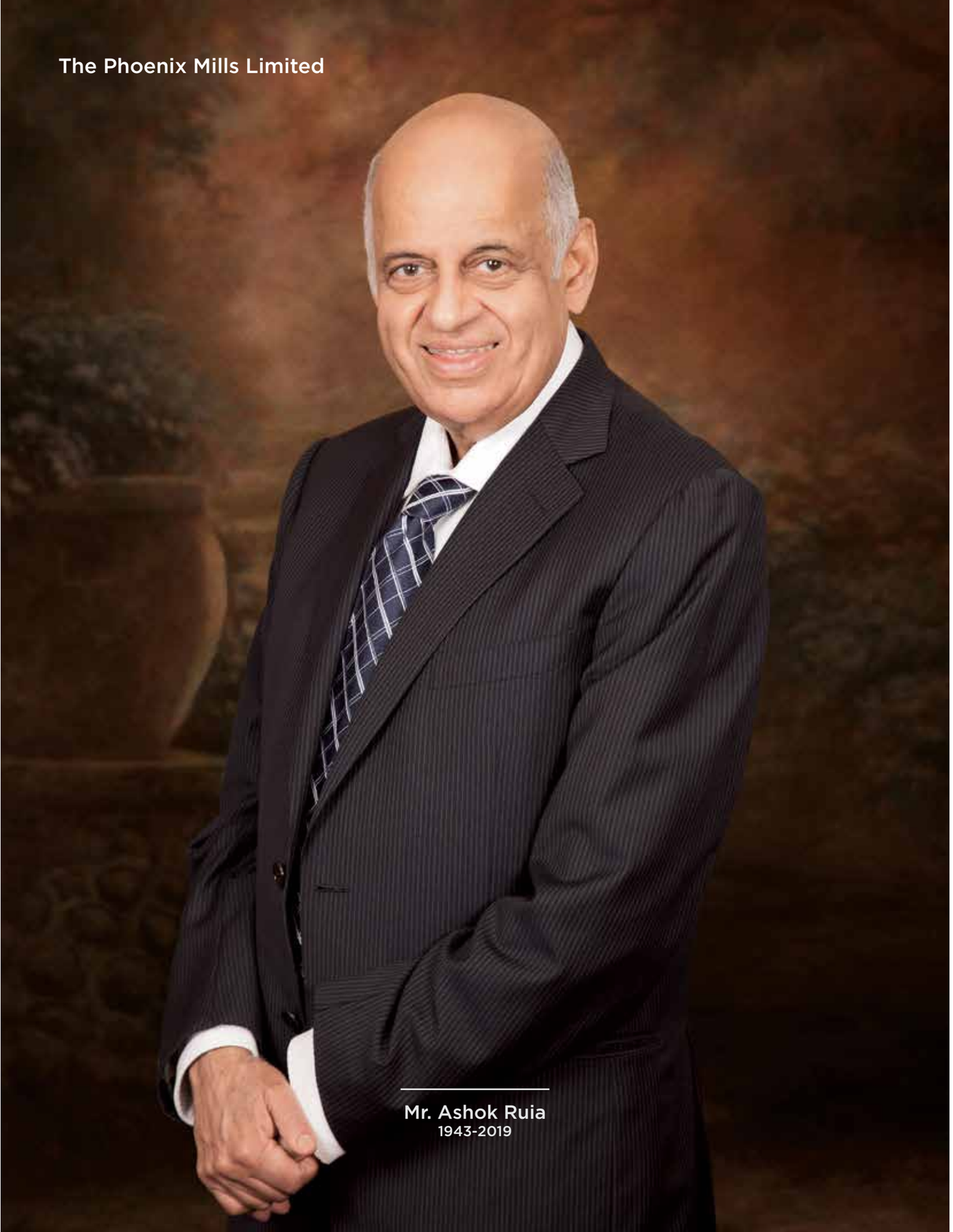
Thanking you.

For **The Phoenix Mills Limited**

Gajendra Mewara
Company Secretary and
Compliance officer

The Phoenix Mills Limited

Encl.: As above



Mr. Ashok Ruia
1943-2019

THE PHOENIX MILLS LIMITED

Performing with
PRACTICE and PRECISION.



Mr. Ashok Ruia
1943-2019

Mr. Ashokkumar Ruia was a visionary leader, an entrepreneur and a philanthropist. He was also an individual with unconquerable will, endless optimism and unfailing kindness.

As a member of the Board for The Phoenix Mills Limited (PML) since 1963, Mr. Ruia had vast experience of managing corporate affairs. He was a visionary that shaped PML's transformation, and actively mentored the leadership team in various aspects of the Company's plans. Besides business, Mr. Ruia also had an active career in sports. He had the unique distinction of representing the country in two sports, Bridge and Golf, demonstrating an inimitable desire to excel in whatever he undertook.

He surrounded himself with strong people and ideas, leading them to succeed in all endeavours with untiring support. Today, Mr. Ruia's legacy continues to shine through PML, a company that he built and nurtured with an intense determination to establish a unique retail-led real estate development model. Taking PML to its ultimate glory will be the best way we can celebrate his spectacular journey.

Mr. Ashok Ruia's contribution has touched the lives of many, especially all of us in the PML family. It is hard to live up to his optimism, ambition, human touch, passion and so much else. His legacy is one that is rare, valuable, and ours to uphold. It is a legacy based on strong values and vision, and will continue to inspire us for our journey ahead.

– The Phoenix Mills Family

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Performing with
PRACTICE and PRECISION.

The coming together of a symphony is simple yet intricate. Each individual instrumentalist — a skilled master in his or her own right — must know how to collaborate, and follow the same musical blueprint in harmony with a team of many other instrumentalists. With a clear idea of what the composer intended us to hear, a conductor needs to have a clear vision to set the tempo, and ensure every member of the orchestra is in sync to produce harmonious resonance that is consistent and accurate.

At The Phoenix Mills Limited, we endeavour to approach the next decade of our growth with the same practice, precision and congruity to perform our self-composed symphony immaculately.

Over the past five years, PML has transformed itself into a mixed-use real estate company, consistent in growth and performance.

Our vision for the next 10 years is clear. We aim to Consolidate our position as India's largest retail led mixed use developer.

With the strength of our experience on our side, we have the blueprint, leadership and skill-sets to perform our symphony with practice and precision.





AT A GLANCE

We specialise in the ownership, management and development of iconic large format retail-led mixed-use properties that include shopping, entertainment, commercial, residential and hospitality assets.

Today, we have interests in 8 irreplaceable large-scale retail assets – making up close to 6 million square feet across 6 Indian city centres. With our prime retail, commercial, residential and hospitality properties in Mumbai, Bangalore, Chennai, Pune, Lucknow and Bareilly plus under development assets in Ahmedabad and Indore; we are emerging as a leading realty company of India that is both highly integrated and asset-class diversified at the same time.



Snapshot of FY2019

₹ 68.9 Billion
Retail Consumption

₹ 9.9 Billion
Rental Income

Assets Overview

17.5+ Million Sq. Ft.
in Retail, Hospitality, Commercial and Residential Assets developed

Retail

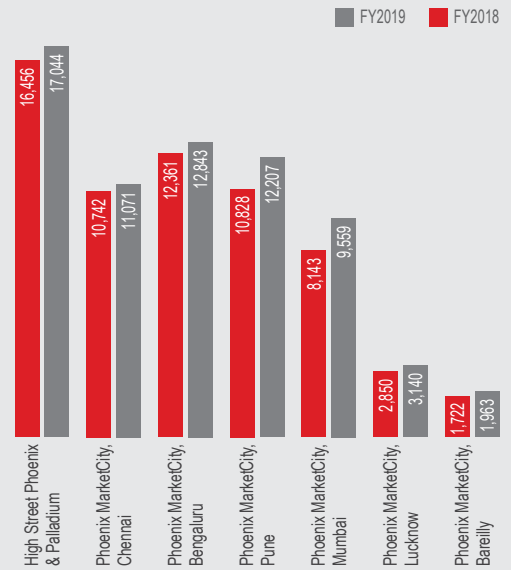
8 Malls
in 6 cities with an operational portfolio of 6 million square feet of leasable area

5 Malls
over 4.9 million square feet of leasable area under development

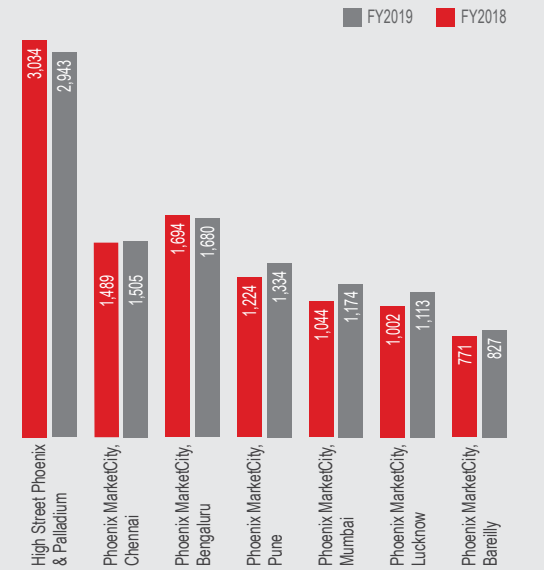
Our Vision

To create shareholder value by generating exceptional yields from the capital growth, sale and lease of architecturally superior and difficult to replicate assets, that are truly world class in quality and infrastructure. To create a superior business environment for our many local and international retailers and partners, by growing a loyal customer flow to our assets by consistently delighting and engaging the India consumer.

Consumption across Malls (₹ Million)



Trading Density across Malls (₹ /Sq. Ft./Month)



Commercial & Hospitality

5
Operational commercial centres in 2 cities

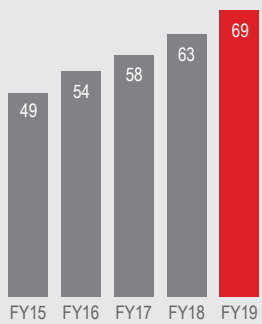
2
Commercial centres under development

2
Operational hotels

Residential

1
Residential projects under development

Rising Aggregate Consumption in Retail Assets (₹ Billion)



Message from the Chairman &
Managing Director



From where we stand today, I feel privileged to be associated with an inspired team of people, for whom delivering consistently is now a way of life.

ATUL RUIA

Dear Shareholders,

To start, I would like to dedicate this year's report to a man that has been the most influential and important person in my life, and that of our company. We shall all greatly miss the guidance, wisdom and love that my father Mr. Ashok Ruia bestowed on us. It is with a heavy heart that I take on his responsibilities, and am fully committed to the future of the Phoenix Mills family.

This year, the theme of our annual report is based on our organisation's ability to perform with practice and precision. We compare the way we work to the execution of a complex symphony. Like a team of skilled musicians, led by an conductor to execute the vision of a composer, over the years, we too have the clear vision, the time-tested strategic blueprint, the experienced leadership teams and seasoned talent to ensure precision and success in our execution going forward.

The year under review was a year of exceptional performance, growth and success. From where we stand today, I feel privileged to be associated with an inspired team of people, for whom delivering consistently is now a way of life. Our management team and our dedicated employees are adding value to your Company every single day, while dealing adeptly with the complexities of market conditions and business challenges. In particular, we have responded well to managing multiple moving parts of an increasingly complex enterprise, and countered the challenges of slower than expected economic growth. Your Company's notable success, year after year, is a monument to our strong management skills, and the long-lasting bond we've established with the consumers of the cities we operate in.

Our Financial Performance

FY2019 was an excellent year for PML and was well in line with our strategies and expectations. In most part, our performance for the year was the outcome of the operational excellence we exhibited. Our strategies for culling in efficiencies, no matter how small they might be, also contributed to the growth in our aggregate profitability. FY2019 has been the first full year of operations after we consolidated our stakes across our multiple assets through FY2018, and, not surprisingly, the benefits of bolstering our ownership across multiple assets can now be observed in our consolidated numbers.

By the end of FY2019, our operations recorded a consolidated revenue of ₹ 19,816 million, which grew by 22% YoY. Underlining our performance, our EBITDA landed a total of ₹ 9,931 million, which grew by a commendable 28% YoY. Our portfolio, that encompasses retail developments, commercial offices, residential development and hotels, witnessed sustained improvements in our operational performance across the board, leading to an exceptional 74% YoY jump in our Profit After Tax (PAT), to finally stand at ₹ 4,210 million. In all respects, FY2019 produced an excellent year's performance numbers, and sets the Company even stronger for the future.

Growing consumption trends within India's Urban Centres

Year after year, India's consumer market is steadily realizing its long-term promise. We saw this trend early on and planned for it with perfect timing. Years in the making, we relied on vision, conviction and smart capital, to develop our Phoenix MarketCity concept. Our irreplaceable assets are a true reflection of today's urban lifestyle, and we are advantageously placed within the urban consumption story of India. Every year, as the middle class widens and our shoppers become more prosperous, we are witnessing consistent growth in quality footfalls, and aggressive demand for space from leading global and domestic brands. We remain highly confident in our capabilities to continuously attract higher quality footfalls, catered to by relevant and admirable brands in the years to come.

Acquiring Marquee Land parcels and Brownfield Projects

In line with our strategy to own and operate around 12 million square feet of retail assets by 2023, more than double than what we have today, FY2019 saw several strategic acquisitions taking place towards achieving this goal. During financial year under review, we successfully acquired 13 acres of land at Hebbal, Bengaluru. Hebbal is almost 19 km away from Phoenix MarketCity Bangalore, with strategic and easy access to key commercial and residential clusters. Here, we plan to build another retail-led mixed-use asset, featuring next-gen design concepts and innovation. Over the coming years, we will have two prized retail assets in Bengaluru, each catering to their respective micro-market catchments within this increasingly prosperous city.

We also bought out an under-construction mall in Lucknow, the capital city of India's most populous state - Uttar Pradesh. Spread over 13.5 acres of land, we expect to complete our construction works and commence fit-out during FY20.

Apart from these, PML has entered into a 50:50 Joint Venture with BSafal Group, to develop a luxury retail development 'Palladium' of 0.7 Million Sq. Ft.. The city of Ahmedabad is well known for its prosperity and affluent middle-class population base. We expect this luxury mall to fit in well as a highly differentiated offering to serve an un-tapped upmarket segment.

Segment Wise Business Performance of PML

I am pleased to inform you that we continue to show a good showing secularly across all our business segments. To begin with, we clocked up ₹ 68.87 billion in the retail consumption at all our malls for FY2019. This was an improvement of 9% compared to the previous year. Our rental income stood at ₹ 9,913 million, up strongly by 14% YoY.

During the year under review, our total top-line numbers also benefited from the completion of our marquee residential development 'Kessaku' in Bangalore. Overall, the residential portfolio contributed a revenue of ₹ 3,795 million.

Finally, our core portfolio, comprising of our retail developments, commercial offices and hotels, continued to deliver their robust performances through the year, and reported a combined top line of ₹ 16,020 million for the full year and a PAT of ₹ 3,222 million, which grew by 51% YoY. This outcome is a vivid testimony to our strong efforts on continuously improving the consumption density per square feet at each of our malls.

Phoenix MarketCity, Mumbai – Joining the Club of Stellar Performers

During FY2019, Phoenix MarketCity, Mumbai produced remarkable performance for a third year in a row. In FY2019, consumption at the mall rose by 17% to ₹ 9,599 million, with a CAGR growth of 17% over the last three years. Today, helped by the multiplier effect of thousands of people working within our large leased-out office spaces at Art Guild House adjacent to the mall, the outlook for Phoenix MarketCity Mumbai appears to be

quite promising. With great urban transport connectivity, and various re-generation activities taking shape in and around the Kurla area, we are witnessing steady improvements in the property's trading density, which approached nearly ₹ 1,200 per square foot in FY2019. The strong operational performance has also resulted in the solid 28% growth in the mall's EBITDA, to reach ₹ 1,188 million by the end of FY2019. As I had mentioned at the outset three years ago, Mumbai has continued to deliver on my expectations of healthy performance, year after year. Just as High Street Phoenix in Lower Parel has demonstrated over its long history, I expect Phoenix MarketCity Mumbai to be another true example of how a retail mixed-use iconic asset can be transformed into a destination centre within a city.

The St. Regis, Mumbai – The Best in Class

Our flagship hotel, The St. Regis, Mumbai is renowned for its unmatched Indian luxury and personalised service, creating extraordinary experiences and a contemporary ambiance for all its guests. It has accomplished a strong acceptance by affluent travellers from across the world, and has elevated Mumbai's luxury hospitality landscape to another level. During FY2019, The St. Regis, Mumbai witnessed another year of strong operating performance. The average occupancy at the hotel was 80% during the year with an Average Room Rate (ARR) of ₹ 12,154, up 4% YoY. This resulted in an increase of 9% YoY in total income to ₹ 3,042 million while the operating profit increased 15% YoY to ₹ 1,234 million. We have utilized the strong cash flows from the hotel to reduce overall debt by ₹ 1,720 million from ₹ 6,500 million to ₹ 4,780 million over a span of 30 months.

Going Forward

Today, PML stands as an undisputed retail-led property leader within India. Given the rising consumption story of India, we are strategically placed across key urban consumption centres for growth, and continue to maintain a strong balance sheet to expand our asset base. Our rich experience, goodwill with retailers and customers and ability to consistently generate strong free cash flows, has put us in a comfortable position to make our journey towards future targets. With each passing year, PML continues to become a stronger institution that is highly committed to deliver exceptional long-term value. We look forward to an exciting FY2020 with our readiness to make the most of the opportunities that the year has to offer.

On behalf of the management and the Board of Directors, I would like to take this moment to thank all our staff, shareholders, business partners, and associates for their unceasing support and commitment to your Company. Thank you for being a part of our on-going success story.

With Regards,

Atul Ruia
Chairman & Managing Director

Joint Managing Director's Message



This financial year, we comfortably achieved our set performance and growth targets, and have now reached an exciting point in our journey from where we enjoy a whole new level of operational scale, capital, speed and management bandwidth to grow from.

SHISHIR SHRIVASTAVA

Dear Shareholders,

FY2019 was a year of solid achievements for The Phoenix Mills Limited, as we expanded our business, amplified our profitability, and refined our key strategic initiatives that gear us towards doubling our asset base by FY2023. Most importantly, we comfortably achieved our performance and growth targets set for FY2019, distinguishing us from competition. We have now reached a momentous juncture in our journey, where we enjoy a whole new level of operational scale, capital speed and management bandwidth to grow from.

The Journey of Phoenix MarketCity

In early 2000's, we introduced India's first hyper market concept with the launch of Big Bazaar's first store in conjunction with Food Bazaar at the High Street Phoenix (HSP), Mumbai. As a case study, the performance of our first mixed-use property was thrilling and the concept was rapidly accepted and appreciated by consumers. This led to HSP gradually emerging as an ideal model in terms of retail-led development centres in India.

Inspired by the magnificent success of our first mixed-use asset, we went into the multi-city expansion of our realty portfolio under the 'Phoenix MarketCity' concept. Our Phoenix MarketCity concept is a product of long-term vision, and a deep appreciation of the potential of consumption in India.

Our strategy was to make our malls obvious destinations to experience a wide range of experiences. Today, our Phoenix MarketCity malls stand in a class of their own when it comes to strong architectural designs; vast

event spaces, which play host to the best events in the city; serene, secure ambiences for the public that are friendly, relaxing and inviting; unmatched F&B options for fine dining and fast food; parking capacities for all kind of vehicles; and finally in terms of being home to today's most sought after brands.

Our malls are consumption hubs and surrounding these consumption power-centres, we have built magnificent commercial, residential and hospitality spaces that create a mixed-use multiplier effect — now a hallmark feature of the Phoenix MarketCity concept. Today, the retail portion in our mixed-use portfolio exceeds 5.9 Million Sq. Ft., and is spread across Mumbai, Chennai, Pune, Bangalore, Lucknow and Bareilly. We further have operational commercial space of 1.80 Million Sq. Ft. complementing the retail centers in Mumbai and we are adding to the commercial office space with new office projects (>4.2 Million Sq. Ft. in leasable area) in various stages of planning and development.

As of FY2019, consumption at our operating malls stood at ₹ 68.90 billion (reaching almost US$1 billion), marking a YoY increase of 9%. I would also like to mention that, during FY2019, all our Phoenix MarketCity malls have shown healthy progress and are poised to follow a consistent growth path over the next few years.

With our current pipeline of ongoing projects, we aim to own and operate more than 16.9 Million Sq. Ft. of annuity income earning retail & commercial assets by FY2023. With a strong belief in India's consumption story, and a proven track record of managing multiple large-scale asset development projects concurrently, we are well on track to convert our ambitious plans and deliver value for our shareholders. We look to the future with positivity and confidence, as we believe we are capable of generating superior returns through the intelligent and judicious allocation of capital to develop the various greenfield and brown-field assets we have recently acquired.

With our current pipeline of ongoing projects, we aim to own and operate more than 16.9 Million Sq. Ft. of annuity income earning retail & commercial assets by FY2023.

Progress of Our Portfolio

Further with a vision to double our retail footprint and create the next generation, benchmark setting "malls of the future", we successfully concluded five acquisitions across India between August 2017 and July 2018. We acquired land parcels in Pune, Bengaluru and Ahmedabad, and two under-construction retail assets in Lucknow and Indore. Three of these acquisitions (Pune, Bangalore, Indore) are through our strategic alliance with CPPIB, while Lucknow is 100% owned by PML and Ahmedabad is a joint venture with the local B-Safal group. As a result, these deals have taken our under-developed mixed-use portfolio to 4.9 Million Sq. Ft. in FY2019.

I would also like to highlight the progress we're making on our projects in our pipeline. The construction has been in full swing across the upcoming Phoenix MarketCity malls in Pune, Bangalore, Indore, Lucknow, as well as our Palladium Mall in Ahmedabad. Furthermore, Lucknow is on track to be the next operational retail asset by second half of FY2020.

Besides the new retail developments, I am pleased to inform you that we also plan to develop retail and commercial office spaces at High Street Phoenix, which will serve as an extension to our retail and commercial space at Lower Parel, Mumbai. This project will strengthen the business of PML with an

Joint Managing Director's Message



expansion in our retail and office portfolio and further consolidate High Street Phoenix as Mumbai's top retail destination. We will share more details on this development during the course of the coming year.

Besides retail, we have a clear priority to add commercial office spaces on top of our existing retail assets by leveraging and monetising our balance development potential. The commercial offices are a good complement to the retail developments and provide a Grade A captive catchment for enhancing weekday consumption at the mall. At present, we have construction underway at Vimannagar Pune (Fountainhead – Tower 2&3) and expect to commence construction for a commercial office on top of Palladium Chennai with leasable area of approximately 0.42 Million Sq. Ft. in H2 FY2020. Further we are currently at planning stages for an additional 3.2 Million Sq. Ft. of office space at our retail centers in Lower Parel Mumbai, Whitefield Bangalore, Wakad Pune and Hebbal Bangalore.

On the residential front, FY2019 was a significant year as we completed the development of the five towers at Kessaku and received Occupation Certificate in March 2019. Further in April 2019, we received the Occupation Certificate for Tower 6 in One Bangalore West. The cashflows generated through sale of the unsold inventory will be a source of significant free cash flows in the coming years. We plan to deploy these free cashflows into value accretive opportunities for either new growth opportunities or bringing down debt on selected assets or increase dividend pay-outs.

Between now and FY2023, we're keeping a very close watch on delivering on our ongoing developments. Post FY2023, we plan to add 1 Million Sq. Ft. of retail assets to our portfolio each year.

The 10 Year Plan of PML

PML has always believed in its business model, seasoned management team, dedicated staff, continuing underlying growth and potential. We have a clear vision of where we want to see PML in the next ten years. Between now and FY2023, we're keeping a very close watch on delivering on our undergoing developments.

Post FY2023, we plan to add 1 Million Sq. Ft. of retail assets to our portfolio each year. We see strong growth prospects in the Tier I markets such as Kolkata, Delhi and Gurgaon, Hyderabad and Chandigarh besides existing markets such as Mumbai and Chennai. Accordingly, we will continue to evaluate new Tier I consumption markets opportunistically to expand our footprint across India. As India grows, there will be continuous demand for high quality commercial spaces.

With these clearly marked goal posts, we have an explicit strategy in place, supported by well-drawn out action plans and well-resourced capital budgeting.

Going Forward

Through our focus, design and customer service, we have created a brand that is trusted by our customers across multiple asset classes. Looking ahead, we are well set to deliver on our commitments, with the full support and encouragement of our various stakeholders.

I would like to thank our Board members for their wisdom and continued guidance. We look forward to your continued support in PML's growth journey as we create long-term value for our stakeholders.

Shishir Shrivastava
Joint Managing Director

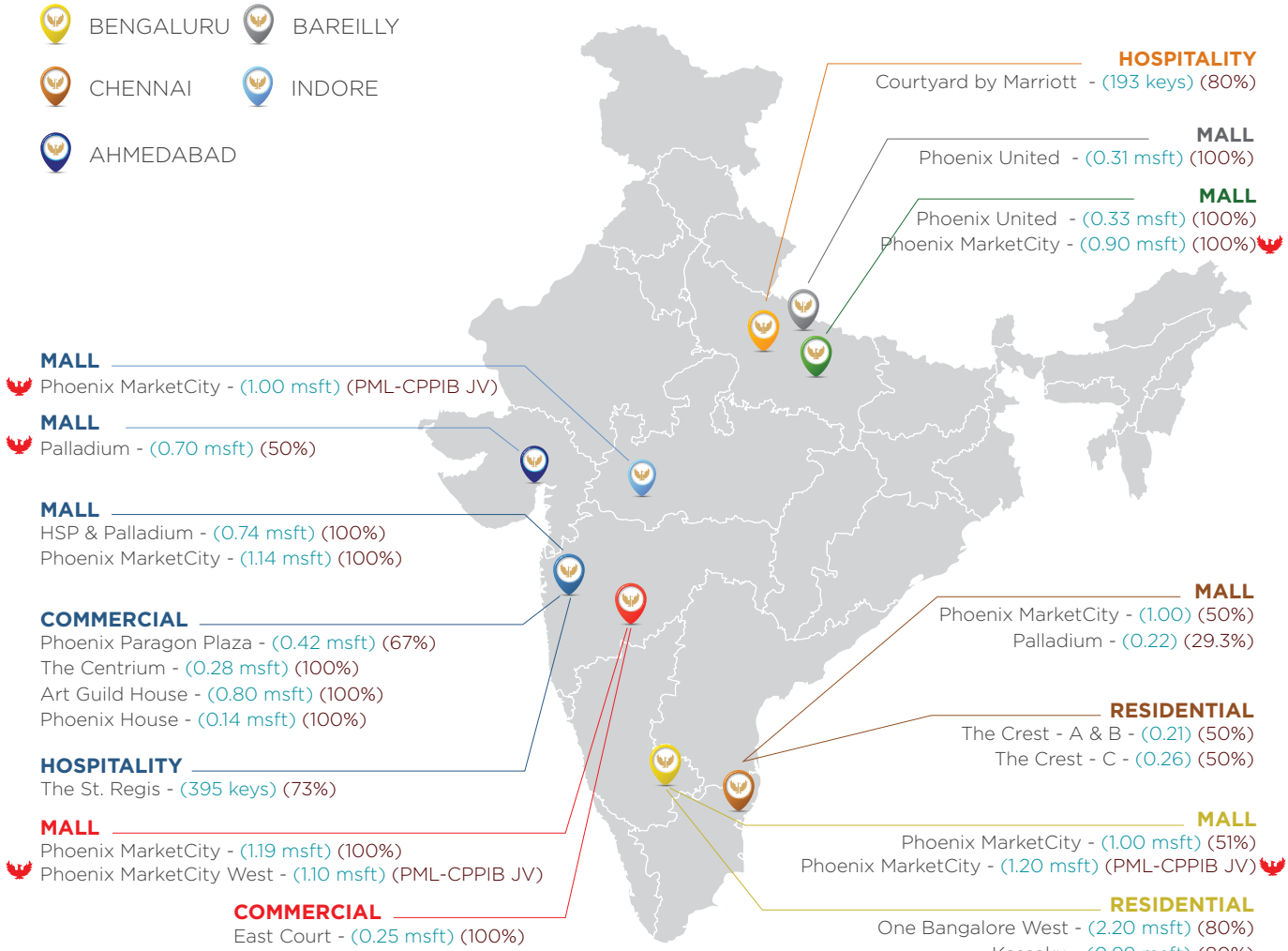
Our Pan
India Presence

OUR PAN INDIA PRESENCE

We have 8 malls in 6 gateway cities, with leasable area of 6 million sq. ft. leasable, with an additional 5 malls with 4.9 million sq. ft. leasable area under development.

MUMBAI
PUNE
BENGALURU
CHENNAI
AHMEDABAD
LUCKNOW
AGRA
BAREILLY
INDORE

AREA | PML's OWNERSHIP | UNDER DEVELOPMENT



HOSPITALITY
Courtyard by Marriott - (193 keys) (80%)

MALL
Phoenix United - (0.31 msft) (100%)

MALL
Phoenix United - (0.33 msft) (100%)
Phoenix MarketCity - (0.90 msft) (100%)

MALL
Phoenix MarketCity - (1.00 msft) (PML-CPPIB JV)

MALL
Palladium - (0.70 msft) (50%)

MALL
HSP & Palladium - (0.74 msft) (100%)
Phoenix MarketCity - (1.14 msft) (100%)

COMMERCIAL
Phoenix Paragon Plaza - (0.42 msft) (67%)
The Centrium - (0.28 msft) (100%)
Art Guild House - (0.80 msft) (100%)
Phoenix House - (0.14 msft) (100%)

HOSPITALITY
The St. Regis - (395 keys) (73%)

MALL
Phoenix MarketCity - (1.19 msft) (100%)
Phoenix MarketCity West - (1.10 msft) (PML-CPPIB JV)

COMMERCIAL
East Court - (0.25 msft) (100%)
Fountainhead Tower I - (0.16 msft) (75%)
Fountainhead Tower II & III - (0.54 msft) (75%)

MALL
Phoenix MarketCity - (1.00) (50%)
Palladium - (0.22) (29.3%)

RESIDENTIAL
The Crest - A & B - (0.21) (50%)
The Crest - C - (0.26) (50%)

MALL
Phoenix MarketCity - (1.00 msft) (51%)
Phoenix MarketCity - (1.20 msft) (PML-CPPIB JV)

RESIDENTIAL
One Bangalore West - (2.20 msft) (80%)
Kessaku - (0.99 msft) (80%)

msft = Million Sq. Ft.

Our Business Model

OUR BUSINESS MODEL

We create value by developing new properties for long term investment; ensuring superior design and architecture of our assets; executing projects soundly; producing the highest quality; enhancing returns through active asset management; creating and acquiring exceptional assets with strong cash flows and potential; having a deep understanding of India's urban markets; capitalising on client relationships; and striving for excellence in our corporate governance.

RETAIL
Own, Develop and Manage Retail Assets

COMMERCIAL
Develop and own Commercial Assets in Tier-1 Cities

RESIDENTIAL
Develop and Sell Residential Assets in Tier-1 Cities

HOSPITALITY
Own and Develop Hospitality Assets



OUR ASSET SUMMARY

Projects Delivered So Far

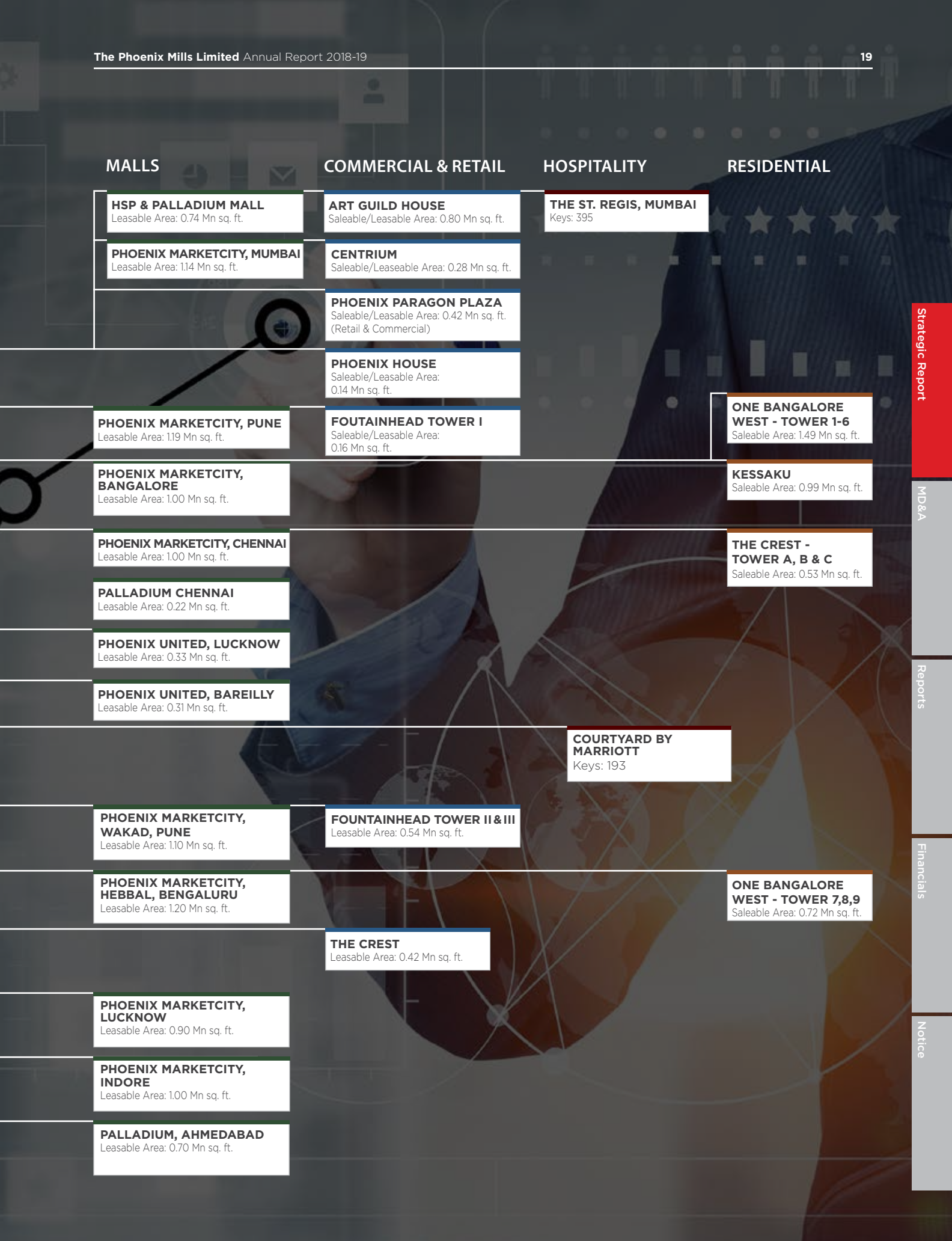
The existing real estate development portfolio of The Phoenix Mills Limited (PML) primarily comprises retail-led, mixed-use developments in prime locations. The portfolio includes four types of developments: Retail, Commercial, Residential and Hospitality at Mumbai, Pune, Bengaluru, Chennai, Lucknow, Bareilly and Agra.

- MUMBAI
- PUNE
- BENGALURU
- CHENNAI
- LUCKNOW
- BAREILLY
- AGRA

Projects Under Construction

We have embarked on a new journey to grow our retail portfolio from 6 Million Sq. Ft. to 12 Million Sq. Ft. Our new projects are in key cities like Pune, Bengaluru, Indore, Lucknow and Ahmedabad.

- PUNE
- BENGALURU
- CHENNAI
- LUCKNOW
- INDORE
- AHMEDABAD



MALLS

HSP & PALLADIUM MALL
Leasable Area: 0.74 Mn sq. ft.

PHOENIX MARKETCITY, MUMBAI
Leasable Area: 1.14 Mn sq. ft.

PHOENIX MARKETCITY, PUNE
Leasable Area: 1.19 Mn sq. ft.

PHOENIX MARKETCITY, BANGALORE
Leasable Area: 1.00 Mn sq. ft.

PHOENIX MARKETCITY, CHENNAI
Leasable Area: 1.00 Mn sq. ft.

PALLADIUM CHENNAI
Leasable Area: 0.22 Mn sq. ft.

PHOENIX UNITED, LUCKNOW
Leasable Area: 0.33 Mn sq. ft.

PHOENIX UNITED, BAREILLY
Leasable Area: 0.31 Mn sq. ft.

PHOENIX MARKETCITY, WAKAD, PUNE
Leasable Area: 1.10 Mn sq. ft.

PHOENIX MARKETCITY, HEBBAL, BENGALURU
Leasable Area: 1.20 Mn sq. ft.

PHOENIX MARKETCITY, LUCKNOW
Leasable Area: 0.90 Mn sq. ft.

PHOENIX MARKETCITY, INDORE
Leasable Area: 1.00 Mn sq. ft.

PALLADIUM, AHMEDABAD
Leasable Area: 0.70 Mn sq. ft.

COMMERCIAL & RETAIL

ART GUILD HOUSE
Saleable/Leasable Area: 0.80 Mn sq. ft.

CENTRIUM
Saleable/Leaseable Area: 0.28 Mn sq. ft.

PHOENIX PARAGON PLAZA
Saleable/Leasable Area: 0.42 Mn sq. ft. (Retail & Commercial)

PHOENIX HOUSE
Saleable/Leasable Area: 0.14 Mn sq. ft.

FOUTAINHEAD TOWER I
Saleable/Leasable Area: 0.16 Mn sq. ft.

FOUNTAINHEAD TOWER II & III
Leasable Area: 0.54 Mn sq. ft.

THE CREST
Leasable Area: 0.42 Mn sq. ft.

HOSPITALITY

THE ST. REGIS, MUMBAI
Keys: 395

COURTYARD BY MARRIOTT
Keys: 193

RESIDENTIAL

ONE BANGALORE WEST - TOWER 1-6
Saleable Area: 1.49 Mn sq. ft.

KESSAKU
Saleable Area: 0.99 Mn sq. ft.

THE CREST - TOWER A, B & C
Saleable Area: 0.53 Mn sq. ft.

ONE BANGALORE WEST - TOWER 7,8,9
Saleable Area: 0.72 Mn sq. ft.

OUR TWO-DECADE DYNAMIC EVOLUTION

1999-2005

CONCEPT THROUGH REALITY

- Evolution of HSP from a textile mill into an entertainment hub into a shopping and entertainment destination
- Blueprint for the concept of creating urban consumption hubs

2006-2012

SCALED UP

- Large-city centric land parcels acquired for creating integrated, retail-led mixed-use destination
- In Phase 1 of development, operationalised Phoenix MarketCity malls in Pune, Bengaluru, Mumbai and Chennai

We have established ourselves as the hub of organised retail as we go about revitalising urban retailing downtown with modern-day urban sanctuaries of joy. Over the years, we have operationalised several other asset classes, which besides complementing our retail development, has also facilitated us in reporting strong consumption growth and sustained rental income over the years.



2013-2017

EXCELLED

- Established market leadership of malls in respective cities
- Operationalised asset classes of Residential, Commercial and Hospitality, complementing the existing retail development
- Progressively consolidated our equity stakes across assets

CURRENT

CYCLE CONTINUES

- Strong consumption growth = Sustained rental income growth
- Grow retail portfolio from 6 Million Sq. Ft. to ~12 Million Sq. Ft.
- Established alliance with CPPIB for retail-led, mixed-use developments:
  - Acquired land parcel at Wakad, Pune
  - Acquired land parcel at Hebbal, Bangalore
  - Acquired under construction retail asset in Indore
- Acquired under construction retail asset in Lucknow
- Acquired a land parcel in Ahmedabad in a 50:50 JV

BOARD OF DIRECTORS



MR. ATUL RUIA

Chairman & Managing Director

Mr. Atul Ruia is a graduate in Chemical Engineering from the University of Pennsylvania and holds a degree in Business Management from the Wharton School of Finance. He joined the Board of PML in 1996 and is the key visionary, pioneer and force behind the development of High Street Phoenix, Mumbai's first retail-led mixed use destination. It was under his aegis that the Company embarked upon a pan-India asset creation strategy with the flagship brand of 'Phoenix MarketCity'.



MR. SHISHIR SHRIVASTAVA

Jt. Managing Director

Mr. Shishir Shrivastava graduated from IHM, Bengaluru and has been associated with the Phoenix Group since 1999 in various capacities. While he was instrumental in shaping up High Street Phoenix to its current reputation, he also laid the foundation for the service and advisory verticals and saw through the successful culmination of the hotel The St. Regis, Mumbai and Phoenix MarketCity projects, launched in phases. As PML's Joint Managing Director, he continues to drive several critical functions for the group.



MR. PRADUMNA KANODIA

Director - Finance

Mr. Pradumna Kanodia is a qualified Chartered Accountant and Company Secretary. He has over 29 years of experience in corporate management, finance and commercial matters, fiscal and strategic planning, budgeting and cash flow management. He heads the finance and accounts teams and plays a key role in fund raising and liaising with banks for debt funding.



MR. RAJENDRA KALKAR

President - West & Whole-time Director

Rajendra has over 28 years of experience with an expertise in P&L management and driving the strategic intent for the overall business of large retail and mall management companies. He is the President West for Retail business and has oversight of High Street Phoenix Centre with a focus on future development of the property. With the ongoing expansion, Rajendra additionally manages several corporate responsibilities for all operational Malls.



MR. AMIT DABRIWALA

Non-Executive Independent Director

Mr. Amit Dabriwala has graduated from the Calcutta University. As a Promoter Director of United Credit Securities Limited (UCSL), a member of the National Stock Exchange, Mr. Dabriwala has been associated with the capital markets since 1996. He was also responsible for setting up the Mumbai branch of UCSL. In 2004, he promoted JNR Securities Broking Private Limited which is a member of the Bombay Stock Exchange. Through the United Credit group companies, he is also involved in real estate development, leasing and hire purchase.



MS. SHWETA VYAS

Non-Executive Independent Director

Ms. Shweta Vyas has graduated with a Bachelor's Degree in Commerce from the University of Mumbai and also holds a post graduate diploma in Business Management from the K. J. Somaiya Institute of Management Studies and Research. She is the Assistant Vice President of the W&IM division of Barclays in India. She joined Barclays W&IM in year 2008. She also worked with Standard Chartered Wholesale Banking where she moved within the organisation and worked in numerous functions. She is actively involved with the corporate training arm called APEX and MSME of the Art of Living foundation.



MR. AMIT DALAL

Non-Executive Independent Director

Mr. Amit Dalal has been the Managing Director of Amit Nalin Securities Private Limited. since October 1997 and also serves as its Director of Research. Mr. Dalal has been the Executive Director of Investments at Tata Investment Corporation Limited since January 1, 2010. Mr. Dalal earned experience as an Investment Analyst in USA for 2 years. He obtained a Bachelor's Degree in Commerce from the University of Mumbai. He also completed a Postgraduate Diploma in Business Management from the University of Massachusetts and obtained a Master's Degree in Business Administration from the University of Massachusetts, USA.



MR. SIVARAMAKRISHNAN IYER

Non-Executive Independent Director

Mr. Sivaramakrishnan Iyer has a bachelor's degree in Commerce from the University of Mumbai. Mr. Iyer is also a qualified Chartered Accountant from Institute of Chartered Accountants of India. He specializes in corporate finance and advises companies on Capital Structuring, Systems & process improvements, risk management, setting up MIS systems, fund raising either as debt or equity, etc.

MANAGEMENT TEAM

Corporate

Mr. Rajesh Kulkarni
Group Director - Projects Delivery

Rajesh has over 26 years of experience in driving development, planning and implementation of the project from an architectural perspective. He is the Group Director - Projects Delivery and is responsible for driving all the projects of the Phoenix Group. He receives steadfast support from experienced architects, engineers and other technical personnel in design, project co-ordination and delivery functions, to ensure that the projects are completed within time, cost and with quality.

Mr. P. Vidya Sagar
Senior Vice President – Corporate Affairs & Legal

Vidya has over 28 years of experience across various industries in the areas of Corporate Law, M&A, Litigation, Compliance and Corporate Governance. He is the Senior Vice President – Corporate Affairs & Legal and is responsible for identifying, anticipating and mitigating legal risk, ensuring total compliance with relevant company laws, legislations and statutory requirements, effective arbitration and litigation management for the group.

Mr. Nilesh Louzado
Senior Vice President – Procurement & Contracts

Nilesh has over 22 years of varied experience across industries in India, Middle East and the US. He is Senior Vice President- Procurement & Contracts and oversees this function across all active projects and operating assets and ensures availability of materials and services required within parameters of cost, quality and time thereby contributing to the overall commercial feasibility and profitability of the projects.

Mr. Dinesh Singh
Senior Vice President – Projects

Dinesh has over 25 years of extensive experience in the construction of luxury residential and high end commercial buildings. He has proven expertise in delivering large projects and bringing in innovations through value engineering. He is Senior Vice President – Projects and is responsible for ensuring end-to-end execution of various projects within the defined standards of time, cost and quality.

Mr. Haresh Morajkar
Group Director & CHRO

Haresh has over 31 years of experience with strong business management skills and profound experience in the field of human resource management and general management. He is the Group Director & CHRO playing a key role in strategic HR planning, organizational development, building a high-performance culture aligned to business strategy, training, performance management, cost management and overseeing the IT infrastructure of the group. He is also entrusted with other key responsibilities, such as insurance and fire life safety of the group.

Mr. Dipesh Gandhi
Group Director – Business Development

Dipesh has over 18 years of experience in business planning & development, market research and organization set-up. He is the Group Director – Business Development and is responsible for developing an overall strategic intent for future expansion. He is also responsible for the Liaison function and for driving teams to achieve the overall objectives of the business.

Mr. Sanjay Chittekar
Senior Vice President – Projects

Sanjay has over 32 years of extensive experience in the construction of malls, multi-stored residential and commercial buildings. He has a flair in adopting modern construction techniques, methodologies and systems. He is Senior Vice President – Projects and is responsible for ensuring end-to-end execution of various projects within the defined standards of time, cost and quality.

Retail and Commercial

Ms. Rashmi Sen

COO – Malls

Rashmi has over 20 years of rich and varied experience in developing business plans, building innovative marketing strategies, leasing, sales & business development for retail, residential and commercial assets. At Phoenix, she is the COO – Malls and is responsible for driving overall strategic intent for the future expansion of the retail business. She is also responsible for developing and implementing the right retailer mix and retail leasing plans for all malls of the group.

Mr. Gajendra Singh Rathore

Senior Centre Director

Gajendra has over 18 years of rich experience in Business Development, Project Management, Operations, Sales, revenue maximization, customers & retailers satisfaction. He is the Senior Centre Director and is in-charge of Phoenix MarketCity Bengaluru, Phoenix MarketCity Chennai & Palladium Chennai. He is responsible for driving various functions of the business and achieving the P&L for the Centre.

Mr. Gaurav Sharma

Head – Commercial

Gaurav has over 20 years of experience in diverse industries including banking, retail and real estate with exposure to functions such as sales & marketing and business development. He is the Head – Commercial Business and is responsible for ensuring optimum occupancy and revenue maximization for commercial properties in Mumbai & Pune, and for achieving the P&L for the commercial business.

Mr. Amit Kumar

Senior Centre Director

Amit has over 22 years of experience in strategic planning, new set-ups, operations management, business development & relationship management. He is Senior Centre Director and is in-charge of Phoenix MarketCity Mumbai and Pune. He is responsible for driving various functions of the business and achieving the P&L for the Centre.

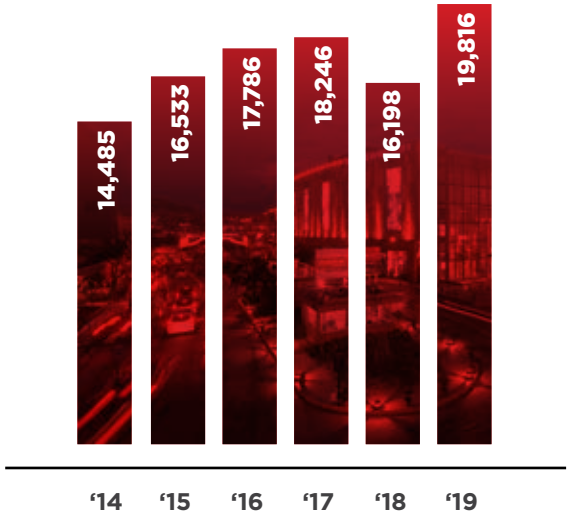
Mr. Manish Singh

Group Head – Leasing

Manish has over 22 years of rich and varied experience in the Retail Industry and has worked with various Indian and International brands in India and in the Middle East. He is Group Head – Leasing for the Phoenix Group and plays a pivotal role in driving revenue maximization and ensuring optimum occupancy at our malls through an effective leasing strategy.

KEY FINANCIAL INDICATORS

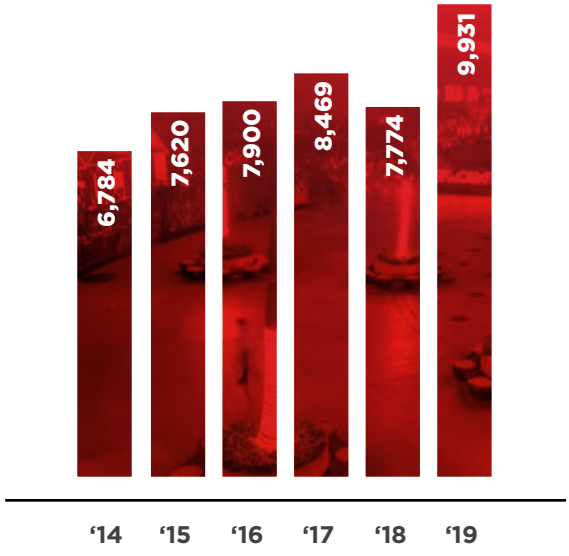
Despite a challenging market environment, total consumption at our malls stood at ₹68.9 billion, which was 9% higher than ₹63.2 billion recorded in the previous year. Strong rental growth and renewals across properties contributed to a superior operational performance.



INCOME FROM OPERATIONS
(₹ MILLION)

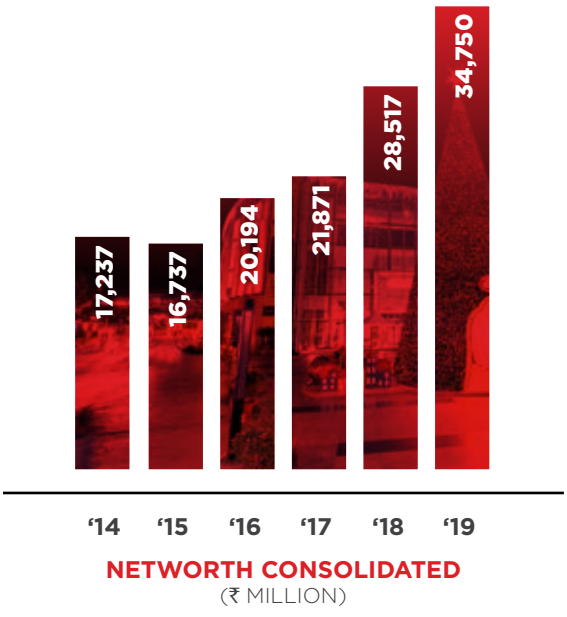
CAGR - 15%



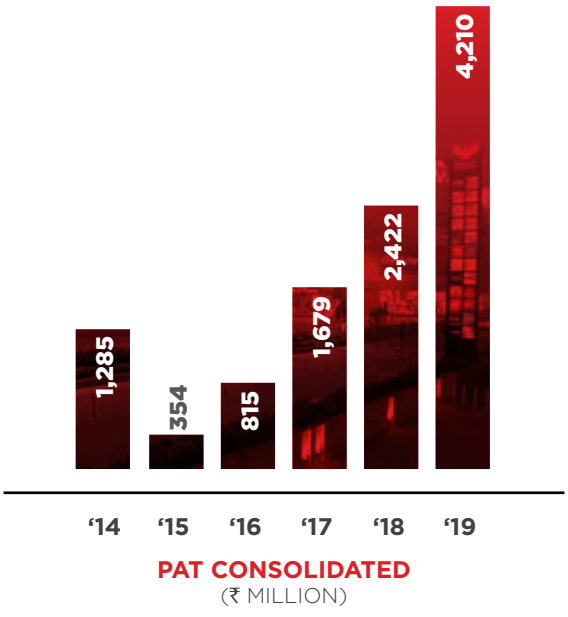


EBITDA CONSOLIDATED
(₹ MILLION)

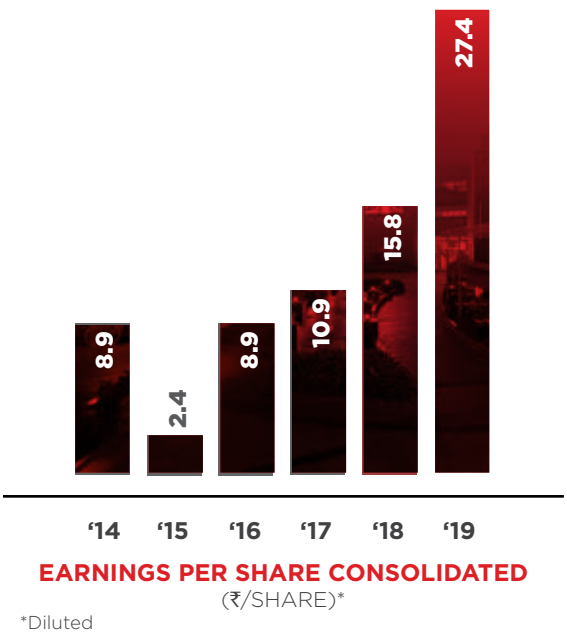
CAGR - 8%



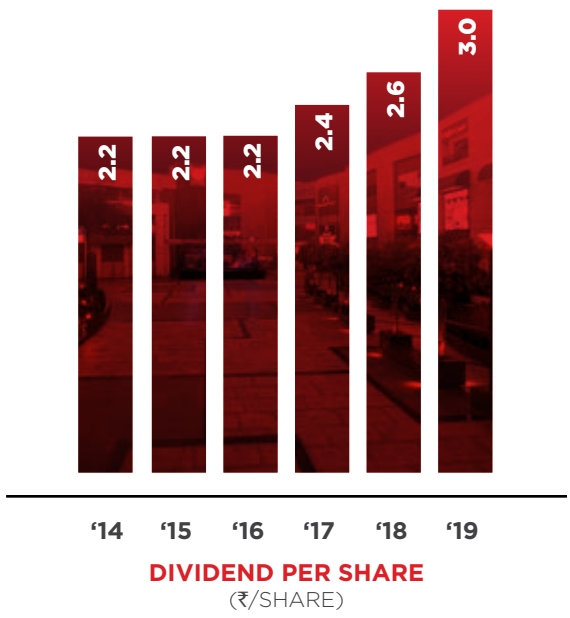
NETWORTH CONSOLIDATED
(₹ MILLION)



PAT CONSOLIDATED
(₹ MILLION)



EARNINGS PER SHARE CONSOLIDATED
(₹/SHARE)*
*Diluted



DIVIDEND PER SHARE
(₹/SHARE)

PML in Focus

OUR MALLS. PLACES PEOPLE LOVE



Our malls are more than mere shopping destinations, and have been designed to deliver a holistic entertainment experience. We have consistently invested in the Phoenix brand to ensure that every aspect of our malls — from their locations to their ambiance — to ensure that they add value to the aura of any event. With years of experience, and years of operating our assets towards achieving this goal, we have engaged with best-in-class talent to design our spaces to be mixed-use, to host a multitude of events. From concerts to fashion shows, our assets have consistently proven to be the preferred event destinations across India.

As our cities become increasingly populated, there are fewer spaces that act as commons. We recognise this needs in our communities and shape our malls to serve as entertainment and cultural hubs for people to congregate and engage as a community.

We create assets that are the preferred destination for world class events. Not only does this enhance the Phoenix Mills brand aura, but also provides our customers with the opportunity to widen their expectations when it come to defining their entertainment experience.







PML in Focus

CREATING WORLD CLASS EXPERIENCES



Happy customers stay longer and visit more.

The aim of our malls is to become a place where people would love to come, spend time, take memories home and come back again. For us, the experience of our customers is fundamental to whatever we do. Therefore, our efforts are always focused on creating an ambience where people would want to spend their quality time.

As our strategy to enrich consumer satisfaction at our malls, we constantly keep on upgrading the décor with fresh look and feel to deliver a magnificent experience to the people who visit us. We have also displayed beautiful artifacts to woo the customers walking around our malls. Moreover, we give our centres a touch of season specific décor to provide a fresh and enriching experience during different seasons. We also create a vibe during much celebrated occasions through our festival decoration ideas.

Our efforts have always been centered around delivering unmatched experience to our customers. Every person coming to our malls should smile as they walk out, taking with them memories back home.





Visiting a PML mall is rarely a singular event. Our customers experience the ambiance of our malls repeatedly for a multitude of experiences. To further engage with the people walking through our malls, and create an ongoing sense of excitement and vibrancy in our decor, we have a dedicated team that continuously works towards curating and sourcing refreshing installations and decorations to bring a sense of wander to their experience. Whether it is to welcome in a new season or to showcase the work of interesting artists, we are always looking for new ideas to capture the attention of our patrons.

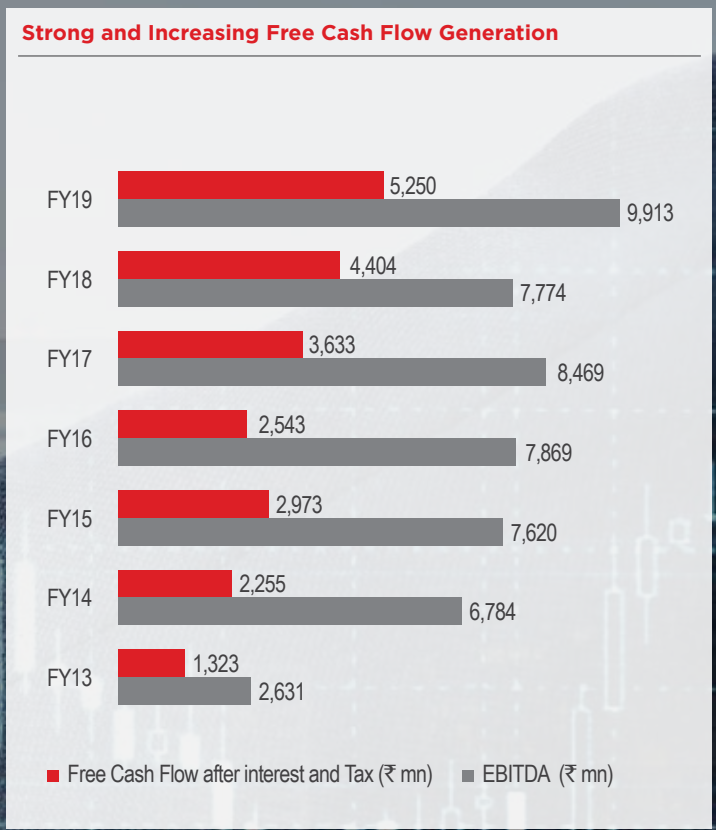
PML in Focus

CONSISTENT CASH FLOW GENERATION



As we implement our growth strategy over the next 10 years, we expect to sustain – and grow – our annuity Free Cash Flows (FCF) generation. Our plan for this strengthened cash position is simple: re-invest into our business to propel us even further on our growth journey to create India's most eminent realty firm. In doing so, we aim to be an outlier in value creation for all our stakeholders.

Over the years, we have consistently been able to increase our FCF generation, which has allowed us to take on new opportunities to grow our business. We have focused on deploying our free cash flows strategically and pro-actively into new income generating assets, which we expect to further produce additional rental revenue from our retail and commercial assets. In the past we have used our free cash flows for opportunities like facilitating the buyout of minority stakes, the acquisition of an under-construction retail asset in Lucknow, and investing into new a new land parcel in Ahmedabad. With the



₹ 9,913 Million
EBTDA FY2019

₹ 5,250 Million
FREE CASH FLOWS GENERATED IN FY2019

ability to act on more opportunities like this in the future, we foresee an exponential increase in our portfolio, powered by both existing and upcoming assets.

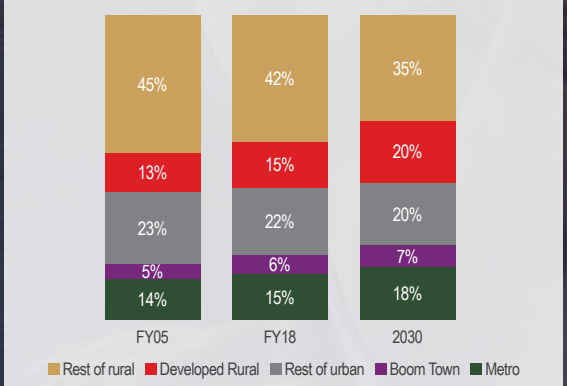
Today, PML stands in the middle of strong annuity generating position. Managing our cash position is an ongoing and exciting challenge that we face. As all our assets have the ability to comfortably service their respective liabilities on their own, we plan to make optimal use of our cash war-chest for either making fresh investments into our existing business, scouting for new inorganic opportunities, returning our cash to shareholders or to further pair down our debt and boost return ratios.

As the new set of our malls become operational, they will further contribute towards the generation of revenue. And as our newly added retail-led mixed-use assets generate further income, we expect to produce an upward virtuous cycle that continues to generate positive cash flows for our Company. In doing so, we aim to be an outlier in value creation for all our stakeholders.

PML in Focus

CONSUMPTION AT AN INFLECTION POINT

Consumer Expenditure in India across city type
(% total)



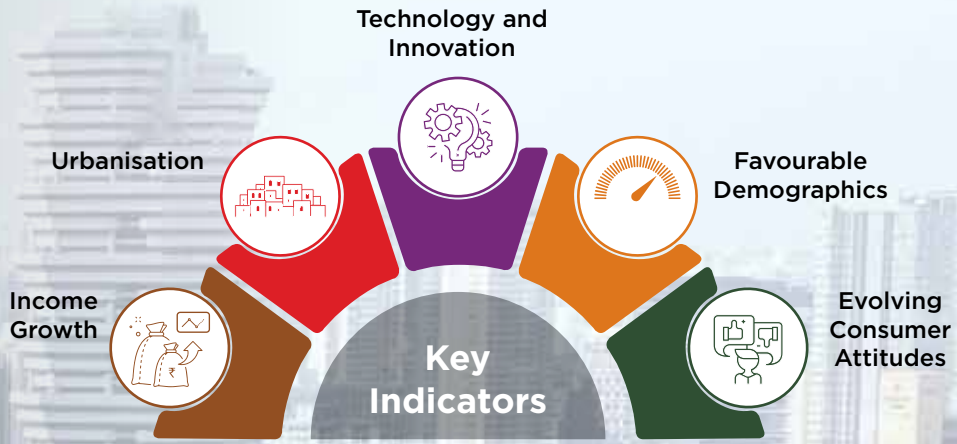
Source: PRICE Projections based on ICE 360° Surveys (2014, 2016, 2018)

India, today, stands as the sixth largest economy in the world, with an annual Gross Domestic Product (GDP) growth rate of 7.3%, a momentum that is expected to sustain over the next decade. One of the many factors that is driving the strong growth of India is its promising consumption story.

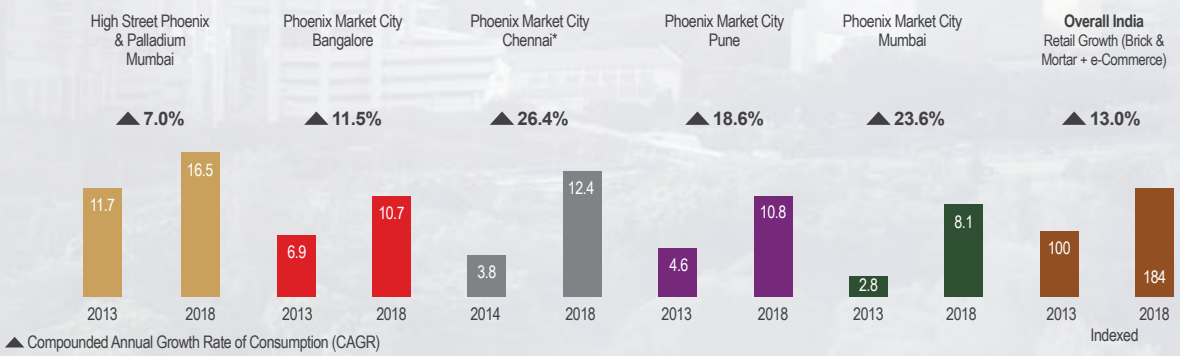
Domestic consumption, which powers 60% of GDP today, is expected to grow into a US$6 trillion opportunity by 2030. This consumption growth will be supported by a 1.4 billion strong population that is younger than that of any other major economy. The outlook for the future of consumption in India is rooted in the growth of the upper-middle income and high-income segments by 2030. At the same time, India will also uplift around 25 million households out of poverty.

PML continues to capitalise on the growing consumption levels in India and has made significant progress by focusing on the tremendous opportunities offered by India's transforming urban milieu in the top-tier consumption cities of India. In doing so, we have delivered growth across all our assets – a testimony to the leadership position we have achieved with our unique business model.

Over the past two decades, the Company has transformed into a deeply entrenched and pervasive entity within India's growing consumption-based economy. Our ability to



Consumption Data in ₹ Bn



Source: CBRE Capital Markets
*PMC Chennai commenced operations in Feb 2013

deliver on our sustainable growth plans has proven our expertise and passion to perform.

We have further optimised the development mix at each location by now adding commercial offices centres to our existing as well as under-development retail malls. Our mixed-use assets closely reflect the urban consumption lifestyle and are closely linked to India's strength as a consumption powerhouse.

Our objective is to continue to sustain our market leadership and expand our domestic footprint to strengthen our retail positioning.

One of the key drivers of India's vibrant economy is its rising demographic-led consumption, catalysed by a young nation, rising income levels, increasing purchasing power, growing urbanisation, changing consumer preferences, and a higher brand awareness.

PML in Focus

WE'RE YOUNG WITH DECADES OF EXPERIENCE

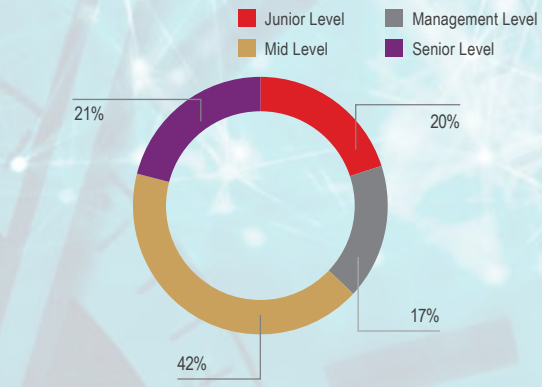
Having a seasoned management team is indispensable to any company's long-term future. A committed management team is responsible for the creation, direction and growth of all the value drivers in the organisation. Our management is not just a well exposed team, but is a team that has worked together for several years and faced many challenges head on. The learning of this team is insourced, and has allows them to tackle new challenges with more resilience and creativity.

Matters like project architecture, design and planning, prudent internal controls and cash flow planning, retailer relationships, customer connect, sustaining competitive advantage, and financial controls depend on the expertise and experience of any given management team. More effective than any other value driver, a seasoned management team creates long-term value for the Company. Having worked together for several years and faced testing times, the learning in the team is sourced internally and has made it resilient and creative when tackling newer challenges.

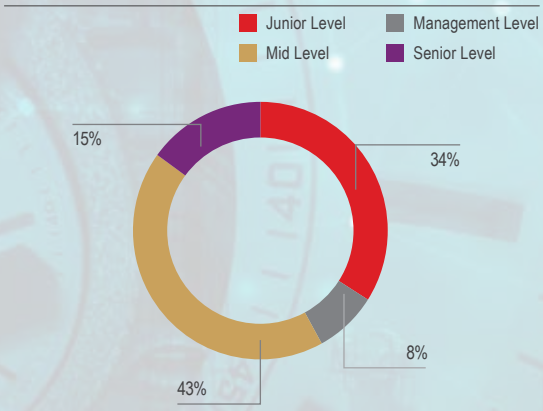
Management with more than 5 year of Experience with PML

Shishir Shrivastava	Jt. Managing Director	20
Dipesh Gandhi	Group Director - Business Development	13
Rajesh Kulkarni	Group Director - Projects Delivery	13
Nilesh Louzado	Sr. V P - Procurement & Contracts	12
Haresh Morajkar	Group Director & CHRO	12
Gajendra Rathore	Sr. Centre Director	11
Amit Kumar	Sr. Centre Director	10
Vidya Sagar Pingali	Sr. V P - Corp. Affairs & Legal	10
Rajendra Kalkar	President - West	9
Rashmi Sen	COO - Malls	9
Pradumna Kanodia	Director - Finance	9
Manish Singh	Group Head - Leasing	8

Employees with more than 5 year of Experience with PML



Our Organisation Team Structure



At PML, the team that we have in place to execute the next phase of our growth has been a part of our family since the inception of our first Market City project, accumulating substantial years of experience. In all these years, our team has gained immense knowledge by the several challenges. They understand the pain-points of various aspects of the journey, whether it is the end-to-end process of getting an asset up and running, or managing it efficiently once it becomes operational. Their cumulative experience has helped us make better decisions and calibrate our strategy to grow with prudence and confidence. The strong relationships established with a vast network of stakeholders — including retailers, planners, local authorities, strategic partners, employees and investors — reflect on their experience and domain expertise as a leading realty-based business, spanning across India.

We look forward to the future with positivity and zeal, as we are confident on continuously generating optimum returns while growing to meet our 2030 vision. Our management team has been tried and tested, and are a key enabler for the future value creation potential of our Company.

MANAGEMENT DISCUSSION & ANALYSIS



India has emerged as one of the fastest growing major economy, and is expected to be amongst top three economic powers over the next 10 to 15 years.

7%
GDP of India in FY2019

US$ 405.64 Billion
India's foreign exchange reserves as of March 2019

Economic Overview

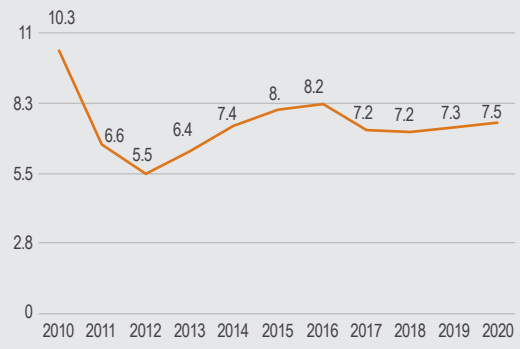
India has emerged as one of the fastest growing major economy, and is expected to be amongst top three economic powers over the next 10 to 15 years, buoyed by the Country's strong democracy and partnerships. India's GDP is expected to grow at 7% in FY2020, picking up to 7.2% in FY2021, the IMF has forecast.[1]

With its growth accelerating, India has retained its position as the third largest start-up base in the world with over 4,750 technology start-ups. Its labour force is anticipated to touch 160-170 million by 2020, helped by the rate of population growth, increased labour force participation, and higher education enrolment, among other factors. (ASSOCHAM and Thought Arbitrage Research Institute).[2]

India's foreign exchange reserves were US$ 405.64 billion as of March 2019, according to data from the RBI. The Parliament's interim Union Budget for 2020 announced in February 2019 focused on supporting farmers, the economically less privileged population, workers in unorganised sectors, and salaried employees; while continuing to support the Indian Government's initiatives to better the Country's physical and social infrastructure.

The Union Budget announced on 5th July, 2019 focuses on reducing red tape, making best use of technology, building social infrastructure, digital India, pollution free India, make in India, job creation in Micro, Small and Medium Enterprises (MSMEs) and investing heavily in infrastructure.[3]

Real GDP Growth of India



Source: IMF Real GDP Growth[4]

India is expected to be one of the top three economic powers over the next 10 to 15 years, buoyed by the country's strong democracy and partnerships.

[1] https://www.business-standard.com/article/international/imf-scales-down-india-s-gdp-growth-rate-by-0-3-each-for-fy20-and-fy21-119072301227_1.html
[2] https://www.ibef.org/economy/indian-economy-overview
[3] https://www.ibef.org/economy/union-budget-2019-20
[4] https://www.imf.org/external/datamapper/NGDP_RPCH@WEO/IND

3rd Largest Consumer Economy by 2025

According to World Bank estimates, India will continue to be the fastest growing major economy in the world, with 7.5% GDP growth predicted in the next two years. It is already one of the most sought-after foreign-investment destinations and is expected to become the third largest consumer economy by 2025. A young demographic base, growing income levels, expanding (globalised) middle-class and stable democracy has propelled India into the league of major global economic powers.[5]

Rising Consumer Spend

The Indian consumer durables market, broadly segregated into urban and rural markets, is proving to be attractive to global marketers. Made up of a large middle class, a relatively large affluent class, and a small economically disadvantaged class. Global corporations view India as one of the key markets for future growth. The growth in India's consumer market would be principally driven by a positive population composition increasing disposable incomes and easy access to credit.

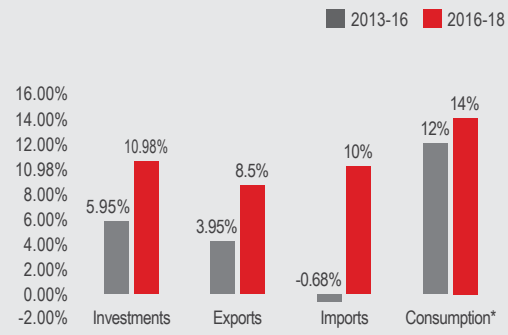
Rising Urbanisation in India

300 million New Urban Residents by 2050

As per the predictions by UN Department of Economic and Social Affairs (UN DESA), the increase in the urban population in the future will be concentrated in few countries. In 2050, India, China and Nigeria are together expected to account for 35% of the projected growth in the world's urban population; of these three, the absolute growth in urban population is projected to be the highest in India.

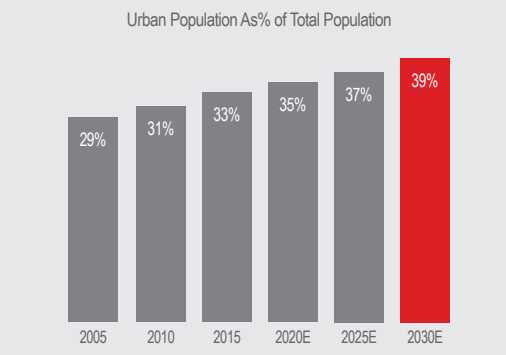
India's urbanisation is globally relevant for several reasons. According to World Bank estimates, India will continue to be the fastest growing major economy in the world, with 7.5% GDP growth predicted in the next two years. Driven by a young demographic base, growing income levels, globalised middle-class and stable democracy, India has joined the league of major global economic powers. India is currently at a unique tipping point in its journey of urban development, with 300 million new urban residents projected by 2050. A variety of cultures, languages, climate zones and landscapes, united by the Indian government's efforts towards citizen-focused urban development, means that India is composed to establish unique global benchmarks in sustainable urbanisation.[6]

Key Contributors to Real GDP Growth



Source: CBRE Capital Market

Increasing Urbanization to Fuel Further Growth of Retail



Source: Census Data

[5] https://www.weforum.org/agenda/2019/01/india-urbanization-why-the-world-should-watch/
[6] https://www.weforum.org/agenda/2019/01/india-urbanization-why-the-world-should-watch/



Road Ahead

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. India is also estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

US$ 4 Trillion

expected consumption of India by 2025

Driven by a young demographic base, growing income levels, globalised middle-class and stable democracy, India has joined the league of major global economic powers.

Industry Overview

Retail in India

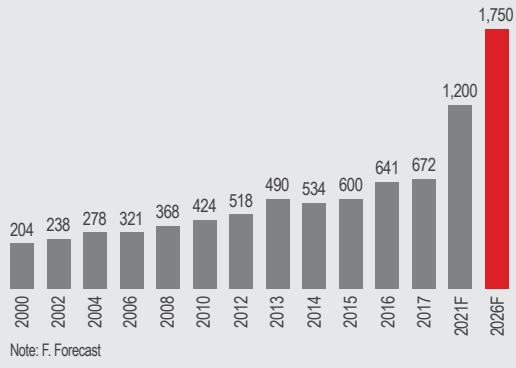
The Indian retail industry has arisen as one of the most dynamic and fast-paced industries due to the entry of several new players. Total consumption expenditure is expected to reach nearly US$ 3,600 billion by 2020 from US$ 1,824 billion in 2017. It accounts for over 10% of the country's Gross Domestic Product (GDP) and around 8% of the employment.[7]

India is the world's fifth-largest global destination in the retail space. India's retail market is expected to increase by 60% to reach US$ 1.1 trillion by 2020, on the back of factors like rising incomes; lifestyle changes by the middle class; and increased digital connectivity.

It is projected that, by 2021, traditional retail will hold a major share of 75%, organised retail share will reach 18% and e-commerce retail share will reach 7% of the total retail market. The long-term outlook for the industry is positive, supported by rising incomes, favourable demographics, entry of foreign players, and increasing urbanisation.[8]

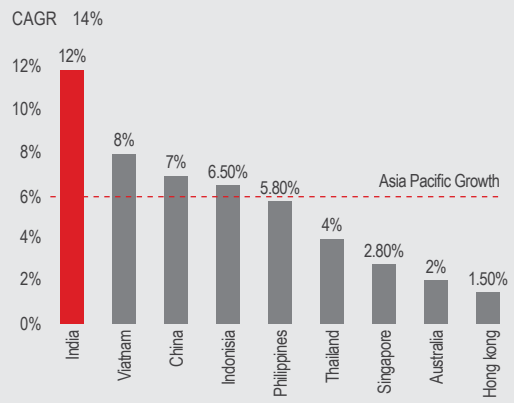
Presently, the penetration of modern retail in India is low compared to that of developed and emerging economies. However, consumer spending patterns and increasing disposable income levels in India continue to evolve at a faster speed. With a number of international brands entering the market, the dynamism has been amplified. Existing brands are also working towards reinventing ways to keep up with the pace of growth in the sector. Nevertheless, there is a huge untapped potential for the growth of modern retail in the top six retail markets in India namely, National Capital Region, Mumbai, Chennai, Bangalore, Pune, and Hyderabad.[9]

Market Size over the Past Few Year (US$bn)



Source: IBEF

Retail Sales Growth Between 2018 and 2022



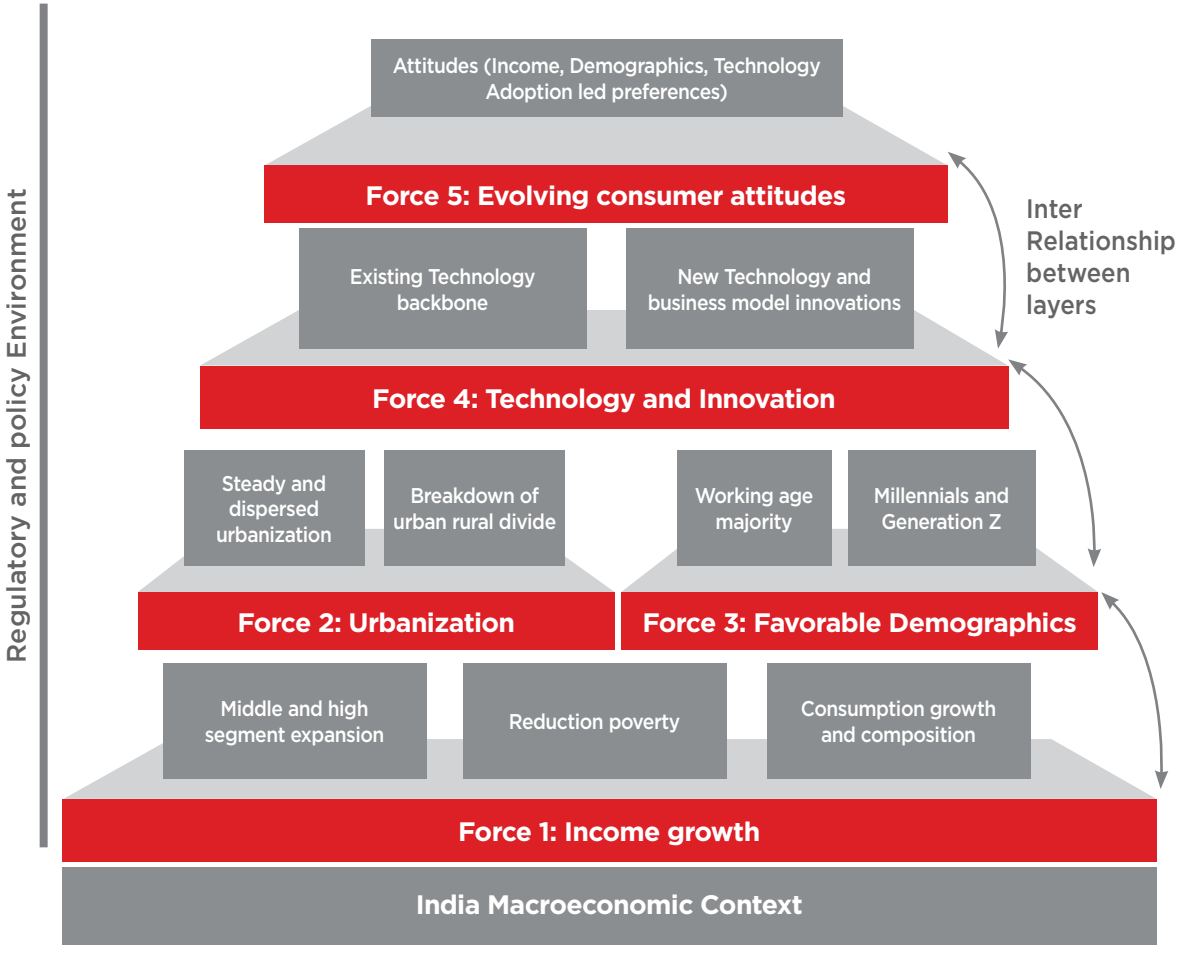
Source: CBRE Capital Markets

60%

Expected growth in India's retail market

[7] https://www.ibef.org/economy/indian-economy-overview
[8] https://www.ibef.org/industry/retail-india.aspx
[9] Think India. Think 'Connected' Retail- Report by Knight Frank and RAI

Drivers of Future Growth in India



Source: Baln & Company/World Economic Forum analysis

Growth in Organised Retail

Strong macroeconomic factors coupled with robust demographics and Internet penetration will fuel the growth of the retail market in India, which is third largest in Asia and fourth largest globally after USA, China and Japan. According to a joint report by Deloitte and the Retailers Association of India (RAI), as Internet penetration increases in the country and more international retailers start operating in India, the share of organised retail market would increase from about 12% in 2017 to about 22-25% by 2021.

Presently, the penetration of modern retail in India is low compared to that of developed and emerging economies. However, consumer spending patterns and increasing disposable income levels in India continue to evolve at a faster speed.

Management Discussion
& Analysis

US$ 1.3 Trillion
projected growth in the retail sector by 2020

US$ 80 Billion
projected growth in the market size of Tier II and III cities by 2026

Real Estate Sub-sectors

Retail

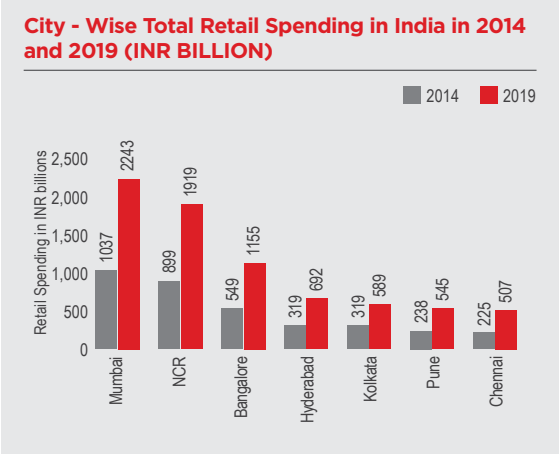
In 2018, The retail sector emerged as one of the most vibrant and fast-paced real estate sectors in India. The sector is now projected to grow from US$672 billion in 2017 to US$1.3 trillion in 2020. As per industry estimates, the market size of Tier II and Tier III cities is expected to grow from the current US$ 5.7 billion to US$ 80 billion by 2026. India's Tier II and Tier III cities are well-set to be the growth engines of the country's retail future, and mall developers.[10]

Over the last decade, the notion of shopping has experienced a transformation in terms of format and consumer buying behaviour, accompanying in an era of modern retail across the country. Today, Indian retail is at a stimulating juncture. With the evolution to newer avenues of conducting business, retailers are at the forefront of making most of the opportunities. Leveraged by development, augmentation and modernisation of infrastructure in major Indian cities, the scope of retail has increased in the economy.[11]



[10] https://www.indiainfoline.com/article/news-sector-real-estate/retail-real-estate-review-of-2018-and-predictions-for-2019-118121800261_1.html
[11] Think India. Think 'Connected' Retail- Report by Knight Frank and RAI

Robust Consumption Across Major Urban Cities



Source: CBRE Capital Markets

The tourism industry is looking forward to the expansion of the E-visa scheme, which is expected to double the foreign tourist inflow to India.

Commercial

Commercial real estate sector gained momentum during 2018 as the supply increased by 13% YoY to 36.9 million square feet, the highest YoY increase in this decade. In addition to this, the BFSI sector observed the majority increase in transactions' share, driven by payment gateway companies taking up spaces — especially in Bangalore — while the concept of co-working spaces is also gaining prominence in India.

Residential

The residential real estate market in India is beginning to stabilise as reflected by the recovery in the volume of apartments launched in 2018, says a report titled 'India Real Estate, July- December 2018',by Knight Frank India. This period of stabilisation, right-sizing and right-pricing of new residential product, including an improving homebuyer sentiment due to increased transparency, have culminated in a 76% YoY growth in units launched during 2018 and a more modest 6% YoY growth during the same period for sales.

Hospitality

The tourism and hospitality industry in India has evolved as one of the major key drivers of growth in the services sector. The industry has a noteworthy potential in view of the rich cultural and historical heritage, variety in ecology, terrains, and places of natural beauty spread across the country. It is also a potentially large employment generator besides being a significant source of foreign exchange for the country.

During the period April 2000-December 2018, the hotel and tourism sector attracted around US$ 12 billion of FDI, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT).

India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism. Further, the tourism industry is looking forward to the expansion of the E-visa scheme, which is expected to double the foreign tourist inflow to India.

Management Discussion
& Analysis

OPERATIONAL REVIEW

Company Overview

About Us

The Phoenix Mills Limited is an active owner, developer, and manager of prime retail-led assets in the key gateway cities of India. Our strategy has been to deliver strong long-term returns to shareholders through income and capital growth. Over the last decade, we have demonstrated our capabilities in the creation of large-scale world-class retail-led mixed use destinations and the delivery of multiple projects across various city-centres of India within time, budget and superior quality standards.

Our retail-led mixed-use assets are no longer mere shopping destinations. They have evolved into modern-day urban sanctuaries of joy in the heart of bustling metropolises. Our assets, with an eclectic mix of international, national, and local brands are consistently delighting and engaging the Indian consumer.

During the year, business consumption at our malls stood at ₹ 68.9 billion in FY2019, a 9% increase from ₹ 63.2 billion in FY2018. Rental income has increased from ₹ 8.6 billion in FY2018 to ₹ 9.9 billion in FY2019.







₹9.9 Billion
Retail Rental Income at PML in FY2019

₹68.9 Billion
Retail consumption in PML malls during FY2019

Management Discussion
& Analysis

OUR RETAIL PORTFOLIO

The Phoenix Mills Limited has advanced into a retail powerhouse and a quality, multi-asset, Pan- India, retail-led Company with 8 operating malls of approximately 6 million square feet under management in 6 cities. Our iconic retail assets have been uncovering urban demand with a mix of top international and national brands. During FY2014 to FY2019, consumption at our malls grew at a CAGR of 11%. Retail income is also growing in sync with underlying consumption growth and is supported by the organic growth of our existing assets.

Operational Highlights

- Retail portfolio reported a consumption growth of 9% and rental income growth of 13%
- Growth was driven by the strong operational performance of Phoenix MarketCity Bangalore, Phoenix MarketCity Pune & Phoenix MarketCity Mumbai
- Category churns and new brands have set the base for improved consumption performance of these assets going forward

8 Malls

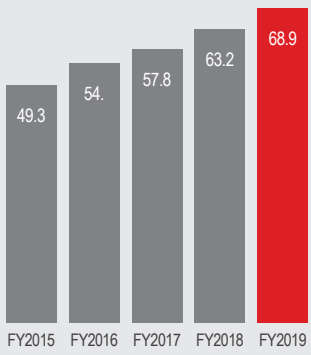
6 Major Cities

6 million square feet of Operational Retail

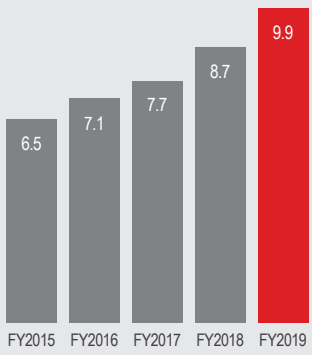
4.9 million square feet of Under Construction Retail



Consumption (₹ Billion)



Rental Income (₹ Billion)



Particulars	Leasable area (msft)	No. of stores	Trading occupancy in FY2019 (%)	Consumption (₹ million)	Trading Density (₹psfpm)	Rental Income (₹million)
HSP & Palladium, Mumbai	0.74	270	94	17,044	2,943	3,432
PHOENIX MARKETCITY						
Bangalore	1.00	296	98	12,843	1,680	1,392
Chennai	1.00	263	98	11,071	1,505	1,529
Pune	1.19	352	98	12,207	1,334	1,589
Mumbai	1.14	311	98	9,559	1,174	1,216
PHOENIX UNITED						
Bareilly	0.31	139	85	1,963	827	215
Lucknow	0.33	128	88	3,140	1,113	292
PALLADIUM						
Palladium, Chennai	0.22	86	83	1,039	773	248

HIGH STREET PHOENIX AND PALLADIUM, MUMBAI

Key Statistics

0.74 Mn Sq. Ft.
Total Leasable Area

94%
Trading Occupancy

270
Number of Stores

₹17,044 Mn
Consumption

₹2,943 psf pm
Trading Density

₹388 psf pm
Rental Rate

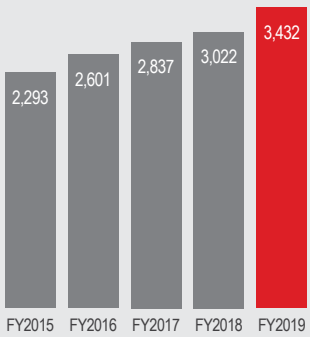
₹3,432 Mn
Rental Income

49%
Area due for Renewal over next 3 years

Key Highlights

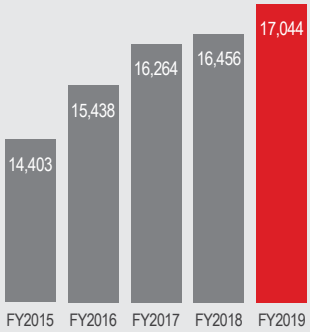
- High Street Phoenix & Palladium, our flagship asset, continued its strong and steady performance in terms of consumption & rental income growth.
- Rental Income was up 14% while consumption increased by 4% this year. Rental income growth was led by addition of new formats and brands in the previous year.
- Continuous focus on upgrading the brand-mix and providing best-in-class customer experience to our customers.
- Universal Square, the new events space at HSP played host to a number of concerts by top artists round the year.

Rental Income

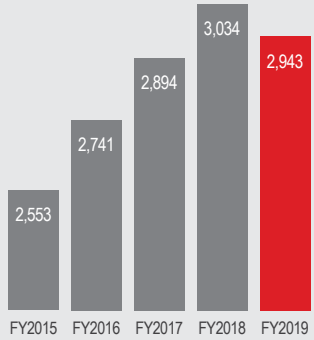




Consumption



Trading Density (₹ psf pm)



PHOENIX MARKETCITY, CHENNAI

Key Statistics

1.00 Mn Sq. Ft.
of Total Leasable Area

98%
Trading Occupancy

263
Number of Stores

₹11,071 Mn
Consumption

₹1,505 psf pm
Trading Density

₹137 psf pm
Rental Rate

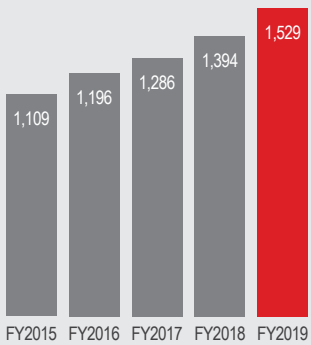
₹1,529 Mn
Rental Income

53%
Area due for Renewal over next 3 years

Key Highlights

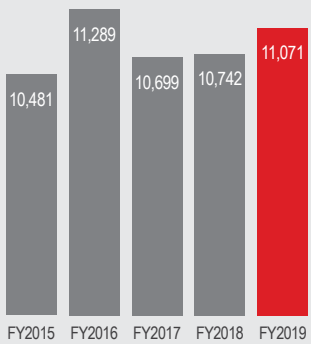
- Steady performance at Phoenix MarketCity Chennai with 10% growth in Rental Income and EBITDA.
- Consumption and Trading density were flat for the full year on account of planned category churn.

Rental Income (₹ million)

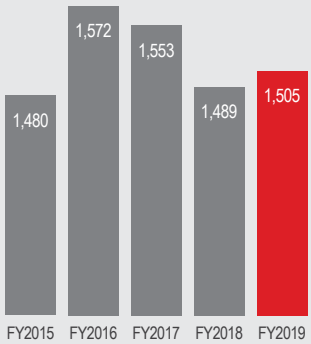




Consumption (₹ million)



Trading Density (₹ psf pm)



PHOENIX MARKETCITY, BANGALORE

Key Statistics

1.00 Mn Sq. Ft.
of Total Leasable Area

₹1,680 psf pm
Trading Density

98%
Trading Occupancy

₹119 psf pm
Rental Rate

296
Number of Stores

₹1,392 Mn
Rental Income

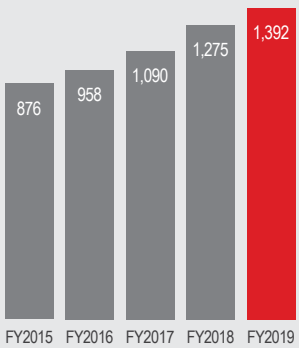
₹12,843 Mn
Consumption

69%
Area due for Renewal over next 3 years

Key Highlights

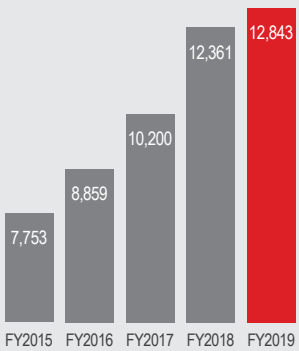
- Rental income growth was steady at 9% while EBITDA grew by 15% this year
- Consumption during the year was up 4% at ₹ 12,843 million
- The mall hosted over 15 concerts during the year for top artists like Asha Bhosle, Sonu Nigam, Shaan amongst others.

Rental Income (₹ million)

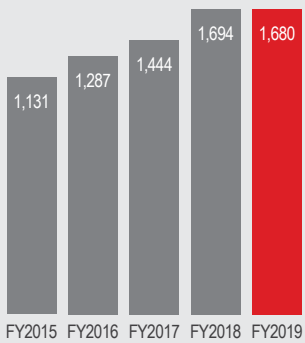




Consumption (₹ million)



Trading Density (₹ psf pm)



PHOENIX MARKETCITY, PUNE

Key Statistics

1.19 Mn
of Total Leasable Area

96%
Trading Occupancy

352
Number of Stores

₹12,207 Mn
Consumption

₹1,334 psf pm
Trading Density

₹116 psf pm
Rental Rate

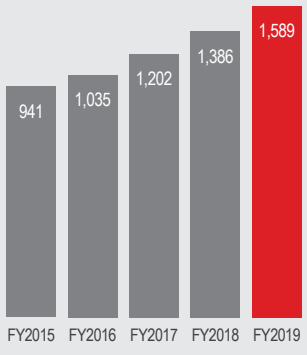
₹1,589 Mn
Rental Income

50%
Area due for Renewal over next 3 years

Key Highlights

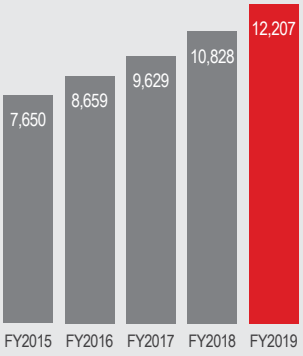
- Rental Income was ₹ 1,589 million in FY2019, up 15% in FY2019
- Strong Consumption and Rental income growth led to sustained growth in EBITDA, up 25% for FY2019 at Rs. 1,566 million
- Mall continues to be the 'go-to' shopping, dining and entertainment destination for the city and its surrounding towns

Rental Income (₹ million)

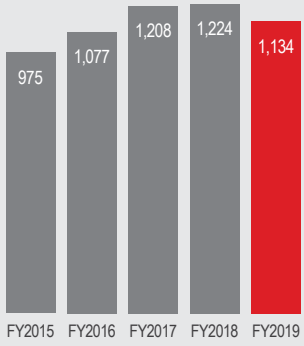




Consumption (₹ million)



Trading Density (₹ psf pm)



PHOENIX MARKET CITY, MUMBAI

Key Statistics

1.14 Mn Sq. Ft.
of Total Leasable Area

₹1,174 psf pm
Trading Density

95%
Trading Occupancy

₹98 psf pm
Rental Rate

311
Number of Stores

₹1,216 Mn
Rental Income

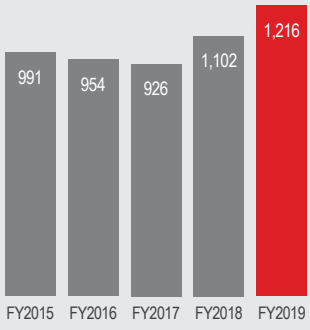
₹9,599 Mn
Consumption

63%
Area due for Renewal over next 3 years

Key Highlights

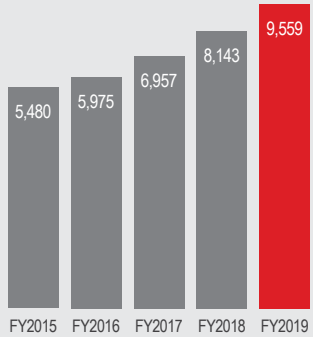
- Phoenix MarketCity Mumbai continues to lead with highest growth rates for Consumption, Trading density and EBITDA
- Consumption growth resulted in a strong EBITDA margin of 98% for FY2019. Full year EBITDA came in at ₹ 1,188 million
- EBITDA margin has improved by 14 pps to 98% in FY2019 from 84% in FY2017

Rental Income (₹ million)

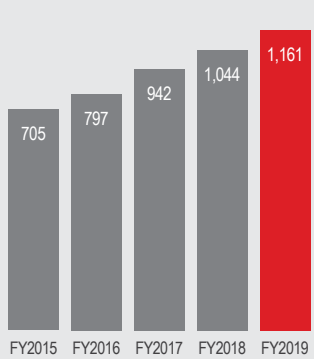




Consumption (₹ million)



Trading Density (₹ psf pm)



PALLADIUM, CHENNAI

Key Statistics

0.22 Mn Sq. Ft.
of Total Leasable Area

83%
Trading Occupancy

86
Number of Stores

₹1,039 Mn
Consumption

₹248 Mn
Rental Income

₹126 psf pm
Rental Rate

Key Highlights

- Palladium, Chennai completed its first full year of operation in FY2019
- Occupancy has been steadily increasing and the mall is currently at 83% leased occupancy
- Palladium Chennai adds a variety of International & Indian brands to the bouquet of offerings by Phoenix MarketCity Chennai



OUR PORTFOLIO UNDER DEVELOPMENT

We have closed 5 acquisitions – land parcels in Pune, Bangalore and Ahmedabad, under-construction retail assets in Lucknow and Indore – between Aug 2017 & July 2018 which are now under development. These acquisitions take our under-development retail leasable portfolio to c.4.9 million sft. We have further mixed-use development potential on most of these assets.



Phoenix MarketCity, Wakad, Pune

Under the CPPIB alliance, ISMDPL acquired a 15-acre land parcel at Pune, Wakad. This was the first acquisition with a development potential of 1.8 million sq. ft. and will allow premium retail development of 1.1 million sq. ft. The 2nd Phoenix MarketCity in Pune will house a contemporary mix of family entertainment zones, multiplexes, large-format departmental stores, inline stores and fine-dining options. The retail asset will be nearly 23 kms away from the existing Phoenix MarketCity, with strategic access to commercial areas such as Hinjewadi, Baner and Aundh. It will also cater to the residential areas of Wakad, Baner, Aundh and Balewadi, extending up to Kothrud in South West of Pune.

Project	Partnership / owned	Land Size	Development Potential	Comments
PMC Wakad, Pune	ISML – alliance with CPPIB (PML stake: 51%)	15 Acres	1.6 msf (1.1 msf retail)	Construction in progress. Expect operations to commence during FY23
PMC Hebbal, Bangalore		13 Acres	1.8msf (1.2 msf retail)	Construction in Progress. Expect operations to start during FY23
PMC Indore		19 Acres	1.0 msf retail	Construction in Progress. Expect operations to commence during FY21
PMC Lucknow	100% owned	13.5 Acres	0.9 msf retail	Construction well underway. Expect operations to commence during H2 FY20
Palladium, Ahmedabad	50:50 alliance with BSafal group	5.2 Acres	0.7 msf retail	PML's third Palladium mall, after Mumbai & Chennai. Construction in Progress. Expect operations to commence during FY22



Phoenix MarketCity, Indore

An under-construction retail development was acquired in Indore through an auction process. Spread over 19 acres of land, the said development will be developed into Phoenix MarketCity, Indore with GLA of 1.0 million sq. ft. Indore was deprived of a destination retail development and this development is planned to become the 'Go-to' destination for the people of Indore and adjoining cities and towns.



Palladium, Ahmedabad

With an acquisition of 5.2 acres of prime land in Thaltej, Ahmedabad with its partner B-Safal group, PML is set to bring its luxury mall brand 'Palladium' to Ahmedabad. Prime location, right luxury brand-mix and a superior one of its kind customer experience is what will define Palladium Ahmedabad once ready. Excavation is currently ongoing at site and the mall is expected to become operational in FY2022.

Phoenix MarketCity, Hebbal, Bangalore

In April 2018, ISMDPL acquired another land parcel of 13 acres at Hebbal, Bangalore, with a development potential of 1.81 million sq. ft of which 1.20 million sq. ft. will be utilised for retail. A second Phoenix MarketCity project in Bangalore will be constructed on this land parcel, which will become the preferred retail, entertainment and commercial destination. This new development coupled with existing mall in Bangalore will help us cater to most of the key micro-markets of Bangalore.



Phoenix MarketCity, Lucknow

Lucknow is one of India's fastest growing cities and is the economic and political capital of India's largest state – Uttar Pradesh (UP). With the city having limited options of large format grade A retail, The Phoenix Mills acquired an under development mall spread over 13.5 acres of land, which was auctioned by the Uttar Pradesh state government. 90% RCC work was complete when acquired in July 2018. Work is on in full swing at the site and we expect the mall to become operational in H2FY20. This will be the first among the new malls to become operational with GLA of 0.9 msf. PML has a 100% stake in this development.



OUR COMMERCIAL PORTFOLIO

The Phoenix Mills Limited operates commercial centres in Mumbai and Pune with a rent-generating leasable area of 1.32 million sq. ft. Our growing portfolio of Grade A commercial spaces complement our retail centres and adds to our annuity income stream, besides fitting in with our philosophy of an integrated work-life balance. Moving ahead, we have a clear priority to add to rent-generating commercial space at the malls in Pune, Bangalore, and Chennai.

Key Statistics

1.80 Mn Sq. Ft.
of Total Leasable Area

1.32 Mn Sq. Ft.
Net Leasable Area

0.48 Mn Sq. Ft.
Area Sold

1.07 Mn Sq. Ft.
Area Leased

Key Highlights

- **Art Guild House has a trading occupancy of 87% as of March 2019**
- **Phoenix Paragon Plaza has a trading occupancy of 68% as of March 2019**

Our Operating Commercial Portfolio at a Glance

	Total Area (Msf)	Area Sold (Msf)	Net Leasable Area (Msf)	Area Leased (Msf)
Phoenix House	0.14	-	0.14	0.13
Centrium	0.28	0.16	0.12	0.10
Art Guild House	0.80	0.20	0.60	0.54
Phoenix Paragon Plaza	0.41	0.12	0.29	0.16
Fountainhead – Tower I	0.17	0.00	0.17	0.14
TOTAL	**1.80**	**0.48**	**1.32**	**1.07**

Our Under Construction Commercial Portfolio

	Net Leasable Area (Msf)
Fountainhead – Tower II	0.22
Fountainhead – Tower III	0.35
Phoenix MarketCity, Chennai	0.42
TOTAL	**0.99**



OUR RESIDENTIAL PORTFOLIO

Our residential portfolio comprises of premium, upscale and large-scale residential developments, with 3.72 million sq. ft. total saleable area. Product design, quality and being around mixed-use destinations have established our Residential Projects as market leaders. It recorded cumulative sale of 2.00 million sq. ft. for the year ended March 31, 2019.

Key Statistics

3.72 Mn Sq. Ft.
Total Area

2.00 Mn Sq. Ft.
Area Sold (Till Date)

2.53 Mn Sq. Ft.
Launched (Till Date)

Key Highlights

- 3,852 million of revenue recognised in FY2019
- Sales in FY2019 –OBW –31 units (77,491 sq. ft.), ₹ 1,150 million in sales value; achieved sales price of ₹ 14,150/sq. ft.
- Sales in FY19 –Kessaku –8 units (62,067 sq. ft.), ₹ 927 million in sales value; achieved sales price of ₹ 14,046/sq. ft.

Our Residential Portfolio at a Glance

Project Name (operational)	Sale area (msf)			Cumulative Area Sold (msf)
	Total Area	Area Launched	Balance Area	
One Bangalore West, Bangalore	2.20	1.48	0.72	1.29
Kessaku, Bangalore	0.99	0.52	0.47	0.27
The Crest, Chennai	0.53	0.53	0.00	0.44
Total	**3.72**	**2.53**	**1.19**	**2.00**



OUR HOSPITALITY PORTFOLIO

Our hospitality assets, The St. Regis, Mumbai and Courtyard Marriot, Agra; consolidated their strong positions. These are marquee hotel properties managed by best-in-class and renowned global operators and have been established as the best performing hotels in their respective categories. These have turned into stable assets with self-sustaining and growing operating cash flows.

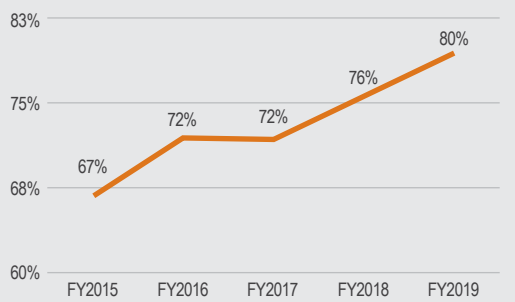
Key Statistics

80% Occupancy
at The St. Regis Hotel during FY 2019

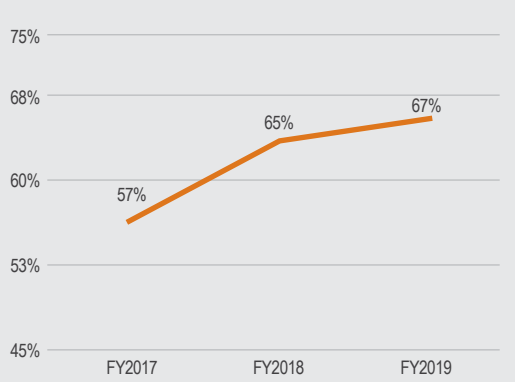
₹11,776
Average Revenue Per Room at The St. Regis Hotel during FY 2019

67% Occupancy
Courtyard By Marriott, Agra, during FY 2019

Growth in Occupancy at The St.Regis, Mumbai



Growth in Occupancy at Courtyard by Marriott, Agra



Key Highlights

- Rising revenue of our hospitality assets are driven by robust performance of rooms, F&B and banquets.
- The St. Regis is expected to sustain its strong growth performance, given the limited supply of luxury hotels in South Mumbai and growing demand from business travellers and tourists.
- Courtyard by Marriot saw an improved occupancy levels of 67% this year, compared to 65% last year.

The St. Regis, Mumbai	Courtyard by Marriott, Agra
395 No of Keys	193 No of Keys
80% occupancy in FY 2019	67% occupancy in FY 2019
10 Restaurants	4 Restaurants
₹ 11,776 Average Room Rate in FY 2019	₹ 3,908 Average Room Rate in FY 2019
₹ 3,042 million Revenue in FY 2019	₹ 370 million Revenue in FY 2019



FINANCIAL OVERVIEW

INCOME FROM OPERATIONS

On Standalone basis, which includes operations of only High Street Phoenix & Palladium (HSP), Mumbai, including the commercial office spaces in the complex, income from operations has increased by 11% YoY to ₹ 4,403 million in FY2019 from ₹ 3,972 million in FY2018. On a Consolidated basis, Income from Operations increased by 22% to ₹ 19,816 million in FY2019 from ₹ 16,198 million in FY2018. The increase in revenues was on account of strong operational performance at our retail and commercial assets and significant revenue recognition at our residential projects in Bangalore. The total Rental income from malls was at ₹ 9,913 million, up 14% YoY. Hospitality revenue was at ₹ 3,042 million, up 9% YoY. Revenue from residential was ₹ 3,795 million while commercial revenue was ₹ 881 million, up 44% YoY.

EARNINGS BEFORE INTEREST, DEPRECIATION AND TAXES (EBITDA)

The Standalone EBITDA increased by 7% YoY to ₹ 2,686 million in FY2019 from ₹ 2,522 million in FY2018. The EBITDA margins were 61% in FY2019 as compared to 63% in FY2018. Consolidated EBITDA has increased by 28% to ₹ 9,931 million in FY2019 from ₹ 7,774 million in FY2018. The consolidated margins have increased to 50% in FY2019 from 48% in FY2018.

INTEREST AND DEPRECIATION

The Standalone depreciation increased by 10% to ₹ 442 million in FY2019 from ₹ 403 million in FY2018, whereas the consolidated depreciation increased by 3% YoY to ₹ 2,042 million in FY2019 from ₹ 1,983 million in FY2018. Standalone





interest expense increased by 4% to ₹ 778 million in FY2019 from ₹ 745 million in FY2018. The consolidated interest expense has increased by 1% YoY to ₹ 3,506 million in FY2019 from ₹ 3,476 million in FY2018.

PROFIT AFTER TAX AND MINORITY INTEREST

Standalone Profit after Tax increased to ₹ 1,731 million in FY2019 from ₹ 1,548 million in FY2018. The Consolidated Profit After Tax after Minority Interest increased by 74% YoY to ₹ 4,210 million in FY2019 from ₹ 2,422 million in FY2018.

SHARE CAPITAL

During FY2019, Share Capital of the Company was at ₹ 307 million. Standalone Reserves and Surplus increased to ₹ 27,139 million in FY2019 from ₹ 25,378 million in FY2018, whereas Consolidated Reserves and Surplus Stood at ₹ 34,435 million in FY2019 as against ₹ 28,211 million in FY2018.

NON-CURRENT AND CURRENT LIABILITIES

The Standalone Non-Current (long term) borrowings of the Company have increased to ₹ 6,631 million in FY2019 from ₹ 6,142 million in FY2018. The Consolidated Non-Current (long-term) borrowings increased to ₹ 34,319 million in FY2019 from ₹ 31,972 million in FY2018. The Consolidated Current Liabilities have increased to ₹ 18,020 million in FY2019 from ₹ 16,681 million in FY2018.

FIXED ASSETS

The Consolidated Tangible Assets have increased to ₹ 61,489 million in FY2019 from ₹ 52,939 million in FY2018 and CWIP has increased to ₹ 8,960 million in FY2019 from ₹ 5,025 million in FY2018.

CURRENT ASSETS

The Consolidated Current Assets have increased to ₹ 18,107 million in FY2019 from ₹ 14,534 million in FY2018. Consolidated Inventories increased to ₹ 8,987 million in FY2019 from ₹ 6,615 million in FY2018.

RATIO ANALYSIS

	2018-19	2017-18	YoY change	Comments (for change greater than 25%)
Debtors Turnover Ratio	12.2	11.7	4.1%	
Inventory Turnover	0.3	0.2	70.9%	Inventory turnover is higher in FY19 on account of significant improvement in residential sales
Interest Coverage Ratio	2.5	1.8	36.5%	Interest Coverage Ratio improved in FY19 as EBIT increased at a faster rate as compared to interest cost for the period
Current Ratio	1.0	0.9	15.3%	
Debt Equity Ratio	1.3	1.6	(16.6)%	
Operating Profit Margin (%)	50.1%	48.0%	212 bps	
Net Profit Margin (%)	21.2%	15.0%	629 bps	Improvement in Net Profit Margin on account of higher profitability driven by residential sales and annuity led retail and commercial portfolios.
Return on Networth (%)	13.3%	9.6%	370 bps	Improvement in Return on Net Worth on account of higher profitability driven by residential sales and annuity led retail and commercial portfolios.



AWARDS & ACCOLADES

HSP & Palladium

- Times Network Presents National Awards for Marketing Excellence (for Excellence in Shopping Centres and Mall Marketing) 5th July 2019, Taj Lands Mumbai
  1) Most admired Shopping Centre of the year
  2) Shopping Centre of the Year Luxury
- CMO Asia Presents Shopping Mall Excellence awards Singapore
  1) Shopping Centre of the year Luxury
  2) Best Digital Marketing Campaign of the year - #HSPWISHCIRCLE
- **ABP News Presents Brand Excellence awards** - Effective use of Marketing communication Award
- **Golden Globe Tigers 2019** – For brand excellence in retail and real estate sector

Phoenix MarketCity, Pune

Destination Awards

- Phoenix Marketcity Pune is awarded as the "Best Shopping Mall of the Year – National" at Indian Retail Awards 2019, Mumbai
- Phoenix Marketcity Pune is awarded as the "MAPIC Most Admired Shopping Centre of the year: Non-Metros (west) at India Shopping Centre Awards supported by MAPIC India at ISCF 2019, Mumbai

Awards on Marketing & Promotions

- Phoenix Marketcity Pune is awarded as the "Best Campaign -Innovation for #The Good Life Moment" at The Golden Globe Tigers Awards For Excellence & Leadership in Branding & Marketing, Malaysia

Phoenix MarketCity, Bangalore

1. The Golden Globe Tigers - Shopping Centre of the Year Metros South - Phoenix Marketcity Bangalore - 23rd April, 2018
2. Times Network presents National Awards for Marketing Excellence - Best Thematic Decoration - Tallest Christmas tree in the country - Phoenix Marketcity Bangalore - 5th July, 2018
3. Times Network presents National Awards for Marketing Excellence - Best Social Media Marketing Campaign - Phoenix of the Year - Phoenix Marketcity Bangalore - 5th July, 2018
4. Times Network presents National Awards for Marketing Excellence - Best Retail Store Launch in a Shopping Mall - Phoenix Marketcity Bangalore - 5th July, 2018



5. Award for Excellence in Shopping Malls - Shopping Centre of the Year Metros (South) - Phoenix Marketcity Bangalore - 31st July, 2018
6. Asian Shopping Malls Leadership Awards - Most Admired Shopping Centre of the Year Marketing and Promotions - Phoenix Marketcity Bangalore - 3rd October, 2018
7. Asian Shopping Malls Leadership Awards - Best Thematic Decoration - Peacock Structures - Phoenix Marketcity Bangalore - 3rd October, 2018
8. ABP News Presents Brand Excellence Awards - Brand Excellence Award in Shopping Malls - Phoenix Marketcity Bangalore - 27th November, 2018
9. Global Marketing Excellence Awards - Most Admired Marketing Campaign - Phoenix Festival - Phoenix Marketcity Bangalore - 27th November, 2018.
10. Images Shopping Centre Awards - Images Most Admired Shopping Centre of the Year Metros (South) - Phoenix Marketcity Bangalore - 2018
11. Times Business Awards 2018 - Best Lifestyle and Entertainment Destination - Phoenix Marketcity Bangalore
12. Red FM ka Thappa - Best Mall - Phoenix Marketcity – 2018
13. The Activation Venues Forum - Best Festive Decor - Phoenix Marketcity Bangalore - 2018
14. The Times Retail Trailblazers award– February 2019
15. ET Now Presents Global Awards for Retail Excellence (For Excellence in Shopping Centre and Mall Marketing)- 13th February 2019
16. Times Power Women - March 2019
17. Times Business Award 2019 – Most Admired Shopping Centre of the Year

Phoenix MarketCity, Chennai

1. The Times of India Trailblazers (For exemplary commitment & impactful positive contribution to the success of retail sector in Tamil Nadu)
2. Times Retail Icon Most Luxurious Fashion Destination of the Year- Palladium Chennai
3. Times Retail Icon Best Shopping Mall of the Year Phoenix MarketCity Chennai



4. Pride of Tamil Nadu Awards Most Luxurious Shopping Mall with Maximum Luxury Brand - Palladium Chennai
5. Times of India Trailblazers Award- Phoenix MarketCity Chennai
6. CMO Asia Shopping Centre of the Year Metros - (south) Phoenix MarketCity Chennai
7. Activation Venue Forum Best Festive Décor Phoenix MarketCity Chennai
8. Activation Venue Forum Best Premium venue Palladium Chennai
9. ET Now - Global Awards for Retail Excellence Most Admired Marketing Campaign of the year Phoenix MarketCity Chennai
10. Times network - National Awards for Marketing Excellence Most Admired Shopping Centre of the year - Marketing & Consumer Promotions Phoenix MarketCity Chennai
11. CMO Asia - Awards for Excellence in Shopping Malls Shopping Centre of the year Phoenix MarketCity Chennai
12. CMO Asia - Awards for Excellence in Shopping Malls Shopping Centre Launch of the year Palladium Chennai
13. CMO Asia - Awards for Excellence in Shopping Malls Best Architecture and Interior Design Palladium Chennai

Phoenix MarketCity, Mumbai

1. Most admired shopping mall of the year - by the golden globe tiger awards - excellence and leadership
2. Shopping mall management preferred shopping destination by Mumbai icon 2018-Radio City
3. Best live music Destination by Artist Aloud Music Awards
4. Shopping centre of the year metro west by Times Network National Awards for Marketing Excelalence- 5th July
5. CMO Asia Presents Awards for Excellence in Shopping Malls Le Meridien Singapore, Sentosa- |31st July, 2018
   - Shopping Centre of the year West
   - Best Customer Experience- Shopping Mall
   - Best Digital Marketing Campaign- #HAUTESPRING
6. Iconic mall of Central suburbs By Mid day - 19th September 2018
7. The Asian Shopping Malls Leadership Award - 1)Shopping Centre of the year Metros West 2) Shopping Malls with Maximum International Brands
8. ABP News Presents Brand Excellence Awards for Excellence in shopping mall
9. Iconic real estate and mall developer By Mid day
10. ET Business Icons 2019 “Popular Shopping Mall”.

Phoenix United, Lucknow

1. TAVF 18 Award - Most no of Mall Events – North
2. 1-Images Most Admired Shopping Centre Of The Year - Non Metro 2019
3. 2-Global Awards For Retail Excellence- Most Admired Shopping Centre Of The Year (Retailers Choice) - 2019
4. 3- Pride Of Uttar Pradesh - Most Admired Shopping Centre.2019
5. 4-Images Food Service Awards - Most Admired Food Court Of The Year.2019
6. 5. Best Turn around Centre By Umbrella Aegis 2019

SUSTAINABLE DEVELOPMENT AT PML

SUSTAINABLE DEVELOPMENT GOALS

Our strategy behind sustainable development is aligned with the Sustainable Development Goals (SDG) outlined by the United Nations.



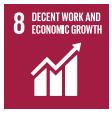
The Goal is aimed towards eradicating poverty in all its forms and dimensions by 2030.



The Goal aims at ensuring healthy lives and promoting well-being for all at all the ages.



The Goal is aimed at achieving gender equality and empowering all women and girls.



The Goal is aimed towards promoting sustained, inclusive and sustainable economic growth, full and protective environment and decent work for all.



The goal is aimed towards building resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation.



The objective of this goal is to reduce inequalities within and among countries.



The goal aims at making cities and human settlements inclusive, safe, resilient and sustainable.



The focus of this goal is to ensure sustainable consumption and production patterns.



This goal aims towards taking actions to combat climate change and its impacts.





Sustainability, at PML, is all about resource efficiency and improving the way our business is run. It is about using environmentally responsible products and managing their environmental impact. We conduct our operations in a manner that are ethical, transparent, proactive and sensitive to all stakeholders. The link is the little things we do to contribute to bigger initiatives. We believe that being socially and environmentally responsible is good for people and the planet, and essential for the long-term sustainability of business.



Our employees are vital to fulfilling our purpose. In centre or behind the scenes, the experiences they create for our visitors and retailers are at the heart of what makes PML different. Our people are talented individuals, and our culture empowers them to be bold, creative and genuine in their work and to come together to create high performance teams that drive PML's success.



Corporate Social Responsibility is embedded in our vision statement of empowering the vulnerable sections of the society. Our CSR policy at The Phoenix Mills Limited is to function as a responsible corporate citizen, while discharging our social responsibilities. We utilise all opportunities to make any difference to people coping with social challenges.

Sustainability in Action

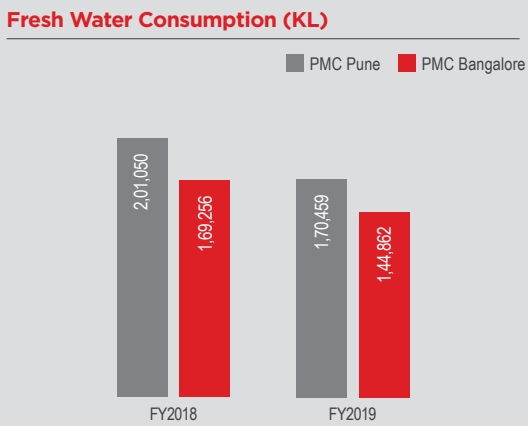


Sustainability at High Street Phoenix

1. The mall is actively involved in conservation of energy. There has been installation of LED lights in the parking area. As a result, we have saved 1,43,328 units during FY2019. The use of LED bulbs in parking areas has brought down the unit consumption by 72% in FY2019 as against FY2018.
2. We have installed low flow aerator, waterless urinals, and low flush tap across all the washroom in HSP Installation of waterless urinals leading to reduction in use of water
3. Sewage Treatment Plant water is used in Palladium mall Washrooms, hotel flushing and cooling tower. STP water generated and reused 69,843 KL in FY2019 as against 64,463 KL in FY2018.
4. As part of its CSR program, the company constructs Check Dams in Rajasthan



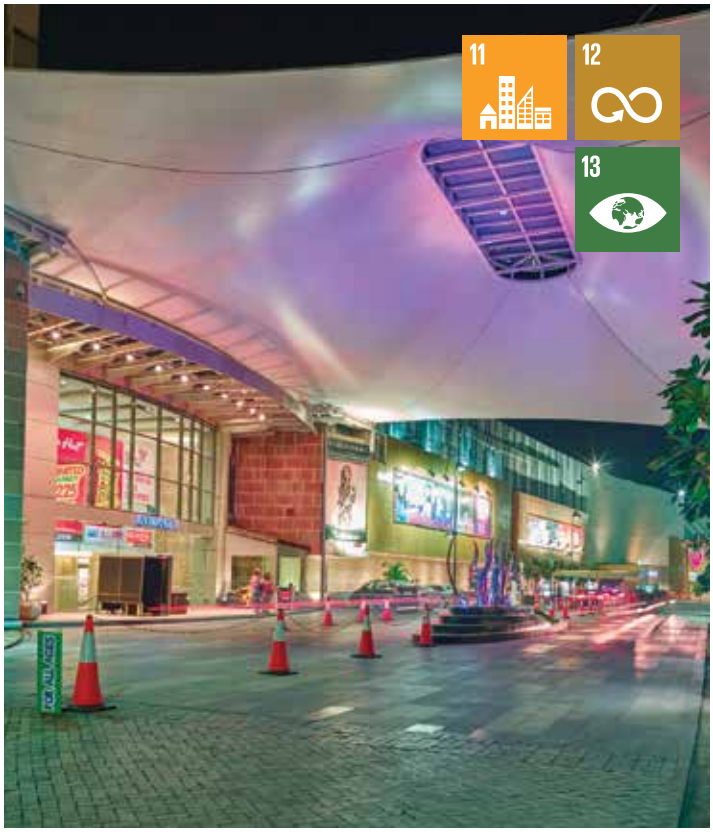
Reducing Consumption of Fresh Water



Sustainability at Phoenix MarketCity, Bangalore

1. Reduced ~17,415 tonnes of CO2 equivalents. through use of solar power. Based on EPA estimates, this is equivalent to the Carbon sequestered by about 288,000 seedlings grown over a 10 year period or about 20,500 acres of forest in a year.
2. Replaced CFL lights with LED lights
3. Upgraded STP to significantly improve the quality of recycled water and increase usage case for the same
4. Building Management System upgradation to ensure a more responsive control of plant and machinery and reduce electricity consumption
5. Provided EV recharge points at the mall to encourage use of electric vehicles





Sustainability at Phoenix MarketCity, Chennai & Phoenix MarketCity, Mumbai

Phoenix MarketCity, Chennai

1. Replacement of an efficient Marley Cooling tower
2. Replaced the existing Air-cooled chiller with Water cooled chiller for Luxe cinema and achieved better IKW.
3. Automation of Light sensors in MLCP and External Lights

Phoenix MarketCity, Mumbai

1. Replacement of incandescent lamp, tube lights, metal halides and halogen lamps by LED fittings for energy conservation.
2. Replacement of V belt to Flat belt for common area Air Handling Unit leading to 10% saving on AHU energy consumption.
3. Installation of timers for Common Area washroom exhaust and Periphery lights led to reduction in electricity units consume.
4. All AHUs are operated through BMS as per requirement.
5. Installation of switches on doors of utility room to automatically switch on lights when doors are open.

Our People

The Recruitment Process

Our approach to Talent Acquisition is all about attracting right talent within PML and creating a brand for our organisation in the talent market, which is the key to success of hiring right talent. It is a well-designed approach with not only industry best practices being followed like psychometric tools, competency assessment but also setting newer benchmarks. Further, internal talents are given opportunity over lateral hiring with the purpose of promoting internal growth and development.

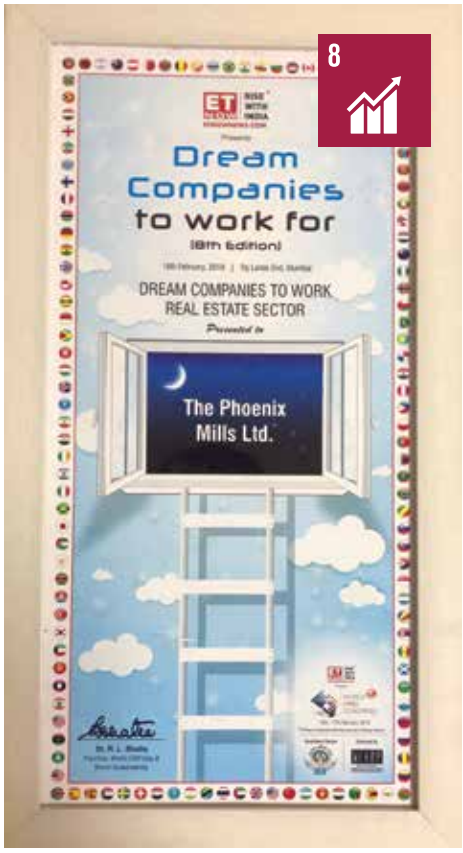
Our process also includes providing exceptional candidate experience throughout the journey of a candidate, thereby helping the candidate to understand the culture, expectations of the organisation and above all, making them our brand ambassadors.

Employee Engagement

Engagement at Phoenix is guided by the principle of creating positive work environment by way of fostering open culture, fun and inclusivity.

Some of the initiatives around engagements are:

1. **Connecting with the new incumbents and settlement of new incumbents within the organisation :** A series of interventions are taken like First Impression, Coffee with HOD and meet with HR to drive periodic conversations.
2. **Fun@Work :** Various initiatives are taken in this direction like a structured approach to fun by way of creating an Annual Engagement Calendar in the areas of Sports, Festivals, birthdays, amongst others.





3. **Rewards and Recognitions:** We recognize that the key factor in the success of the Organization is performance, quality of work and dedication towards achieving organisational objectives by its employees. The purpose of the Reward & Recognition Policy is to recognize and promote positive behaviour and to create a culture that celebrates success and sets higher benchmarks. Various recognition tools are made available to managers and leaders to promote the culture of recognition across the organisation.

5. **Team Engagements:** Quarterly team outings to engage teams and improve collaboration and bonding in an informal environment.



4. **Wellness:** Health and wellness of our employees are given utmost importance at Phoenix. Few initiatives in this direction taken are Annual health check-ups, wellness sessions by experts, Yoga sessions, amongst others.



Learning and Development

Learning and Development is at the core of Phoenix culture and hence we continuously invest in the development of our internal talent thereby achieving employees' aspirations and organisations' objectives.

Blended Learning Approach has been adopted to build right functional and behavioural capabilities within the organization, so as to develop talent which is future ready. Some of the approaches are classroom training, E-learning, Experiential learning, cross functional learning, seminars, amongst others.

For on roll employees we conducted training sessions which comprised of a total of 1,537 man-days.

For off roll employees we conducted training sessions which comprised of a total of 3,204 sessions totalling to 62,122 training man hours.





Enhancement in HR Automation

FY2019 marked the year of enhancement in HR Automation with the introduction of cloud-based HR software. The objective of the enhancement was to provide managers and employees easy access to information, thereby making the whole experience delightful. An introduction of Mobile App made the information available on the go.

Gender Diversity

At PML, we believe in equitable and fair representation of people of different genders. We believe that our workforce should reflect our customers and the communities around our centres, so diversity is incredibly important to us. We continue to work hard to achieve gender balance at every level of our business.



RISK MANAGEMENT & INTERNAL CONTROLS

PML identifies new risks and re-evaluates old risks during the year, in the process of considering risk mitigating strategies. Some of the risks the Company's core businesses are exposed to include credit risk, market risk, operational risk and legal risk. It is also exposed to specific risks in connection with the management of investments and the environment within which it operates. The Company manages cost escalation risk through processes aimed at optimizing costs through suppliers and through rigorous contracts and procurement. To manage project execution risk, PML evaluates track records and performance capabilities to ensure the right contracts are on board. As a part of the monitoring system, a project review is done every week on timelines and budgets to evaluate project cost and costs to completion.

The Company seeks to understand, limit and manage the adverse impacts arising from external and internal events. The risk management team safeguards and protects the Company's assets against unauthorized use or disposition, maintenance of proper accounting records and verification of authenticity of all transactions. Within the Company, the directors are responsible for maintenance of a sound system of internal controls. This is done by way of continuous process of identifying, evaluating and managing the risks faced by the company.

The Group's effectiveness on internal control and their internal control system is also checked by external agencies. This results in an unbiased and independent examination of the adequacy and effectiveness of the internal control system and aims to achieve the objective of optimal functioning of the Company.

Information Technology

Your Company understands that an adequately equipped IT infrastructure, both technologically and quantitatively, is the foundation for stable IT systems and optimal IT support. It has the best-in-class IT systems and the entire IT backbone to manage administration and delivery of its services. A key hallmark of its IT systems is its ability to monitor and assist each retail store, helping them manage their business better and has a comprehensive package for managing its retail properties. This enables the entire operation to be on a centralised platform offering single-system property management and accounting integration.

The advanced IT system facilitates PML in establishing various business intelligence reports for investment management, electronic procurement, paperless transaction processing, budgeting, forecasting and cash flow modelling. The Company has adopted global standards in information automation, performance metrics and management excellence. The efficient enhancement of the application environment at different locations in the business processes and in sales network is just as vital as having a modern IT infrastructure. The technical staff is responsible not only for programming the systems, but also supporting the users in technical development. Expert teams develop solutions that can be applied across verticals to establish IT standards in business areas that are the basis for leveraging potential synergies.

Cautionary Statement

This document contains statements about expected future events, financial and operating results of The Phoenix Mills Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirely by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of The Phoenix Mills Limited's Annual Report, FY2019.



BUSINESS RESPONSIBILITY REPORT

Section A: General Information about the Company

1.	Corporate Identification Number (CIN)	L17100MH1905PLC000200
2.	Name of the Company	The Phoenix Mills Limited
3.	Registered address	462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
4.	Website	www.thephoenixmills.com
5.	Email id	investorrelations@highstreetphoenix.com
6.	Financial year reported	April 1, 2018- March 31, 2019
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Real Estate Development (NIC Code: 41001)
8.	List three key products/services that the Company manufactures/ provides (as in balance sheet)	The Company is not engaged in manufacturing activities. The Company is engaged in the business of Real Estate Development.
9.	Total number of locations where business activity is undertaken by the Company	The Company, directly and through its subsidiaries, has developed and is operating retail malls and other real estate projects in Mumbai and other key gateway cities of India.
	Number of international locations (Provide details of major five)	The Company does not have any operations in foreign countries.
	Number of national locations	The Company carries out its business at Mumbai, Maharashtra.
10.	Markets served by the Company - Local / State / National / International	The Company is carrying out its real estate development activities in the state of Maharashtra.

Section B: Financial Details of the Company

1.	Paid up capital of the Company	₹ 3,065.80 Lakhs
2.	Total turnover	₹ 44,033.08 Lakhs
3.	Total profit after tax	₹ 17,309.11 Lakhs
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):	0.84% (₹ 144.65 Lakhs)*
5.	List of activities in which expenditure in four above was incurred:	Construction of Check Dams; Promoting employment, enhancing vocational skills amongst underprivileged children, livelihood enhancement projects for women, upliftment of tribals and socially & economically backward groups.

*Please refer Annexure VIII of the Board's Report viz. the Annual Report on CSR activities for details

Section C: Other Details

1.	Does the Company have any Subsidiary Company / Companies?	Yes. The Company has 28 subsidiaries.
2.	Does the subsidiary Company / Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).	The Company encourages its subsidiaries to participate in Business Responsibility initiatives either directly or along with the Company.

3.	Does any other entity / entities (e.g. suppliers, distributors etc.), that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	We do not mandate that our suppliers and partners participate in the Company's BR initiatives however, the Company encourages its business and joint venture partners to undertake sustainability and CSR initiatives.

Section D: BR Information

1.	Details of Director / Directors responsible for BR	The Corporate Social Responsibility (CSR) Committee of the Board of Directors is responsible for implementation of BR activities.	The Corporate Social Responsibility (CSR) Committee of the Board of Directors is responsible for implementation of BR activities.
	a)	Details of the Director / Directors responsible for the implementation of the BR policy / policies	
		DIN	00086762
		Name	Mr. Atul Ruia
		Designation	Chairman and Managing Director
		DIN	06996110
		Name	Mr. Pradumna Kanodia
		Designation	Director-Finance
		DIN	01602690
		Name	Ms. Shweta Vyas
		Designation	Non-Executive Independent Director
		DIN	06996110
	b)	Details of the BR head:	
		Name	Mr. Atul Ruia
		Designation	Chairman and Managing Director
		Telephone No.	(022) 2496 4307/8/9
		E-mail ID	corpaffairs@highstreetphoenix.com

1. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N)

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:

Principle 1	P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
Principle 2	P2	Businesses should provide goods and services that are safe, and contribute to sustainability throughout their life cycle.
Principle 3	P3	Businesses should promote the wellbeing of all employees.
Principle 4	P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
Principle 5	P5	Businesses should respect and promote human rights.

BUSINESS RESPONSIBILITY REPORT

Principle 6	P6	Businesses should respect, protect and make efforts to restore the environment.
Principle 7	P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8	P8	Businesses should support inclusive growth and equitable development.
Principle 9	P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?[1]	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to national / international standards? If yes, specify? (50 words) [1]	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by the MD / Owner / CEO appropriate Board Director? [2]	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board/ Director / Official to oversee the implementation of the policy? [3]	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link to view the policy online? [4]	*	*	*	*	*	*	Y	*	*
7.	Has the policy been formally communicated to all relevant internal and external stakeholders? [5]	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in-house structure to implement its policy / policies? [6]	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy/ policies? [7]	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? [8]	Y	Y	Y	Y	Y	Y	Y	Y	Y

Notes:

1. All the policies are formulated with detailed consultation and benchmarking across industry. The policies are in compliance majorly with all applicable laws. They are developed and aligned to applicable legal and regulatory requirements, and guidelines, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and our internal mandates.
2. As per company practice, all the policies are either approved by the Board or concerned authority (under supervision of the Board) depending upon the nature of policy and statutory requirements. The concerned authority could be either MD & CEO / Functional Head etc.
3. All the policies have a policy owner and the respective policy owners are responsible for implementation of the policy.
4. The following policies can be viewed on our website www.thephoenixmills.com
   i. Code of Conduct for Directors & for Senior Management and employees of the Company;
   ii. Corporate Social Responsibility ('CSR') Policy;
   iii. The Whistle Blower Policy;
5. Except the policies listed above, which are available on the website of the Company, all other policies being in-house are meant for internal consumption of employees and are available on the Company's intranet. All policies have been periodically communicated to the relevant stakeholders, are uploaded on the intranet and are accessible to all employees of the Company.
6. All policies are owned by the respective policy owners and respective senior leadership teams are responsible for the effective implementation of policy.
7. Any grievance relating to any of the policy can be escalated to the policy owner/ MD & CEO / Whistleblower Officer.
8. Implementation of policies is evaluated as a part of internal governance by policy owners.

2. If answer to question at Sr. No. 1 against any principle, is 'No', please explain why? (Tick up to two options) N.A.

		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	--	--	--	--	--	--	--	--	--
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified Principles	--	--	--	--	--	--	--	--	--
3.	The Company does not have financial or manpower resources available for the task	--	--	--	--	--	--	--	--	--
4.	It is planned to be done within next six months	--	--	--	--	--	--	--	--	--
5.	It is planned to be done within next one year	--	--	--	--	--	--	--	--	--
6.	Any other reason (please specify)	--	--	--	--	--	--	--	--	--

3. Governance related to BR

1.	Indicate the frequency with which the Board of Directors, Committee of the Board or the CEO assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year	The CSR Committee and the Board of Directors of the Company assess and review the various initiatives forming part of the BR performance of the Company at least once a year and provides a strategic direction to the Company on its BR initiatives, as required.
2.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing the report? How frequently it is published?	The Company publishes the information on BR in the Annual Report of the Company. The hyperlink to view the Annual Report is www.thephoenixmills.com.

Section E: Principle wise Performance

Principle 1: Ethics, Transparency and Accountability

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1.	Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors /NGOs / Others?	The Phoenix Mills Limited's commitment towards compliance to the highest governance standard is backed by an independent and fully informed Board and Audit Committee, comprehensive processes, policies and communication. The Company adheres to the highest level of ethical business practices as articulated by its Code of Conduct to achieve its objectives with integrity. Policy relating to ethics, bribery and corruption is duly covered under Code of Conduct of the Company. This policy extends to the entire Phoenix Group and covers all employees. Further, the Company also encourages all its stakeholders including suppliers and contractors, service providers and their employees to adhere to this policy.
2.	How many stakeholder complaints were received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof in about 50 words or so.	During the last financial year, no complaints were received from any of the Company's stakeholders on ethics, transparency and accountability.

BUSINESS RESPONSIBILITY REPORT

Principle 2: Product Lifecycle Sustainability

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1.	List three of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities	The Company is engaged in the development and operation of: (i) Retail Malls (ii) Commercial Offices (iii) Resident Apartment Complex
2.	For each such product, provide the following details in respect of resource use (energy, water, raw material and so on) per unit of product (optional)	The Company has taken appropriate measures to cut down wastage of energy, materials and consumption in all phases of its operations. The installation of a Sewage Treatment Plant (STP) has decreased water requirements at the sites, while the usage of LED lights has reduced energy consumption. The Company aims to source and make use of quality raw materials considered safe for usage.
3.	Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so	Yes, the Company has enforced standard operating procedures for sourcing quality material, which results in cost effective deliveries.
4.	Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what initiatives were taken to improve their capacity and capability of local and small vendors?	Yes, the Company engages regional and local suppliers for sourcing any products and services. Sharing more business opportunities with them has led to improvement in their capacities.
5.	Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling them (separately as <5%, 5-10%, >10%)? Also provide details thereof, in about 50 words or so	Domestic waste water generated at our malls and commercial complexes is 100% recycled through Sewage Treatment Plants. Used oil is the only hazardous waste being generated in our business of development and management of malls and commercial complexes. This is being sold to recyclers authorized by the Central Pollution Control Board (CPCB), whereas the non-hazardous waste is sold to recyclers.

Principle 3: Employee Well-being

Businesses should promote the wellbeing of all employees

1.	Total number of employees.	As on March 31, 2019, the strength of The Phoenix Mills Limited on roll workforce stands at a total of 107 employees.
2.	Total number of employees hired on temporary / contractual / casual basis	As on March 31, 2019, there were no employees hired on temporary/contractual/casual basis.
3.	Total number of permanent women employees	As on March 31, 2019, the strength of the Company's permanent women employees stands at a total of 34.
4.	Total number of permanent employees with disabilities	As on March 31, 2019, the Company does not have any permanent employees with disabilities.

5.	Do you have an employee association that is recognized by the Management?	No	
6.	What percentage of your permanent employees are members of this recognised employee association?	Not Applicable	
7.	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year	The Company has not received any complaints in the mentioned category during the last financial year.	
8.	What percentage of your under-mentioned employees that were given safety and skill up-gradation training in the last year?	**Category**	**%**
		Permanent employees (includes classroom and e-learning)	67
		Permanent women employees	65
		Casual / temporary / contractual employees	90
		Employees with disabilities	NIL

Principle 4: Stakeholder Engagement

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1.	Has the Company mapped its internal and external stakeholders? Yes / No	Yes, the Company has mapped its stakeholders as a part of its stakeholder engagement strategy development process. Key stakeholders are: • Customers • Shareholders/Investors • Partners (Suppliers/Vendors/Landlords/Retailers) • Employees • Regulatory Bodies • Industry forum • Community at large, including the disadvantaged groups and vulnerable sections like children /women and the civil society

BUSINESS RESPONSIBILITY REPORT

2.	Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?	The Company has identified and is responsive to the needs of all its stakeholders, especially those who are disadvantaged, vulnerable and marginalized. The Company's beneficiaries through social development projects are centered around the marginalised, economically weak and disadvantaged sections of the society, especially the girl child, under-privileged women and persons with disabilities. The Company aims at constantly identifying the disadvantaged, vulnerable and marginalised stakeholders, both directly and indirectly. The Company's community initiatives are being implemented in the rural and urban areas. With the support of its employees, the Company also contributes funds to several other non-profit organisations, besides direct project implementation through these organisations
3.	Are there any special initiatives undertaken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders?	Yes. The Company follows an integrated development approach, which specifically targets the disadvantaged, vulnerable and marginalised stakeholders. The Company's drive towards Corporate Social Responsibility is aimed towards making a purposeful change in the lives of its stakeholders. The Company's key areas in CSR are in the field of conservation of resources, infrastructure support, and education. The Company has taken a slew of initiatives in the areas of education, safe drinking water, integrated rural development, creation of sustainable livelihood and women empowerment.

Principle 5: Human Rights

Businesses should respect and promote human rights

1.	Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The Company does not have a specific policy only on human rights. However, aspects of the same have been covered in The Phoenix Mills Code of Conduct, which extends to all employees and group companies.
2.	How many stakeholder complaints were received in the past financial year and what percent was satisfactorily resolved by the Management?	During the year under review, the Company has not received any complaints from any stakeholders pertaining to human rights

Principle 6: Environmental Management

Businesses should respect, protect, and make efforts to restore the environment

1.	Does the policies related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The Corporate Social Responsibility policy of the Company presently extends only to the Company.
2.	Does the Company have strategies / initiatives to address global environmental issues, such as climate change, global warming, and others? If yes, please give hyperlink for webpage etc.	Yes. The Company has proactively taken several initiatives to create positive impact on the environment. Refer to CSR section of the report for complete details.
3.	Does the Company identify and assess potential environmental risks? Y / N	Yes
4.	Project(s) related to Clean Development Mechanism	Currently, the Company is not undertaking any project related to Clean Development Mechanism.
5.	Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy and so on? If yes, please give hyperlink to web page and others.	Yes, the Company has taken multiple initiatives towards energy efficiency and use of renewable energy at its site. Refer to CSR section of the report.
6.	Are the emissions / waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?	The Company in most of the cases is well within the permissible limits.
7.	Number of show cause / legal notices received from CPCB / SPCB, which are pending (i.e. not resolved to satisfaction) as on the end of the financial year	The Company has not received any show cause / legal notice from CPCB/ SPCB in FY 2018-19

Principle 7: Public Advocacy

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1.	Does the Company represent in any trade and chambers/ association? If yes, name only those major ones that the Company deals with:	The Company is inter alia a member of the following business associations: - India Council of Shopping Centre (ICSC) - Retailers Association of India (RAI) - Confederation of Indian Industry (CII)
2.	Has the Company advocated / lobbied through the above associations for the advancement or improvement of public good? If yes, specify the broad areas (drop box: governance and administration, economic reforms, inclusive development polices, energy security, water, food security, sustainable business principles and others).	The Company provides its inputs to the association for an appropriate representation to the regulator/ respective State Government or local authority, whenever any consultation paper is released by any authority and / or policy / guideline related to real estate development and operations by any State or local authorities.

BUSINESS RESPONSIBILITY REPORT

Principle 8: Inclusive Growth

Businesses should support inclusive growth and equitable development

1.	Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes, provide details thereof	Yes, the Company follows an integrated approach towards development programs and follows the policy of Sustainable Development, participatory approach. Social development is a very important aspect of the Company's operations, and it has devised its key thrust areas in line with the requirements of Schedule VII to the Companies Act, 2013. The Corporate Social Responsibility (CSR) Committee formed by the Board of Directors of the Company oversees the implementation of various initiatives. The Company takes appropriate guidance from the Committee to undertake and discharge its social responsibilities. The precise details of the Company's CSR initiatives have been provided in the CSR Report.
2.	Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organisation?	The Company undertakes these projects through the Aakar Charitable Trust and other registered trust including in collaboration with other external organizations/ NGOs.
3.	Has the Company done any impact assessment for its initiative?	Impact assessment is a very important element of all our projects and all our initiatives are assessed against identified project deliverables. Impact Assessment is carried out by the Trust with the implementing partners with whom the Company engages for CSR. Based on this, the Company appropriately intervenes to make social responsibility initiatives more effective.
4.	What is the Company's direct contribution to community development projects (Amount in? and the details of the projects undertaken)?	The Company has spent an amount of ₹ 144.65 Lakhs in various CSR activities during year 2018-19. The details of the amount incurred and areas covered are given in Annexure to the report on Corporate Social Responsibility forming part of Directors' Report.
5.	Has the Company taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in around 50 words	Yes. Community is our key stakeholder and we believe that development of the community is only possible through engagement and partnership from all the stakeholders. The Company has a process of engaging with local community to understand their concerns. The CSR interventions are carried out on a need based approach which is developed after consultations with the local community to ensure that the activities are adopted by them. The projects are also continuously monitored and evaluated to measure impact.

Principle 9: Value for Customers

Businesses should engage with and provide value to their customers and consumers in a responsible manner

1.	What percentage of customer complaints / consumer cases is pending, as on the end of the financial year?	The Company is extremely responsive and perceptive towards the concerns of customers and consumers. These are taken up by the Company and resolved on an immediate basis.
2.	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	Not applicable
3.	Cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on the end of the financial year. If yes, provide details thereof, in about 50 words or so	The Company understands that consumers are its most important stakeholders. It never indulges in any anti-competitive behavior and it remains committed to protect the interest of all stakeholders in a legally compliant manner with high ethical standards. There is no anti-competitive, abuse of dominant position or unfair trade practices case pending against the Company
4.	Did the Company carry out any consumer survey / consumer satisfaction trends?	The Company carries out a Consumer Satisfaction Survey each year to benchmark consumer sentiments and also to take appropriate steps to improve customer satisfaction.

BOARD'S REPORT

TO
THE MEMBERS,
THE PHOENIX MILLS LIMITED

Your Directors are pleased to present their Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 ("FY 2018-19").

Financial Summary and Highlights (Standalone and Consolidated)

(₹ in Million)

	Standalone		Consolidated	
	For the year ended March 31		For the year ended March 31	
Particulars	**2019**	**2018**	**2019**	**2018**
Revenue from Operations	4,403.31	3,972.11	19,815.60	16,198.53
Other Income	626.06	526.80	851.34	556.23
Total Revenue	5,029.37	4,498.91	20,666.94	16,754.76
Profit before Depreciation, Interest & Finance Charges, Exceptional Items and Tax	3,312.43	3,049.02	10,782.74	8,332.86
Less: Depreciation	441.97	402.94	2,042.32	1,982.82
Less: Interest & Finance Charges	777.49	744.95	3,505.79	3,476.07
Profit Before Tax and Exceptional Items	2,092.97	1,901.13	5,234.63	2,873.97
Add / (Less): Exceptional Items	-	-	480.99	-
Profit Before Tax	2,092.97	1,901.13	5,715.62	2,873.97
Less: Provision for Taxation:				
Current Tax	366.36	364.00	824.70	367.56
Deferred Tax	(4.30)	(11.19)	274.03	390.40
Share of Profit / (loss) of associates / joint ventures (net)	-	-	353.07	442.30
Profit after Tax	1,730.91	1,548.32	4,969.96	2,558.31
Other comprehensive income/ (expenses)	339.05	126.55	167.55	1,265.38
Total Comprehensive Income for the year	2,069.96	1,674.87	5,137.51	3,823.69

Operating Performance & Key Business Developments

The Company today is one of the largest retail-led real estate Company in India. We have 8 operational retail assets with a leasable area of around 6 Million Square Feet ('MSF') in Mumbai, Bengaluru, Chennai, Pune, Lucknow and Bareilly. Apart from retail, we have 1.32 MSF of rent generating office portfolio in Mumbai and Pune, and two hotels – The St. Regis, Mumbai and Courtyard by Marriott, Agra.

With a portfolio comprising of over 17.5 MSF of Retail, Residential, Commercial and Hospitality assets spread over more than 100 acres of land, the Company is best positioned in the industry to serve the people of India, one of 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 Company is a proxy to the great Indian Consumption story. Our consumption has grown at a CAGR of 11% between FY 2013-14 and FY 2018-19, while rental income has shown a CAGR of 12% during the same period. During FY 2018-19, we clocked total retail consumption of ₹ 68.9 billion across our retail properties with a total rental income of ₹ 9.9 billion.

We have a residential portfolio of 3.72 MSF, of which we have completed 3.01 MSF and sold 2.00 MSF in the cities of Bengaluru and Chennai. The yet to be launched area pertains to Towers 7-9 at One Bangalore West which the Company intends to launch at an opportune time.

The St. Regis, Mumbai continues its robust performance and has emerged as one of Mumbai's most preferred Hotels. Total Income for the year was ₹ 3,042 million, an increase of 9% over the previous year. With a total of 395 rooms, the hotel clocked an average occupancy of 80% with an ARR of ₹ 11,776, showing strong growth in Room, F&B and Banquet revenues. Courtyard by Marriott continues to perform well and did revenues of ₹ 370 million with 67% occupancy and ARR of ₹ 3,908.

During the year, we completed three new acquisitions – Land parcels in Hebbal (Bengaluru), Thaltej (Ahmedabad) which is a 50% joint venture with BSafal group, and an under-construction mall in Lucknow which is owned by the Company. These three acquisitions along with the acquisition of land parcel in Wakad (Pune) and an under-construction mall in Indore completed during previous year to take our under-development retail portfolio to about 4.9 MSF. Phoenix MarketCity Lucknow is expected to become operational in H2 FY 2019-20 and will be the first among the new projects. The rest of the portfolio will become operational part by part till FY 2022-23.

In the year 2017, we had entered into an alliance with Canada Pension Plan Investment Board ('CPPIB') for which Island Star Mall Developers Private Limited ('ISML') (Phoenix MarketCity Bangalore) served as the platform. CPPIB infused ₹ 16,620 million in equity for a 49% stake in ISML and the Company continues to hold the balance 51% stake. The funds raised in ISML were used to acquire land parcels in Wakad, Pune and Hebbal, Bengaluru and the under-construction mall in Indore. The entire funds raised from CPPIB stand committed within a short span of 14 months which is a remarkable achievement for the Company. With these acquisitions, the Company is set for its next leg of growth by expanding its footprint across key markets in India. The rising aspirations and increase in per capita income of Indian people continues to inspire us. We remain optimistic about the retail market in the country and look forward to continue to create shopping, dining & entertainment destinations in different cities to cater to the rising aspirations of urban consumers.

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.

Capital Structure

During the year under review, the Company has issued and allotted 148,061 equity shares having face value of ₹ 2/- each pursuant to exercise of Employee Stock Options, which have been listed on National Stock Exchange of India Limited ('NSE') and The BSE Limited ('BSE').

Consequently, the paid up equity share capital of the Company as at March 31, 2019 stood at ₹ 306,579,602 comprising of 153,289,801 equity shares having face value of ₹ 2/- each.

Dividend

Your Directors are pleased to recommend a dividend of ₹ 3.00 per Equity Share (@ 150%) of the face value of ₹ 2 each on the Share Capital, payable to those Shareholders whose names appear in the Register of Members and list of beneficial owners as on September 18, 2019 at the end of the business hours, subject to approval of Members at the ensuing Annual General Meeting ('AGM').

The Register of Members and Share Transfer Book will remain closed from September 19, 2019 to September 24, 2019 (both days inclusive) for the purpose of payment of final dividend.

The dividend is based upon the parameters mentioned in the Dividend Distribution Policy approved by the Board of Directors of the Company which is in line with Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

BOARD'S REPORT

Transfer to Reserves

The Board of Directors has not recommended to transfer any amount to General Reserves out of the amount available for appropriation and an amount of ₹ 1,329.26 million is proposed to be carried forward to the Statement of Profit and Loss.

Dividend Distribution Policy

The Dividend Distribution Policy containing the requirements mentioned in Regulation 43A of the Listing Regulations is attached as Annexure I and forms part of this Annual Report and can also be accessed on the website of the Company at the weblink: www.thephoenixmills.com/investordesk.html.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company pursuant to Section 129(3) of the Companies Act, 2013 and Regulation 34 of the Listing Regulations and prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by the Ministry of Corporate Affairs in exercise of the powers conferred by Section 133 of the Companies Act, 2013 form part of this Annual Report.

The Consolidated Financial Statements are also available on the website of the Company and can be accessed at the weblink: www.thephoenixmills.com/investordesk.html.

Investor Relations ('IR')

Your Company continuously strives for excellence in its IR engagement with International and Domestic investors. Structured conference calls and periodic investor/analyst interactions including one-on-one meetings, participation in investor conferences, quarterly earnings call, analyst meetings and non-deal road shows (Domestic + International) is undertaken by the Company. Your Company interacted with around 203 Indian and overseas investors and analysts (excluding quarterly earnings calls and specific event related calls) during the year and participated in 17 Investor conferences and 3 road shows during the year. Your Company always believes in leading from the front with emerging best practices in IR and building a relationship of mutual understanding with investors/analysts. As on March 31, 2019, the Company was covered by analysts from 15 reputed domestic and international broking houses and continues to engage with other analysts to update them on the new developments of the Company.

In continuation with this thought, the Company proactively shares information with investors/analysts and ensures that critical information about the Company is available to all the investors, by uploading all such information on the Company's website and on the website of the Stock Exchanges where equity shares of the Company are listed. The collaterals that are used by the Company include quarterly results presentation, press release and investor calls. The company communicates on the quarterly results and key developments through social media posts. The management of your company uses the communication medium of Business Channels to update Investors about key developments when required. The Company also uploads print transcripts of investor conference-calls on the website of the Company, which has a dedicated 'Investor Desk' as a repository of all published information such as Annual reports, press release, presentations and other such statutory communications. In this way, we endeavour to keep all stakeholders of the company updated on company performance and new developments.

Your Company has also been nominated for the IR Magazine Awards – India 2019 in 5 categories namely Best Financial Reporting (small & mid-cap), Best Investor Meeting (mid-cap), Best Investor Relations Officer, Best Investor Relations Team (mid-cap) and Best use of media and technology. IR Awards is an event hosted and presented by IR Magazine globally and long considered the 'Gold Standard' and definitive hallmark of IR excellence and Best Practices by global investors and Investor Relations fraternity. Subsequent to the year end, your Company is happy to report that Mr. Varun Parwal was awarded the Best Investor Relations Officer (Small & mid-cap) award by IR Magazine.

Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

Pursuant to the Ministry of Corporate Affairs notification dated January 22, 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies ('ROC') requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits. The Company has complied with this requirement within the prescribed timelines.

The particulars of loans/advances, etc., required to be disclosed in the Annual Accounts of the Company pursuant to Para A of Schedule V of the Listing Regulations are furnished in Note 38 of the Notes to Accounts annexed to Standalone Financial Statements which forms part of this Annual Report.

Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of Listing Regulations is presented in a separate section forming part of the Annual Report.

Performance of Subsidiary Companies, Associates and Joint Venture Companies

As on March 31, 2019, the Company has 18 direct subsidiaries, 10 indirect subsidiaries and 2 Associate Companies. During the year under review, the Company's Board reviewed the affairs and performance of its subsidiaries on a quarterly basis.

Material Subsidiaries

The Board has adopted a Policy for determining Material Subsidiaries in accordance with the requirements of Regulation 16(1)(c) of the Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website and can be accessed at the weblink: www.thephoenixmills.com/investordesk.html. In terms of the criteria laid down in the Policy and as per the definition of material subsidiary provided in Regulation 16(1)(c) of the Listing Regulations, 6 subsidiaries have been identified as 'Material', based on the Company's Consolidated Financial Statements for FY 2018-19.

The Material Subsidiaries of the Company as identified are (1) Island Star Mall Developers Private Limited (2) Sparkle One Mall Developers Private Limited (3) Palladium Constructions Private Limited (4) Pallazzio Hotels & Leisure Limited (5) Vamona Developers Private Limited and; (6) Offbeat Developers Private Limited.

Associate Companies

As on March 31, 2019 the Company has 2 associate companies in accordance with the provisions of Section 2(6) of the Companies Act, 2013. Further, in accordance with the applicable Accounting Standards, 3 more companies are classified as associate companies for the purpose of consolidation of Financial Statements, since these companies are associate companies of subsidiaries of the Company.

A Report on the performance and financial position of each of the subsidiary and associate companies included in the Company's Consolidated Financial Statements and their contribution to the overall performance of the Company, is provided in Form AOC-1 and forms part of this Annual Report.

Corporate Actions and Restructuring During FY 2018-19

The particulars of corporate actions and restructuring amongst subsidiaries and associate companies during FY 2018-19 is as mentioned below:

- Destiny Retail Mall Developers Private Limited (formerly known as Destiny Hospitality Services Private Limited) became a wholly-owned subsidiary due to acquisition by the Company of its entire paid-up share capital w.e.f. April 25, 2018. The name was changed to its present name vide fresh Certificate of Incorporation dated November 13, 2018 issued by the ROC.

BOARD'S REPORT

- Sparkle Two Mall Developers Private Limited was incorporated on April 27, 2018 as a wholly-owned subsidiary of Island Star Mall Developers Private Limited.
- Mindstone Mall Developers Private Limited was incorporated on June 18, 2018 as a wholly-owned subsidiary of the Company.
- Name of Classic Mall Development Company Private Limited was changed to Classic Mall Development Company Limited consequent to its conversion to public limited company from private limited company vide fresh certificate of incorporation dated February 26, 2019 issued by ROC - Mumbai.

Subsequent to the year end, an indirect subsidiary by the name of Rentcierge Developers Private Limited was incorporated as a wholly-owned subsidiary of Offbeat Developers Private Limited on August 5, 2019.

Scheme of Amalgamation of Phoenix Hospitality Company Private Limited, a Subsidiary of the Company, with the Company

Subsequent to the year end, the Board of Directors of the Company at their meeting held on August 7, 2019 considered and approved a scheme of amalgamation ('Scheme') pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the merger of its subsidiary company, Phoenix Hospitality Company Private Limited ('PHCPL') with the Company and their respective shareholders. The Scheme is subject to necessary statutory and regulatory approvals under applicable laws, including approval of the National Company Law Tribunal. The proposed Amalgamation will lead to a simplified corporate structure since it will result in the combined businesses of PHCPL and the Company being carried on more economically, efficiently and beneficially and the arrangement would be in the interest of both the Companies and their shareholders as the businesses carried on by both the Companies are under common management/shareholders. The proposed amalgamation would strengthen the Management of the Company effectively because of avoidance and elimination of unnecessary duplication of time, costs and expenses, incurred for administration and operations of both the Companies separately and would result in better utilization of resources and assets and synergies of operations with integration of management and other expertise. The Appointed Date of the Scheme would be April 1, 2019.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Such controls have been assessed during the year. Based on the results of such assessments carried out by the Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed.

Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the representation received and after due enquiry, your Directors confirm that they have laid down internal financial controls with reference to the Financial Statements and these controls are adequate. The Company has also adopted policies and procedures for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

Particulars of Contracts or Arrangements with Related Parties

The Company has formulated a policy on materiality of related party transactions and manner of dealing with related party transactions which is available on the Company's website at the weblink: www.thephoenixmills.com/investordesk.html.

All related party transactions entered into during FY 2018-19 were on arm's length basis and in the ordinary course of business. The Audit Committee has approved all related party transactions for the FY 2018-19 and estimated transactions for FY 2019-20.

No material related party transactions were entered during the financial year by the Company. Accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company.

Details of transactions, contracts and arrangements entered into with related parties by the Company, during FY 2018-19, is given under Note 33 of the Notes to Accounts annexed to Standalone Financial Statements, which forms part of this Annual Report.

Business Responsibility Report

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report in the prescribed format forms part as a separate section of this Annual Report.

Credit Rating

Your Company enjoys a strong credit rating which denotes a high degree of safety regarding timely servicing of financial obligations. During the year under review, the Company took rating from two credit rating agencies for its Term Loan of ₹ 1,150 Crores from:-

(1) CRISIL Limited ('CRISIL') which assigned a long-term rating of "CRISIL A+/Stable" for ₹ 400 Crores and;

(2) India Ratings and Research Private Limited ('India Ratings') which reaffirmed the long-term rating of "IND A+/ Stable" for ₹ 750 Crores

Both the said rating agencies have, for evaluation purposes, considered the total debt of the Company. The Company also enjoys the highest credit rating of "IND A1+" for Commercial Paper issuance of ₹ 100 Crores.

Auditors

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. DTS & Associates, Chartered Accountants (Firm Registration No. 142412W), had been appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 112th AGM held on September 25, 2017 till the conclusion of the Company's 117th Annual General Meeting, subject to ratification at each AGM, upto the 117th AGM. The requirement to place the matter relating to ratification of auditors' appointment by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018 as the first proviso to Section 139(1) of the Companies Act, 2013 has been deleted. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit process. The Auditors attend the AGM of the Company.

Report of Statutory Auditors'

The report of the Statutory Auditors' on the Financial Statements of the Company for FY 2018-19 is unmodified i.e. it does not contain any qualification(s), reservation(s) or adverse remark(s) and forms part of this Annual Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. Rathi & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company.

The Secretarial Auditor has conducted an audit as per the applicable provisions of the Companies Act, 2013 and Regulation 24A of the Listing Regulations.

The Secretarial Audit Report given by the Secretarial Auditor in Form No. MR-3 as per the provisions of Section 204 of the Companies Act, 2013 read with Rules framed thereunder for the financial year ended March 31, 2019 has been annexed to this Board Report as Annexure II and forms part of the Annual Report.

BOARD'S REPORT

Annual Secretarial Compliance Report

In compliance with the Regulation 24A of the Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has undertaken an audit for the Financial Year 2018-19 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly issued by M/s. Rathi & Associates has been submitted to the Stock Exchanges within 60 days of the end of the Financial Year and is annexed at Annexure III to this Board's Report.

The report of Secretarial Auditor and Annual Secretarial Compliance Report do not contain any qualification, reservation or adverse remark or disclaimer or modified opinion.

Internal Auditors

For FY 2018-19, the Board of Directors had appointed M/s. Baker Tilly DHC Private Limited as Internal Auditors of the Company. The Internal Auditors have been periodically reporting to the Audit Committee with regards to their audit process and key audit findings during the year.

Further, the Board of Directors at their meeting held on May 15, 2019 have appointed M/s. M.A. Parikh & Co, Chartered Accountants, as its Internal Auditors to carry out the Internal Audit for FY 2019-20.

Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

Fraud Reporting

During the year under review, Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees as specified under Section 143(12) of the Companies Act, 2013.

Particulars of Loans, Guarantees, Investments and Securities

Particulars of loans given, investments made or guarantees or securities provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of loan or guarantee or security pursuant to Section 186 of the Companies Act, 2013 are given under Note 38 of the Notes to Accounts annexed to Standalone Financial Statements for the year ended March 31, 2019 and the same forms part of this Report.

Employees

Key Managerial Personnel

Pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed the requisite Key Managerial Personnel.

Changes to the Key Managerial Personnel during FY 2018-19 are as mentioned below:

- Mr. Ashokkumar Ruia retired as Chairman and Managing Director with effect from August 8, 2018;
- Mr. Atul Ruia re-designated as Chairman and Managing Director with effect from August 8, 2018;
- Mr. Rajendra Kalkar appointed as a Whole-Time Director with effect from December 10, 2018;
- Ms. Puja Tandon ceased to be the Company Secretary with effect from October 16, 2018;
- Mr. Gajendra Mewara appointed as Company Secretary with effect from December 19, 2018.

Employee Stock Option Scheme ('ESOP')

The Board of Directors have constituted an Employee Stock Option Scheme ("ESOP") as a way of rewarding its high performing employees. The Company had granted stock options to eligible employees under The Phoenix Mills

Employees' Stock Option Plan ('PML ESOP PLAN 2007'). The PML ESOP PLAN 2007 had expired on January 30, 2018. Subsequently, the Company had formulated "The Phoenix Mills Limited Employee Stock Option Plan 2018" (PML ESOP PLAN 2018) in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014, which was approved by the shareholders on May 11, 2018. As on date of this Report, the Company has not made any grant under the PML ESOP PLAN 2018.

There are no material changes made to the above Schemes and these Schemes are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations'). The Statutory Auditors' of the Company, Messrs DTS & Associates, have certified that the Company's above-mentioned Schemes have been implemented in accordance with the SBEB Regulations, and the Resolutions passed by the Members for the Schemes.

Details pertaining to equity shares issued under The PML ESOP PLAN 2007 during FY 2018-19 as required under SBEB Regulations and as per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Regulations, is annexed as Annexure IV to this report.

The information as required to be disclosed under Clause 14 of the SBEB Regulations read with SEBI Circular CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 has been uploaded on the website of the Company and can be accessed at the weblink: www.thephoenixmills.com/investordesk.html.

Particulars of Employees and related disclosures

The details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any Shareholder on request. Such details are also available on the Company's website and can be accessed at the weblink www.thephoenixmills.com/investordesk.html.

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure V to this Report.

Board, Committees of The Board & Key Managerial Personnel

Sad demise of Mr. Ashokkumar Ruia, erstwhile Chairman and Managing Director

Mr. Ashokkumar Ruia, erstwhile Chairman and Managing Director of the Company left for heavenly abode on January 7, 2019. Mr. Ruia was a visionary leader, an entrepreneur and a philanthropist. He was also an individual with unconquerable will, endless optimism and unfailing kindness.

As a member of the Board of Directors of the Company since 1963, Mr. Ruia had vast experience of managing corporate affairs. He was a founding visionary that shaped the Company for a very long time, and actively mentored the leadership team in various aspects of the Company's transformation and expansion plans. He stepped down as Chairman and Managing Director with effect from August 8, 2018. Today, Mr. Ruia's legacy continues to shine through The Phoenix Mills Limited, a Company that he built and nurtured with an intense determination to establish a unique retail-led real estate development model.

Mr. Ruia's contribution has touched the lives of many, especially all of us in the Company. His sad demise is an irreparable loss to the Company. Mr. Ruia's inspiring vision will continue to guide the Company in the journey ahead.

The Board of Directors of the Company express their deep condolences on Mr. Ashokkumar Ruia's demise and place on record their deep appreciation of his legendary stewardship of the Company.

Board

The Board of Directors comprises of 8 Directors, out of which one-half of the Board consists of Independent Directors. The composition of the Board complies with the requirements prescribed in the Listing Regulations.

Particulars of changes to the Board

During FY 2018-19, Mr. Ashokkumar Ruia retired as the Chairman and Managing Director of the Company with effect from August 8, 2018, and Mr. Atul Ruia was elevated to the position of Chairman and Managing Director, which was approved by the Members at the previous AGM held on September 18, 2018.

Pursuant to the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Rajendra Kalkar as an Additional Director of the Company with effect from December 10, 2018 in accordance with Articles of Association and Section 161(1) of the Companies Act, 2013. He was also appointed as the Wholetime Director of the Company for a period of 5 years with effect from December 10, 2018 subject to approval of Members at the ensuing AGM. He holds office upto the date of the forthcoming AGM and a Notice under Section 160(1) of the Companies Act, 2013 has been received from a Member signifying the intention to propose his appointment as a Director.

NRC, on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Amit Dabriwala, Mr. Sivaramakrishnan Iyer and Mr. Amit Dalal, during their tenure, has recommended to the Board that continued association of Mr. Amit Dabriwala, Mr. Sivaramakrishnan Iyer and Mr. Amit Dalal, as Independent Directors of the Company would be beneficial to the Company. Based on the above and the performance evaluation of Independent Directors, the Board of Directors at their meeting held on March 29, 2019 have appointed Mr. Amit Dabriwala, Mr. Sivaramakrishnan Iyer and Mr. Amit Dalal, as Additional and Non-Executive Independent Directors, not being liable to retire by rotation, for a second term of 5 years commencing from April 1, 2019 to March 31, 2024 subject to the approval of the members through Special Resolution at the ensuing AGM. The necessary resolutions for approval of the appointment form a part of the Notice of the ensuing AGM, along with the necessary disclosures required under the Companies Act, 2013 and the Listing Regulations, for approval of Members. The Company has received the requisite Notices from a Member in writing proposing their appointment as Independent Directors.

The Board hereby recommends the aforesaid appointment to the Members at the ensuing AGM of the Company.

Directors liable to retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Pradumna Kanodia, retires by rotation and, being eligible, offers himself for re-appointment at the ensuing AGM.

Declaration by Independent Directors

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Companies Act, 2013 and the Listing Regulations, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence. Further, veracity of the above declarations has been assessed by the Board, in accordance with Regulation 25(9) of the Listing Regulations.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company at www.thephoenixmills.com/investordesk.html.

Number of Meetings of the Board of Directors

During FY 2018-19, the Board of Directors of the Company met 11 times, for which due notices and notes to agenda were provided to the Directors in accordance with the Secretarial Standard on Meetings of the Board. Further, the meetings have complied with the requirements of quorum as prescribed in the Companies Act, 2013 and the Listing Regulations, and the intervening gap between two consecutive meetings did not exceed 120 days.

Annual General Meeting

The 113th AGM of the Company was held on September 18, 2018.

The details of the Board meetings and AGM are mentioned in the Corporate Governance Report which forms a part of this Report.

Separate Meeting of Independent Directors

As stipulated in the Code of Conduct for Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on February 7, 2019 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Boards which is necessary to effectively and reasonably perform and discharge their duties.

Committees of the Board

The Board of Directors have constituted the following Committees of the Board in accordance with the requirements of the Companies Act, 2013, Listing Regulations, SEBI (Share Based Employee Benefits) Regulations, 2014:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility ('CSR') Committee
5. Risk Management Committee
6. Compensation Committee
7. Finance and Investment Committee

The details pertaining to constitution, composition, key terms of reference, number of meetings held during FY 2018-19, etc. are mentioned in the Corporate Governance Report, which is a part of this Report.

Audit Committee

The Company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of the Listing Regulations. The Audit Committee comprises of Mr. Amit Dabriwala as the Chairman of the Committee and Mr. Atul Ruia and Ms. Shweta Vyas as members of the Committee. The composition, scope and terms of reference of the Audit Committee are detailed in the Corporate Governance Report appended hereto.

Performance Evaluation of the Board, its Committees, Directors and Chairman

In terms of provisions of Section 134(3)(p) of the Companies Act, 2013 and pursuant to Regulation 17(10) of the Listing Regulations, the Board, on the recommendation of NRC, has formulated an Annual Evaluation Policy ('Evaluation Policy') which specifies the criteria for evaluation of Independent Directors and the Board of Directors.

The Board has carried out an annual evaluation of its own performance and that of its Committees as well as reviewed the performance of the Directors individually. During the year under review, the questionnaire for performance evaluation was further elaborated and made comprehensive in alignment with the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India, vide its circular dated January 5, 2017. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

In a separate meeting, the performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the other Non-Executive Directors.

The outcome of the performance evaluation of the Board for the year under review was discussed by the NRC and the Board at their respective meetings. All Directors expressed satisfaction with the evaluation process.

BOARD'S REPORT

Familiarization Program for Independent Directors

Upon appointment of an Independent Director, the appointee is given a formal Letter of Appointment, which inter alia explains the role, function, duties and responsibilities expected as a Director of the Company. The Director is also explained in detail the compliance required from him under Companies Act, 2013 and the Listing Regulations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the business strategies, management structure, management development, quarterly and annual results, budgets, review of Internal Audit, risk management framework, operations of subsidiaries and associates. The details of the familiarisation programme for Directors are available on the Company's website and can be accessed at the weblink www.thephoenixmills.com/investordesk.html.

Remuneration Policy and criteria for determining attributes, qualification, independence and appointment of Directors

The NRC has formulated a policy on Directors' appointment and remuneration including recommendation of remuneration of the key managerial personnel and other employees ('Nomination and Remuneration Policy'). During the year under review, the Company amended the said Policy effective April 1, 2019 to incorporate the provisions of the amended Listing Regulations. The said policy, inter alia, includes criteria for determining qualifications, positive attributes and independence of Directors.

Nomination and Remuneration Policy is provided as Annexure VI forming part of this Board Report and can be accessed at www.thephoenixmills.com/investordesk.html.

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, 2019, your Directors hereby confirm that:

a. In the preparation of the annual accounts for the Financial Year ended March 31, 2019, the applicable accounting standards have been followed and no material departures have been made from the same;

b. They had in consultation with Statutory Auditors, selected accounting policies and applied them consistently, and 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, 2019 and of the profit of the Company for the year ended on that date;

c. They have taken proper and sufficient care for the 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 irregularities;

d. They have prepared the annual accounts on a going concern basis;

e. They have laid down adequate Internal Financial Controls to be followed by the Company and such Internal Financial Controls were operating effectively during the financial year ended March 31, 2019;

f. They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the financial year ended March 31, 2019.

Governance

Corporate Governance

The Company is committed to uphold the highest standards of Corporate Governance and adheres to the requirements set out by the Companies Act, 2013 and the Listing Regulations. A detailed Report on Corporate Governance, in terms of Schedule V of the Listing Regulations, is presented separately and forms part of the Annual Report.

Further, a 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 Listing Regulations is appended as Annexure VII to this Report.

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 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.

Vigil Mechanism

As per the provisions of Section 177(9) of the Companies Act, 2013, the Company is required to establish an effective Vigil Mechanism for directors and employees to report genuine concerns. The Company has a Whistle-blower Policy to encourage and facilitate employees to report concerns about unethical behaviour, actual/ suspected frauds and violation of Company's Code of Conduct. The policy also provides for adequate safeguards against victimisation of persons who avail the same and provides for direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy was modified by the Board on the recommendation of the Audit Committee, to enable the employees to report concerns relating to leak or suspected leak of Unpublished Price Sensitive Information. The Audit Committee of the Company oversees the implementation of the Whistle-Blower Policy. The Whistle Blower Policy can be accessed at the Company's website at the weblink : www.thephoenixmills.com/investordesk.html.

Prevention of Sexual Harassment of Women at Workplace

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 sexual harassment at workplace have been reported.

Awareness workshops and training programs are conducted across the Company to sensitize employees to uphold the dignity of their colleagues at workplace specially with respect to prevention of sexual harassment.

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.

Further, pursuant to Regulation 21 of the amended Listing Regulations, the Board of Directors have also constituted the Risk Management Committee of the Board on February 7, 2019, details of which are mentioned in the Corporate Governance Report. The composition of the Committee is in conformity with the Listing Regulations, with all members being Directors of the Company. The Risk Management Committee is, inter alia, authorised to monitor and review the risk assessment, mitigation and risk management plans for the Company from time to time and report the existence, adequacy and effectiveness of the above process to the Board on a periodic basis.

The details of composition of the Risk Management Committee and its terms of reference, is provided in the section titled 'Report on Corporate Governance', which forms part of this Annual Report.

Corporate Social Responsibility

CSR Committee

In terms of Section 135 of the Companies Act, 2013 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. Atul Ruia as the Chairman of the Committee and Mr. Pradumna Kanodia and Ms. Shweta Vyas as members of the Committee. The role of the Committee includes formulation and recommending to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and any amendments thereto, recommendation of the amount of expenditure to be incurred on the CSR activities as enumerated in Schedule VII of the Companies Act, 2013 and referred to in the CSR Policy of the Company, as also to monitor the CSR Policy from time to time

CSR Policy

The Board of Directors of the Company has also adopted and approved a CSR Policy based on the recommendation of the CSR Committee which is being implemented by the Company. The CSR Policy of the Company is available on the Company's website and can be accessed at the weblink www.thephoenixmills.com/investordesk.html.

Annual Report on CSR

The Annual Report on Corporate Social Responsibility activities for the FY 2018-19 in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 giving details of the composition of the CSR Committee, CSR Policy and projects undertaken by the Company during financial year 2018-19, is annexed in Annexure VIII of this report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

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) and 8(3)(B) of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

However, the Company has taken appropriate measures to cut down wastage of energy, materials and consumption in all phases of its operations. The installation of a Sewage Treatment Plant (STP) has decreased water requirements at the sites, while the usage of LED lights has reduced energy consumption. Domestic waste water generated at our malls and commercial complexes is 100% recycled through Sewage Treatment Plants. Used oil is the only hazardous waste being generated in our business of development and management of malls and commercial complexes. This is being sold to recyclers authorized by the Central Pollution Control Board (CPCB), whereas the non-hazardous waste is sold to recyclers.

The details of Foreign Exchange earnings and outgo are as mentioned below:

(a) Total Foreign Exchange Earnings – NIL

(b) Total Foreign Exchange Outgo – Rs. 10,576,574

Secretarial

Extract of Annual Return

Pursuant to Sections 134(3)(a) and 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as on March 31, 2019 in form MGT-9 is annexed as Annexure IX and forms part of this report. The Annual Return of the Company will be available on its website www.thephoenixmills.com/investordesk.html.

Compliance with Secretarial Standards

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.

Disclosure of Orders Passed by Regulators or Courts or Tribunal

During FY 2018-19, no orders have been passed by any Regulator or Court or Tribunal which could have an impact on the Company's going concern status and the Company's operations in future.

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.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion & Analysis 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.

General

Your Directors state that no disclosures or reporting(s) are required in respect of the following items, as there were no transactions/events related to these items during the year under review:

I. Change in nature of business of the Company

II. Issue of equity shares with differential rights as to dividend, voting or otherwise

III. Issue of sweat equity shares to employees of the Company under any scheme

IV. Voting rights not exercised directly by the employees and for the purchase of which or subscription to which loan was given by the Company

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, subcontractors, consultants, clients and employees of the Company.

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

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Date : August 7, 2019
Place : Mumbai

BOARD'S REPORT

ANNEXURE I

DIVIDEND DISTRIBUTION POLICY

1. Background and applicability

In terms of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), top 500 listed companies (by market capitalisation) are required to formulate a Dividend Distribution Policy which shall be disclosed in their annual report and on their corporate website. Since the Company is one of the top five hundred listed companies as per the market capitalization as on March 31, 2016, in line with the above statutory requirement, the Board of Directors of The Phoenix Mills Limited ('the Company') have adopted the Dividend Distribution Policy (hereinafter referred to as 'the Policy'). The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for growth of the Company. The Policy also ensures the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes, in the interest of providing transparency to the shareholders.

2. Dividend Distribution Philosophy

The philosophy of the Company is to maximise the shareholders' wealth in the Company and is deeply committed to driving superior value creation for all its stakeholders through various means. The focus will continue to be on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilise its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for inorganic growth opportunities and thereafter distributing the surplus profits in the form of dividend to the shareholders.

3. Parameters considered for declaration of Dividend

The Policy lays down parameters that will be followed by the Board of Directors of the Company in striking a right balance each year between the amount of Net Profit after Tax to be retained in the business and the amount of Net Profit after Tax earmarked for distribution as dividend to reward shareholders of the Company. The Company intends to follow these parameters in a consistent manner to ensure fair rewards for its shareholders each year while ploughing back adequate funds in the business to enable the Company to consolidate its financial strength and earn adequate distributable profit to reward its shareholders consistently.

In line with the philosophy stated above, the Board of Directors of the Company shall consider the following parameters before declaring or recommending dividend to shareholders:

A) Financial Parameters and Internal Factors:

a. Financial performance including profits earned (both standalone and consolidated), available distributable reserves etc;
b. Working Capital requirement
c. Capital Expenditure requirement
d. Cost and availability of alternative sources of financing
e. Resources required to fund acquisitions and/or new businesses
f. Cash flow required to meet contingencies and unforeseen events
g. Outstanding borrowings and debt repayment schedules;
h. Distributable surplus available as per the Act and Regulations
i. Past Dividend Trends
j. Impact of dividend pay-out on Company's return on equity
k. Any other factor as deemed fit by the Board.

B) External Factors:

The Board of Directors of the Company would consider the following external factors before declaring or recommending dividend to shareholders:

a. Macroeconomic and business conditions in general
b. Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws;
c. Dividend pay-out ratios of companies in the same industry.
d. Stipulations/ Covenants of loan agreements

4. Circumstances under which the shareholders of the Company may or may not expect dividend

The Board shall consider the factors provided above, before deciding on any dividend pay-out after analyzing the prospective opportunities and threats, viability of the options of dividend pay-out or retention etc. The decision of dividend pay-out shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

In line with Dividend Philosophy of the Company, there may be certain circumstances under which the shareholders of the Company may not expect dividend, including the circumstances where:

a. The Company requires significantly higher working capital which adversely impacts free cash flow
b. The Company is in higher need of funds to undertake any acquisitions or joint ventures requiring significant allocation of capital;
c. The Company proposes to utilize surplus cash for alternative forms of distribution such as buy-back of securities; or
d. The Company has incurred losses or is in the stage of inadequacy of profits.

5. Utilization of retained earnings

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The profits retained by the Company (i.e. retained earnings) shall be used for following purposes:

- Funding inorganic and organic growth needs including working capital, capital expenditure, repayment of debt, etc.
- Buyback of shares subject to applicable limits
- Payment of Dividend in future years
- Issue of Bonus shares
- Any other permissible purpose

6. Parameters with regard to various classes of shares

Presently, the issued and paid-up share capital of the Company comprises of equity shares only. In case, the Company issues other kind of shares, the Board may suitably amend this Policy.

7. General

This Policy shall be reviewed at least once every 3 years. The Chief Investor Relations Officer and the Company Secretary are jointly authorized to obtain the approval of the Company's Board for amendment of the Policy to give effect to any changes /amendments notified by Ministry of Corporate Affairs, Securities and Exchange Board of India or any appropriate authority from time to time.

8. Modification of the Policy

The Board is authorised to change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, 2013, SEBI Listing Regulations, 2015 etc.

BOARD'S REPORT

ANNEXURE II

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 31ST MARCH, 2019

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, 2019, 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, 2019, 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, 2018;
   - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
   - iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
   - 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 including the amended Secretarial Standards applicable with effect from 1st October, 2017 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. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

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

   None of the Board 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.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

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

Date: August 6, 2019
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.

BOARD'S 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, 2018;
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Compensation 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 Materiality of and dealing with 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 Directors and Employees
   - Policy for Preservation of Documents
   - Internal Financial Controls
   - Policy for Determination of Materiality for Disclosure of Events or Information
   - Archival Policy
   - Dividend Distribution Policy
   - Board Diversity Policy
   - Annual Evaluation Policy
   - Code of Practice & Procedure For Fair Disclosure of Unpublished Price Sensitive Information
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. Internal Code of Conduct for prevention of Insider Trading by Employees / Directors / Designated Persons of the Company;
17. Statement of Related Party Transactions entered into by the Company during the financial year under report;
18. Policy for Preservation of Documents;
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 laws specifically applicable to the Company

1. Maharashtra Regional & Town Planning Act, 1966;
2. Real Estate Regulatory Act, 2016;
3. Maharashtra Rent Control Act, 1999;
4. Development Control Regulations for Mumbai Metropolitan Region, 1999;
5. Development Control Regulations for Greater Bombay, 1991;
6. Building & Other Construction Workers Welfare Cess Act and Rules made thereunder;
7. Building Other Construction Workers Regulation Of Employment & Condition of Service Act and Rules made thereunder (Central and Maharashtra Rules);
8. Contract Labour Regulation & Abolition Act and Rules made thereunder (Central and Maharashtra Rules);
9. Essential Commodities Act, 1955
10. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules made thereunder

BOARD'S REPORT

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

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

Date: August 6, 2019
Place: Mumbai

ANNEXURE III

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

The Phoenix Mills Limited ('the Company') for the year ended 31st March, 2019

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2019,

We have examined:

(a) the documents and records made available to us and explanation provided by the Company and its officers;

(b) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;

(c) web-site of the Company; and

(d) such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

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 during the Reporting Period:-

a. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

d. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;

and circulars/ guidelines issued thereunder by the concerned authority from time to time and based on the above examination, We hereby report that, during the Review Period:

a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

BOARD'S REPORT

S r . No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations
	NIL		

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken	Observations
1.		NIL		

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		Not applicable		

For RATHI & ASSOCIATES
COMPANY SECRETARIES

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

Date: May 23, 2019
Place: Mumbai

ANNEXURE IV

Disclosures pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 for the financial year ended March 31, 2019

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'	10.09
Option movement during the financial year		
10.	Number of options outstanding at the beginning of the period	1,120,668
11.	Number of options granted during the year	Nil
12.	Number of options forfeited/ lapsed during the year	64,000
13.	Number of options vested during the year	1,80,889
14.	Number of options exercised during the year	148,061
15.	Number of Equity Shares arising as a result of exercise of options	148,061

BOARD'S REPORT

16.	Money realized by exercise of options (₹), if scheme is implemented directly by the Company	₹ 49,076,570		
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	908,607		
19.	Number of options exercisable at the end of the financial year	32,828		
20.	Weighted-average exercise prices of options Weighted-average fair values of options	333.90 143.02		
21.	**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%	29.30%
iv.	Expected dividend yield	0.63%	0.80%	0.66%
v.	Price of underlying shares	₹ 274.07/-	₹ 352.47/-	₹ 371.06

Notes:

- The Board of Directors of 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. The Scheme expired on January 30, 2018 and thus no further grants can be made under the Scheme. Further, The Board of Directors of the Company at its meeting held on April 5, 2018 has formulated and adopted The Phoenix Mills Limited – Employees' Stock Option Plan 2018 which was approved by the shareholders on May 11, 2018. No grants have been made under this plan till the date of this report.
- No employee was granted stock options amounting to 5% or more of the total grants or 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.
- No stock options were granted to any Director, Senior Management Personnel or Key Managerial Personnel of the Company during the financial year.

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

Mr. Atul Ruia
Chairman and Managing Director
DIN: 0087396

Place: Mumbai
Date: August 7, 2019

ANNEXURE V

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Percentage increase in remuneration of Executive Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary and details of the ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended March 31, 2019 is as under:

Sr. No.	Name of Executive Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in remuneration in FY 2018-19
1.	Mr. Atul Ruia	Chairman and Managing Director	4.60 : 1 (April 2018 to July 2018) 22.08 : 1 (August 2018 to March 2019)	150%
2.	Mr. Rajendra Kalkar (for the period December 10, 2018 to March 31, 2019)	Whole time Director	3.98 : 1	NA
3.	Mr. Pradumna Kanodia	Director - Finance	Refer Notes	Refer Notes
4.	Mr. Shishir Shrivastava	Joint Managing Director	Refer Notes	Refer Notes
5.	Mr. Amit Dabriwala	Independent Director	0.43 : 1	Refer Notes
6.	Mr. Amit Dalal	Independent Director	0.43 : 1	Refer Notes
7.	Mr. Sivaramakrishnan Iyer	Independent Director	0.43 : 1	Refer Notes
8.	Ms. Shweta Vyas	Independent Director	0.43 : 1	Refer Notes
9.	Mr. Gajendra Mewara	Company Secretary (w.e.f. December 19, 2018)	NA	NA

Notes:

- The ratio of remuneration to median remuneration is based on remuneration paid during the FY April 1, 2018 to March 31, 2019.
- Mr. Rajendra Kalkar was appointed as Whole Time Director w.e.f. December 10, 2018. Hence, for the purpose of computing the ratio of remuneration to the median employees' remuneration, the remuneration paid to him post his appointment has been considered and percentage increase in remuneration is not reported.
- 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.
- Sitting fees paid to Independent Directors during FY 2018-19 has not been considered for computation of ratio of remuneration to median employees' remuneration. There has been no increase in the commission paid to Independent Directors during FY 2018-19.
- Remuneration of Employees and KMPs does not include perquisite value of stock options exercised during FY 2018-19.
- The Company has designated Mr. Atul Ruia, Chairman and Managing Director, Mr. Pradumna Kanodia, Director – Finance and Mr. Gajendra Mewara, Company Secretary as the Key Managerial Personnel of the Company in compliance with Section 203 of Companies Act, 2013.

BOARD'S REPORT

1. **The percentage increase in the median remuneration of employees for the Financial Year 2018-19 :**

   There has been an increase of 7.50% in median remuneration of employees in FY 2018-19 as compared to FY 2017-18.

2. **The number of permanent employees on the rolls of the Company:**

   There were 107 permanent employees on the rolls of the Company as on March 31, 2019.

3. **Average percentage increase already made in the salaries of employees other than the managerial personnel in FY 2018-19 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 2018-19 was 12%. The average increase every year is an outcome of the Company's performance as a whole, individual's performance and also market benchmarks.

4. **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 Nomination & Remuneration Policy of the Company.

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

Mr. Atul Ruia
Chairman and Managing Director
DIN: 0087396

Place: Mumbai
Date: August 7, 2019

ANNEXURE VI

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

Nomination and Remuneration Policy herein is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations").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.

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;

(iii) Chief Financial Officer and

(iv) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board

BOARD'S REPORT

'Senior Management' shall mean officers/personnel of Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the ["chief executive officer/managing director/whole time director/manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

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.

4.2 Part B – Remuneration for Directors, KMP and Senior Management

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.

Increments to the existing remuneration/ compensation structure in the case of Executive Directors may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders and in accordance with the provisions of Schedule V of the Companies Act, 2013.

4.2.2 Non-executive including Independent Directors

The Nomination and Remuneration Committee shall recommend and decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors including Independent Directors whether as commission or otherwise and recommend the same to the Board. The Committee shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Companies Act 2013 and such other factors as the committee may consider deem fit for determining the compensation. 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. Increment in the remuneration to KMPs and Senior Management shall be approved by the Managing Director or shall be as per the Company's Policy.

4.2.4. Other Employees

The compensation for other employees would be as per the compensation policy of the Company, as revised through the annual compensation review process from time to time and approved by the Managing Director, in consultation with the Head- HR.

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

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committees shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

BOARD'S REPORT

ANNEXURE VII

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

(Pursuant to Schedule V read with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of,
The Phoenix Mills Limited

We have examined the compliance of all the conditions of Corporate Governance by **The Phoenix Mills Limited** ("the Company") for the Financial Year ended 31st March, 2019 having its registered office situated at 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examinations have been limited to the 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
Membership No.: 5171
COP No: 3030

Place: Mumbai
Date: August 6, 2019

ANNEXURE VIII

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 Swach 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);
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; Promotion and development of traditional arts and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- 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 setup by the Central Government for socio-economic 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. Atul Ruia	Chairman and Managing Director
Mr. Pradumna Kanodia	Director- Finance
Ms. Shweta Vyas	Independent Director

BOARD'S REPORT

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 the immediately preceding financial year 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 CSR as prescribed under the Companies Act, 2013 are applicable to the Company.

The broad details of CSR corpus and spending for FY 2018-19 are as follows:

Particulars	Amount (₹ Lacs)
Average net profit of the Company for last three financial years	17,697.14
Prescribed CSR expenditure (2% of the above amount)	353.94
Details of CSR expenditure during the Financial Year	
Total amount to be spent for FY 2018-19	353.94
Amount Spent	144.65
Amount Unspent	209.29

Company's CSR Initiatives during the FY 2018-19

During FY 2018-19, 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 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 FY 2018-19 the Company also partnered with Smile Foundation, Friends of Tribals Society and Light of Life Trust for attaining its CSR objectives in the areas of eradicating poverty and malnutrition and creating nutrition awareness, reducing inequalities faced by socially and economically backward groups and education to rural underprivileged children.

Smile Foundation is an NGO in India directly benefitting over 6 lakh children and their families every year, through more than 250 live welfare projects on education, healthcare, livelihood and women empowerment across 25 states of India. The Company partnered with Smile Foundation in its nutrition project, Mission Education programme which outlines an investment in the next generation by highlighting nourishment as a core focus area.

The project incorporates evidence-based nutrition interventions, as well as integrates nutrition goals into broader efforts in critical areas such education, sanitation and health, broadly under two categories:

a) Nutrition Support: Catering to nutritional needs of the underprivileged children

b) Nutrition Awareness: Sensitizing the underprivileged communities towards the issue of malnutrition amongst children, mothers and family members

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.

Light of Life Trust is committed to educate rural underprivileged children. The Company partnered with the Trust in its project named "Anando" in the Mohili, Diksal & Tiware Centre, Karjat Taluka, Raigad District in the state of Maharashtra and supported 108 children for academic year 2018-19.

Manner in which the amount spent during the Financial Year 2018-19 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 Check Dams in various District of Rajasthan such as Ajmer, Alwar, Tonk, Pali, Barmer and in Odisha	119.5	119.5	Nil	119.5	Aakar Charitable Trust
2	Up-liftment 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	11	11	Nil	11	Friends of Tribals Society
3	Promoting education amongst underprivileged children	Promotion of education amongst underprivileged children	Collaborated with Light of Life Trust under the project named "Anando" in Raigad District of the State of Maharashtra	5.55	5.55	Nil	5.55	Light of Life Trust
4	Eradicating poverty and malnutrition and creating nutrition awareness	Creating nutrition awareness	Collaborated with Smile Foundation in its nutrition project, Mission Education programme in the State of Maharashtra	8.60	8.60	Nil	8.60	Smile Foundation
	Total			144.65	144.65	Nil	144.65	

BOARD'S REPORT

Reason for unspent amount on CSR

During the FY 2018-19, the Company through the Aakar Charitable Trust has focused on the water deprived villages of Rajasthan and Odisha to remove scarcity of water by constructing check dams. During the last financial year, the Trust has taken up construction of check-dams in Barmer, Jaipur, Pali, Alwar and Ajmer districts of Rajasthan and certain villages in Odisha.

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.

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.

Going forward, while continuing to incur expenditure on the above projects, the Company will also endeavour to take up new initiatives and meaningful CSR interventions 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.

Atul Ruia
Chairman of the CSR Committee and
Chairman and Managing Director
DIN: 00087396

Place: Mumbai
Date: August 7, 2019

ANNEXURE IX

FORM No. MGT - 9

Extract of Annual Return

As on financial year ended on March 31, 2019

[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 - 400013 Tel. No.: 022-30016600 Fax No.: 022-30016818 www.thephoenixmills.com investorrelations@highstreetphoenix.com
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 www.linkintime.co.in rnt.helpdesk@linkintime.co.in 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	Real Estate Development	41001	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held*	Applicable Section
Subsidiary Companies [Section 2(87)(ii)]					
1	Bellona Hospitality Services Limited#	U74999MH1995PLC085663	Subsidiary	100.00	2(87)(ii)
2	Butala Farm Lands Private Limited##	U70200MH1996PTC104404	Subsidiary	100.00	2(87)(ii)
3	Enhance Holdings Private Limited#	U67120MH2007PTC169479	Subsidiary	100.00	2(87)(ii)
4	Market City Management Private Limited^	U74999MH2008PTC183667	Subsidiary	100.00	2(87)(ii)
5	Market City Resources Private Limited#	U55100MH2006PTC159544	Subsidiary	100.00	2(87)(ii)

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held*	Applicable Section
6	Mugwort Land Holdings Private Limited#	U45202MH2007PTC169133	Subsidiary	95.20	2(87)(ii)
7	Offbeat Developers Private Limited#	U55200MH2000PTC124192	Subsidiary	100.00	2(87)(ii)
8	Palladium Constructions Private Limited#	U45400MH2008PTC178115	Subsidiary	100.00	2(87)(ii)
9	Pallazzio Hotels and Leisure Limited^	U67120MH1995PLC085664	Subsidiary	100.00	2(87)(ii)
10	Pinnacle Real Estate Development Private Limited^	U70100MH2006PTC161072	Subsidiary	100.00	2(87)(ii)
11	Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrat Assets and Capital Management Private Limited)#	U65990MH1991PTC060487	Subsidiary	100.00	2(87)(ii)
12	Savannah Phoenix Private Limited#	U55101MH2012PTC235585	Subsidiary	100.00	2(87)(ii)
13	Vamona Developers Private Limited#	U45201MH2006PTC165253	Subsidiary	99.97	2(87)(ii)
14	Mindstone Mall Developers Private Limited#	U70109MH2018PTC310896	Subsidiary	100.00	2(87)(ii)
15	Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Private Limited)#	U55101MH2007PTC173673	Subsidiary	100.00	2(87)(ii)
16	**Big Apple Real Estate Private Limited%**	**U17125UP2007PTC083025**	**Subsidiary**	**100.00**	**2(87)(ii)**
17	Blackwood Developers Private Limited& #	U45400MH2007PTC292992	Subsidiary	100.00	2(87)(ii)
18	Gangetic Developers Private Limited& @@	U74899DL1951PTC001959	Subsidiary	97.08	2(87)(ii)
19	Sangam Infrabuild Corporation Private Limited& **	U45201UP2006PTC031651	Subsidiary	100.00	2(87)(ii)
20	Upal Developers Private Limited& #	U45201MH2006PTC292993	Subsidiary	100.00	2(87)(ii)
21	**Island Star Mall Developers Private Limited#**	**U45200MH2006PTC161067**	**Subsidiary**	**51.00**	**2(87)(ii)**
22	Alyssum Developers Private Limited$ #	U70109MH2017PTC292588	Subsidiary	100.00	2(87)(ii)
23	Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisure Private Limited)$ #	U55101MH2007PTC169124	Subsidiary	100.00	2(87)(ii)
24	Sparkle One Mall Developers Private Limited$ #	U70109MH2017PTC299103	Subsidiary	100.00	2(87)(ii)
25	Sparkle Two Mall Developers Private Limited$ #	U70109MH2018PTC308657	Subsidiary	100.00	2(87)(ii)

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held*	Applicable Section
26	**Phoenix Hospitality Company Private Limited^**	**U55209MH2006PTC161066**	**Subsidiary**	**56.92**	**2(87)(ii)**
27	Alliance Spaces Private Limited@ #	U55101MH2007PTC169101	Subsidiary	100.00	2(87)(ii)
28	Graceworks Realty and Leisure Private Limited@ ^	U72900MH2000PTC126232	Subsidiary	100.00	2(87)(ii)
Associate Company [Section 2(6)]					
1	Classic Housing Projects Private Limited#	U45400MH2005PTC156887	Associate	50.00	2(6)
2	Classic Mall Development Company Limited (Formerly known as Classic Mall Development Company Private Limited)#	U70100MH2005PTC156875	Associate	50.00	2(6)

Notes:
* percentage holding in subsidiaries represents aggregate percentage of shares held by the Company and/or its subsidiaries
& subsidiary of Big Apple Real Estate Private Limited
$ subsidiary of Island Star Mall Developers Private Limited
@ subsidiary of Phoenix Hospitality Company Private Limited
# 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

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 (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	10,001,920	-	10,001,920	6.53	10,001,920	-	10,001,920	6.52	(0.01)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	86,208,962	-	86,208,962	56.29	86,208,962	-	86,208,962	56.24	(0.05)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	**96,210,882**	**-**	**96,210,882**	**62.82**	**96,210,882**	**-**	**96,210,882**	**62.76**	**(0.06)**
(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)	**96,210,882**	**-**	**96,210,882**	**62.82**	**96,210,882**	**-**	**96,210,882**	**62.76**	**(0.06)**

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	3,839,519	-	3,839,519	2.51	7,581,605	-	7,581,605	4.95	2.44
b) Banks / FI	4,562	-	4,562	0.00	13,505	-	13,505	0.01	0.01
c) Central Govt	786,393	-	786,393	0.51	6,953	-	6,953	0.00	(0.51)
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	2,688,799	-	2,688,799	1.76	-	-	-	-	(1.76)
h) Foreign Venture Capital Funds	50,000	-	50,000	0.03	-	-	-	-	(0.03)
i) Others									
Foreign Portfolio Investors	41,923,494	-	41,923,494	27.38	40,379,757	-	40,379,757	26.34	(1.03)
Alternate Investment Fund	965,243	-	965,243	0.63	1,144,331	-	1,144,331	0.75	0.12
Sub-total (B)(1):	50,258,010	-	50,258,010	32.82	49,126,151	-	49,126,151	32.05	(0.77)
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	2,762,867	4,750	2,767,617	1.81	2,293,647	4,750	2,298,397	1.50	(0.31)
ii) Overseas	-	-	-	-	50,000	-	50,000	0.03	0.03
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2,719,377	398,021	3,117,398	2.04	3,596,976	347,771	3,944,747	2.57	0.54
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	297,500	53,750	351,250	0.23	297,500	53,750	351,250	0.23	0.11
c) Others									
i) Non Resident Indians (Repat)	39,669	-	39,669	0.03	142,986	-	142,986	0.09	0.06
ii) Non Resident Indians (Non Repat)	92,055	-	92,055	0.06	152,268	-	152,268	0.10	0.04
iii) Clearing Member	152,943	-	152,943	0.10	34,241	-	34,241	0.02	(0.08)
iv) Directors / Relatives	93,533	-	93,533	0.06	88,700	-	88,700	0.06	(0.00)
v) Trusts	2,707	-	2,707	0.00	12,604	-	12,604	0.01	0.01
vi) HUF	55,676	-	55,676	0.04	71,988	-	71,988	0.05	0.01
vii) IEPF	-	-	-	-	805,587	-	805,587	0.53	0.53
Sub-total(B)(2):	**6,201,927**	**470,921**	**6,672,848**	**4.36**	**7,546,497**	**406,271**	**7,952,768**	**5.19**	**0.84**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**56,459,937**	**470,921**	**56,930,858**	**37.18**	**56,672,648**	**406,271**	**57,078,919**	**37.24**	**0.07**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**152,670,819**	**470,921**	**153,141,740**	**100.00**	**152,883,530**	**406,271**	**153,289,801**	**100.00**	**-**

Note: There is no change in the aggregate 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- April 1, 2018			Shareholding at the end of the year- March 31, 2019			% 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	49,347,248	32.22	0.00	49,347,248	32.19	0.00	(0.03)
2	Senior Advisory Services Private Limited	15,490,049	10.11	0.00	15,490,049	10.11	0.00	0.00
3	Radhakrishna Ramnarain Private Limited	11,667,800	7.62	0.00	11,667,800	7.61	0.00	(0.01)
4	Ashok Apparels Private Limited	9,670,665	6.31	0.00	9,670,665	6.31	0.00	0.00
5	Atul Ashokkumar Ruia	2,403,501	1.57	0.00	2,403,501	1.57	0.00	0.00
6	Ashokkumar Radhakrishna Ruia	2,128,504	1.39	0.00	2,128,504	1.39	0.00	0.00
7	Amla Ashokkumar Ruia	2,125,000	1.39	0.00	2,125,000	1.39	0.00	0.00
8	Gayatri Atul Ruia	1,534,890	1.00	0.00	1,534,890	1.00	0.00	0.00
9	Ashokkumar Radhakrishna Ruia (Holding as Trustee on behalf of Atul Ruia Family Trust)	765,545	0.50	0.00	765,545	0.50	0.00	0.00
10	Atul Ashokkumar Ruia (Holding as Trustee on behalf of Ashok Ruia Family Trust)	765,545	0.50	0.00	765,545	0.50	0.00	0.00
11	Sharanya A.Ruia Beneficiary Trust	278,935	0.18	0.00	278,935	0.18	0.00	0.00
12	Ashton Real Estate Development Private Limited	33,200	0.02	0.00	33,200	0.02	0.00	0.00
	Total	**96,210,882**	**62.82**	**0.00**	**96,210,882**	**62.76**	**0.00**	**(0.06)**

Note: There has been no change in the shareholding of the Promoter and Promoter Group Companies during the financial year 2018-19, However, percentage change in the promoter shareholding is due to increase in the paid-up share capital of the Company during the year.

IV. iii. Change In Promoters' Shareholding:

Sl. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		No. of shares at the beginning of the year (April 1, 2018) and at the end of the year (March 31, 2019)	% of total shares of the Company					% of total shares of the Company
1	**Ruia International Holding Company Private Limited**							
	At the beginning of the year	49,347,248	32.22				49,347,248	32.22
				No Change				
	At the end of the year	49,347,248	32.19				49,347,248	32.19
2	**Senior Advisory Services Private Limited**							
	At the beginning of the year	15,490,049	10.11				15,490,049	10.11
				No Change				
	At the end of the year	15,490,049	10.11				15,490,049	10.11
3	**Radhakrishna Ramnarain Private Limited**							
	At the beginning of the year	11,667,800	7.62				11,667,800	7.62
				No Change				
	At the end of the year	11,667,800	7.61				11,667,800	7.61
4	**Ashok Apparels Private Limited**							
	At the beginning of the year	9,670,665	6.31				9,670,665	6.31
				No Change				
	At the end of the year	9,670,665	6.31				9,670,665	6.31

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Sl. No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	% of total shares of the Company
		No. of shares at the beginning of the year (April 1, 2018) and at the end of the year (March 31, 2019)	% of total shares of the Company					
5	**Mr. Ashokkumar Radhakrishna Ruia**							
	At the beginning of the year	2,128,504	1.39				2,128,504	1.39
				No Change				
	At the end of the year	2,128,504	1.39				2,128,504	1.39
6	**Mr. Atul Ashokkumar Ruia**							
	At the beginning of the year	2,403,501	1.57				2,403,501	1.57
				No Change				
	At the end of the year	2,403,501	1.57				2,403,501	1.57
7	**Ms. Amla Ruia**							
	At the beginning of the year	2,125,000	1.39				2,125,000	1.39
				No Change				
	At the end of the year	2,125,000	1.39				2,125,000	1.39
8	**Ms. Gayatri Ruia**							
	At the beginning of the year	1,534,890	1.00				1,534,890	1.00
				No Change				
	At the end of the year	1,534,890	1.00				1,534,890	1.00
9	**Sharanya A.Ruia Benificiary Trust**							
	At the beginning of the year	278,935	0.18				278,935	0.18
				No Change				
	At the end of the year	278935	0.18				278,935	0.18
10	**Ashton Real Estate Development Private Limited**							
	At the beginning of the year	33200	0.02				33,200	0.02
				No Change				
	At the end of the year	33,200	0.02				33,200	0.02
11	**Ashokkumar Radhakrishna Ruia (Holding as Trustee on behalf of Atul Ruia Family Trust)**							
	At the beginning of the year	765,545	0.50				765,545	0.50
				No Change				
	At the end of the year	765,545	0.50				765,545	0.50
12	**Atul Ashokkumar Ruia (Holding as Trustee on behalf of Ashok Ruia Family Trust)**							
	At the beginning of the year	765,545	0.50				765,545	0.50
				No Change				
	At the end of the year	765,545	0.50				765,545	0.50

Note: There has been no change in the shareholding of the Promoter and Promoter Group Companies during the financial year 2018-19, However, percentage change in the promoter shareholding is due to increase in the paid-up share capital of the Company during the year.

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, 2018 to March 31, 2019)	
		Number of Shares at the beginning of the year (April 1, 2018) and end of the year (March 31, 2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Nordea 1 Sicav - Emerging Stars Equity Fund							
	At the beginning of the year	11,677,707	7.62				11,677,707	7.62
				13 Apr 2018	(18,909)	Sale	11,658,798	7.61
				11 May 2018	(57,652)	Sale	11,601,146	7.57
				18 May 2018	(225,448)	Sale	11,375,698	7.42
				01 Jun 2018	(34,997)	Sale	11,340,701	7.40
				30 Jun 2018	(73,410)	Sale	11,267,291	7.35
				06 Jul 2018	(121,770)	Sale	11,145,521	7.27
				27 Jul 2018	(285,490)	Sale	10,860,031	7.08
				03 Aug 2018	(528,088)	Sale	10,331,943	6.74
				24 Aug 2018	(68,799)	Sale	10,263,144	6.70
				31 Aug 2018	(1,366,810)	Sale	8,896,334	5.80
				26 Oct 2018	(419,931)	Sale	8,476,403	5.53
				02 Nov 2018	(1,030,899)	Sale	7,445,504	4.86
				09 Nov 2018	(58,175)	Sale	7,387,329	4.82
				11 Jan 2019	(124,802)	Sale	7,262,527	4.74
				18 Jan 2019	(432,391)	Sale	6,830,136	4.46
				01 Feb 2019	(19,695)	Sale	6,810,441	4.44
				08 Feb 2019	(19,646)	Sale	6,790,795	4.43
				15 Feb 2019	(19,659)	Sale	6,771,136	4.42
				22 Feb 2019	(29,856)	Sale	6,741,280	4.40
				01 Mar 2019	(91,331)	Sale	6,649,949	4.34
				22 Mar 2019	7,349	Purchase	6,657,298	4.34
	At the end of the year	6,657,298	4.34				6,657,298	4.34
2	Fidelity Investment Trust Fidelity Series Emerging Markets Opportunities Fund							
	At the beginning of the year	5,763,289	3.76				5,763,289	3.76
				25 May 2018	(61,448)	Sale	5,701,841	3.72
				01 Jun 2018	(148,473)	Sale	5,553,368	3.62
				08 Jun 2018	(132,184)	Sale	5,421,184	3.54
				15 Jun 2018	(552,821)	Sale	4,868,363	3.18
				22 Jun 2018	(366,694)	Sale	4,501,669	2.94
				30 Jun 2018	(176,088)	Sale	4,325,581	2.82
				06 Jul 2018	(147,928)	Sale	4,177,653	2.73
				13 Jul 2018	(12,608)	Sale	4,165,045	2.72
				20 Jul 2018	(33,753)	Sale	4,131,292	2.70
				27 Jul 2018	(310,749)	Sale	3,820,543	2.49
				10 Aug 2018	(46,472)	Sale	3,774,071	2.46
				17 Aug 2018	(28,628)	Sale	3,745,443	2.44
				24 Aug 2018	(35,200)	Sale	3,710,243	2.42
				07 Sep 2018	(76,599)	Sale	3,633,644	2.37

Sr No.	Name of the Shareholder	Shareholding: Number of Shares at the beginning of the year (April 1, 2018) and end of the year (March 31, 2019)	Shareholding: % of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019): No. of Shares	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019): % of total shares of the Company
				14 Sep 2018	(61,601)	Sale	3,572,043	2.33
				29 Sep 2018	(2,501)	Sale	3,569,542	2.33
				05 Oct 2018	(8,199)	Sale	3,561,343	2.32
				12 Oct 2018	8,117	Purchase	3,569,460	2.33
				19 Oct 2018	53,990	Purchase	3,623,450	2.36
				26 Oct 2018	888	Purchase	3,624,338	2.36
				14 Dec 2018	(115,230)	Sale	3,509,108	2.29
				21 Dec 2018	(65,536)	Sale	3,443,572	2.25
				28 Dec 2018	(61,040)	Sale	3,382,532	2.21
				31 Dec 2018	(7,294)	Sale	3,375,238	2.20
				25 Jan 2019	(34,400)	Sale	3,340,838	2.18
	At the end of the year	3,340,838	2.18				3,340,838	2.18
3	**Reliance Capital Trustee Co Ltd. A/C Reliance Value Fund**							
	At the beginning of the year	1,461,871	0.95				1,461,871	0.95
				30 Jun 2018	(200,000)	Sale	1,261,871	0.82
				31 Aug 2018	1,752,304	Purchase	3,014,175	1.97
				05 Oct 2018	75,734	Purchase	3,089,909	2.02
				12 Oct 2018	62,899	Purchase	3,152,808	2.06
				16 Nov 2018	(6,185)	Sale	3,146,623	2.05
				01 Feb 2019	927	Purchase	3,147,550	2.05
				08 Feb 2019	12	Purchase	3,147,562	2.05
				01 Mar 2019	14	Purchase	3,147,576	2.05
				08 Mar 2019	3,597	Purchase	3,151,173	2.06
				15 Mar 2019	462	Purchase	3,151,635	2.06
				22 Mar 2019	140	Purchase	3,151,775	2.06
				29 Mar 2019	(76,247)	Sale	3,075,528	2.01
	At the end of the year	3,075,528	2.01				3,075,528	2.01
4	**DSP Midcap Fund** [1]							
	At the beginning of the year	892,268	0.58				892,268	0.58
				17 Aug 2018	9,961	Purchase	902,229	0.59
				07 Sep 2018	13,077	Purchase	915,306	0.60
				11 Jan 2019	454,659	Purchase	1,369,965	0.89
				18 Jan 2019	912,600	Purchase	2,282,565	1.49
				25 Jan 2019	63	Purchase	2,282,628	1.49
				08 Feb 2019	185,426	Purchase	2,468,054	1.61
				01 Mar 2019	20,064	Purchase	2,488,118	1.62
				15 Mar 2019	379	Purchase	2,488,497	1.62
				22 Mar 2019	(28,287)	Sale	2,460,210	1.60
				29 Mar 2019	(461)	Sale	2,459,749	1.60
	At the end of the year	2,459,749	1.60				2,459,749	1.60

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		Number of Shares at the beginning of the year (April 1, 2018) and end of the year (March 31, 2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
5	Schroder International Selection Fund Emerging Asia							
	At the beginning of the year	2,037,782	1.33				2,037,782	1.33
				06 Apr 2018	75,749	Purchase	2,113,531	1.38
				09 Nov 2018	101,004	Purchase	2,214,535	1.44
				16 Nov 2018	54,437	Purchase	2,268,972	1.48
				23 Nov 2018	10,007	Purchase	2,278,979	1.49
	At the end of the year	2,278,979	1.49				2,278,979	1.49
6	Vaneck Funds - Emerging Markets Fund							
	At the beginning of the year	1,973,200	1.29	No change			1,973,200	1.29
	At the end of the year	1,973,200	1.29				1,973,200	1.29
7	UTI - Hybrid Equity Fund [1]							
	At the beginning of the year	1,411,167	0.92				1,411,167	0.92
				06 Apr 2018	(11,891)	Sale	1,399,276	0.91
				13 Apr 2018	5,207	Purchase	1,404,483	0.92
				27 Apr 2018	90,000	Purchase	1,494,483	0.97
				04 May 2018	(3,789)	Sale	1,490,694	0.97
				11 May 2018	(10,000)	Sale	1,480,694	0.97
				18 May 2018	(15,000)	Sale	1,465,694	0.96
				01 Jun 2018	(4,232)	Sale	1,461,462	0.95
				08 Jun 2018	10,000	Purchase	1,471,462	0.96
				15 Jun 2018	17,510	Purchase	1,488,972	0.97
				22 Jun 2018	13,175	Purchase	1,502,147	0.98
				06 Jul 2018	(22,979)	Sale	1,479,168	0.96
				13 Jul 2018	20,000	Purchase	1,499,168	0.98
				03 Aug 2018	18,504	Purchase	1,517,672	0.99
				17 Aug 2018	3,167	Purchase	1,520,839	0.99
				24 Aug 2018	21,782	Purchase	1,542,621	1.01
				31 Aug 2018	10,218	Purchase	1,552,839	1.01
				21 Sep 2018	(1,000)	Sale	1,551,839	1.01
				29 Sep 2018	(20,578)	Sale	1,531,261	1.00
				02 Nov 2018	(100,000)	Sale	1,431,261	0.93
				21 Dec 2018	3,000	Purchase	1,434,261	0.94
				28 Dec 2018	3,584	Purchase	1,437,845	0.94
				18 Jan 2019	30,000	Purchase	1,467,845	0.96
				25 Jan 2019	19,500	Purchase	1,487,345	0.97
				22 Mar 2019	(5,000)	Sale	1,482,345	0.97
				29 Mar 2019	453,044	Purchase	1,935,389	1.26
	At the end of the year	1,935,389	1.26				1,935,389	1.26

Sr No.	Name of the Shareholder	Shareholding					Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		Number of Shares at the beginning of the year (April 1, 2018) and end of the year (March 31, 2019)	% of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	No. of Shares	% of total shares of the Company
8	Schroder Asian Growth Fund							
	At the beginning of the year	1,267,083	0.83				1,267,083	0.83
				12 Oct 2018	15,400	Purchase	1,282,483	0.84
				19 Oct 2018	17,849	Purchase	1,300,332	0.85
				26 Oct 2018	21,799	Purchase	1,322,131	0.86
				02 Nov 2018	74,229	Purchase	1,396,360	0.91
				09 Nov 2018	1,538	Purchase	1,397,898	0.91
				16 Nov 2018	445	Purchase	1,398,343	0.91
				23 Nov 2018	143	Purchase	1,398,486	0.91
	At the end of the year	1,398,486	0.91				1,398,486	0.91
9	Schroder International Selection Fund Indian Equity [1]							
	At the beginning of the year	901,711	0.59				901,711	0.59
				06 Apr 2018	10,883	Purchase	912,594	0.60
				20 Apr 2018	75,249	Purchase	987,843	0.64
				25 May 2018	(63,000)	Sale	924,843	0.60
				11 Jan 2019	100,677	Purchase	1,025,520	0.67
				18 Jan 2019	103,126	Purchase	1,128,646	0.74
	At the end of the year	1,128,646	0.74				1,128,646	0.74
10	Mondrian Emerging Markets Small Cap Equity Fund, L. P. [1]							
	At the beginning of the year	1,073,336	0.70				1,073,336	0.70
				27 Jul 2018	(33,300)	Sale	1,040,036	0.68
				03 Aug 2018	(8,700)	Sale	1,031,336	0.67
				26 Oct 2018	15,377	Purchase	1,046,713	0.68
				02 Nov 2018	3,137	Purchase	1,049,850	0.68
				01 Feb 2019	70,000	Purchase	1,119,850	0.73
	At the end of the year	1,119,850	0.73				1,119,850	0.73
11	Nordea Far East Fund 2							
	At the beginning of the year	1,914,995	1.25				1,914,995	1.25
				18 May 2018	65,000	Purchase	1,979,995	1.29
				13 Jul 2018	50,923	Purchase	2,030,918	1.32
				27 Jul 2018	(48,462)	Sale	1,982,456	1.29
				03 Aug 2018	(90,839)	Sale	1,891,617	1.23
				24 Aug 2018	(12,678)	Sale	1,878,939	1.23
				31 Aug 2018	(250,653)	Sale	1,628,286	1.06
				26 Oct 2018	(123,735)	Sale	1,504,551	0.98
				02 Nov 2018	(230,604)	Sale	1,273,947	0.83
				09 Nov 2018	(101,736)	Sale	1,172,211	0.76
				18 Jan 2019	(45,770)	Sale	1,126,441	0.73
				25 Jan 2019	(4,341)	Sale	1,122,100	0.73

Sr No.	Name of the Shareholder	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		Number of Shares at the beginning of the year (April 1, 2018) and end of the year (March 31, 2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				01 Feb 2019	(17,702)	Sale	1,104,398	0.72
				08 Feb 2019	(2,405)	Sale	1,101,993	0.72
				15 Feb 2019	(2,410)	Sale	1,099,583	0.72
				22 Feb 2019	(2,916)	Sale	1,096,667	0.72
				01 Mar 2019	(8,921)	Sale	1,087,746	0.71
	At the end of the year	1,087,746	0.71				1,087,746	0.71
12	**Nordea International Fund Asian Sub-Fund [2]**							
	At the beginning of the year	1,493,303	0.97				1,493,303	0.97
				18 May 2018	(26,000)	Sale	1,467,303	0.96
				13 Jul 2018	70,847	Purchase	1,538,150	1.00
				27 Jul 2018	(34,278)	Sale	1,503,872	0.98
				03 Aug 2018	(68,576)	Sale	1,435,296	0.94
				24 Aug 2018	(9,635)	Sale	1,425,661	0.93
				31 Aug 2018	(190,244)	Sale	1,235,417	0.81
				26 Oct 2018	(80,329)	Sale	1,155,088	0.75
				02 Nov 2018	(154,495)	Sale	1,000,593	0.65
				22 Feb 2019	(2,640)	Sale	997,953	0.65
				01 Mar 2019	(8,074)	Sale	989,879	0.65
	At the end of the year	989,879	0.65				989,879	0.65
13	**Investeringsforeningen Nordea Invest Fjernosten [2]**							
	At the beginning of the year	1,397,151	0.91				1,397,151	0.91
				18 May 2018	97,500	Purchase	1,494,651	0.98
				06 Jul 2018	73,410	Purchase	1,568,061	1.02
				27 Jul 2018	(39,999)	Sale	1,528,062	1.00
				03 Aug 2018	(70,320)	Sale	1,457,742	0.95
				24 Aug 2018	(9,685)	Sale	1,448,057	0.94
				31 Aug 2018	(192,911)	Sale	1,255,146	0.82
				26 Oct 2018	(70,507)	Sale	1,184,639	0.77
				02 Nov 2018	(125,762)	Sale	1,058,877	0.69
				09 Nov 2018	(71,455)	Sale	987,422	0.64
				01 Feb 2019	(50,185)	Sale	937,237	0.61
				15 Feb 2019	(13,282)	Sale	923,955	0.60
				22 Feb 2019	(3,993)	Sale	919,962	0.60
				01 Mar 2019	(12,215)	Sale	907,747	0.59
	At the end of the year	907,747	0.59				907,747	0.59

Notes:
1. Not in the list of top 10 Shareholders as on April 1, 2018 but was one of the Top 10 Shareholders as on March 31, 2019.
2. Not in the list of top 10 Shareholders as on March 31, 2019 but was one of the Top 10 Shareholders as on April 1, 2018.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

IV. v Shareholding of Directors and Key Managerial Personnel

Sr No.	Name of Directors / KMP	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	% of total shares of the Company
		No. of shares at the beginning of the year (April 1, 2018) and at the end of the year (March 31, 2019)	% of total shares of the Company					
1	**Atul Ruia**							
	At the beginning of the year	2,403,501	1.57				2,403,501	1.57
				No Change				
	At the end of the year	2,403,501	1.57				2,403,501	1.57
2	**Pradumna Kanodia**							
	At the beginning of the year	15,833	0.01				15,833	0.00
				9 Apr 2018	21,111	ESOP Allotment	36,944	0.00
				14 May 2018	(23,504)	Sale	13,440	0.00
				15 May 2018	(3,778)	Sale	9,662	0.00
				16 May 2018	(9,662)	Sale	0	0.00
	At the end of the year	0	0.00				0	0.00
3	**Shishir Shrivastava**							
	At the beginning of the year	77,200	0.05					
				25 Apr 2018	2,000	ESOP Allotment	79,200	0.05
				17 Nov 2018	3,000	ESOP Allotment	82,200	0.05
	At the end of the year	82,200	0.05				82,200	0.05
4	**Rajendra Kalkar**							
	At the beginning of the year*	6,000					6,000	0.00
				No Change				
	At the end of the year	6,000					6,000	0.00
5	**Amit Dalal**							
	At the beginning of the year	Nil					Nil	
				No Change				
	At the end of the year	Nil					Nil	
6	**Amit Dabriwala**							
	At the beginning of the year	Nil					Nil	
				No Change				
	At the end of the year	Nil					Nil	
7	**Sivaramakrishnan Iyer**							
	At the beginning of the year	Nil					Nil	
				No Change				
	At the end of the year	Nil					Nil	
8	**Shweta Vyas**							
	At the beginning of the year	Nil					Nil	
				No Change				
	At the end of the year	Nil					Nil	
9	**Gajendra Mewara**							
	At the beginning of the year#	Nil					Nil	
				No Change				
	At the end of the year	Nil					Nil	

* Mr. Rajendra Kalkar was appointed as Wholetime Director w.e.f. December 10, 2018
# Mr. Gajendra Mewara was appointed as Company Secretary w.e.f. December 19, 2018

V. Indebtedness

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

(Amount in ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7,174,409,994	-		7,174,409,994
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	36,811,903	-		36,811,903
Total (i+ii+iii)	**7,211,221,897**	**-**	**-**	**7,211,221,897**
Change in Indebtedness during the financial year				
- Addition	801,733,137	-		801,733,137
- Reduction	-	-		-
Net Change	**801,733,137**	**-**	**-**	**801,733,137**
Indebtedness at the end of the financial year				
i) Principal Amount	7,971,007,068	-		7,971,007,068
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	41,947,966	-		41,947,966
Total (i+ii+iii)	**8,012,955,034**	**-**	**-**	**8,012,955,034**

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 (April 1, 2018 to August 8, 2018)	Mr. Atul Ruia	Mr. Rajendra Kalkar (w.e.f. December 10, 2018 to March 31, 2019)	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	3,586,219	19,717,738	2,974,472	**26,278,429**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	488,335	**488,335**
	(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 (Compensation for Loss of Office & other retirement benefits)	43,787,590	-	-	**43,787,590**
5	**Total (A)**	**47,373,809**	**19,717,738**	**3,462,807**	**70,554,354**
	Ceiling as per the Act*				**208,631,631**

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

B. Remuneration to Other Directors

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Mr. Amit Dalal	Mr. Amit Kumar Dabriwala	Mr. Sivaramakrishnan Iyer	Ms. Shweta Vyas	Total Amount
1	***Independent Directors***					
	Fee for attending board / committee meetings	300,000	465,000	180,000	405,000	1,350,000
	Commission	325,000	325,000	325,000	325,000	1,300,000
	Others, please specify	-	-	-	-	-
	Total (1)	**625,000**	**790,000**	**505,000**	**730,000**	**2,650,000**
2	***Other Non-Executive Directors***					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
		-	-	-	-	-
	TOTAL B = (1+2)	**625,000**	**790,000**	**505,000**	**715,000**	**2,650,000**
	Ceiling as per the Act**					**20,863,163**
	Total Managerial Remuneration (A+B)					**75,078,931**
	Overall Ceiling as per the Act***					**229,494,794**

**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

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Ms. Puja Tandon Company Secretary (April 1, 2018 to October 16, 2018)	Gajendra Mewara, Company Secretary (December 19, 2018 to March 31, 2019)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2,032,751	1,002,617	3,035,368
	(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)**	**2,032,751**	**1,002,617**	**3,035,368**

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**

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Date : August 7, 2019
Place : Mumbai

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

Your Company is committed to good Corporate Governance and as a part of its growth strategy, it places high importance on strengthening and further developing Corporate Governance initiatives. Our Corporate Governance framework not only ensures that we make timely disclosures and share relevant information regarding our financials and performance, but also disclose important information related to the leadership and governance of the Company. For the Company, Corporate Governance is not just adherence to the Statutory & Regulatory requirements but is equally about focusing on voluntary practices that underline the highest levels of transparency & propriety.

The Management's philosophy on Corporate Governance is directed at conducting business in an ethical and professional manner and to enhance confidence of all stakeholders, viz.; shareholders and investors, customers and clients, employees, regulatory bodies, all those who deal with the Company and public in general, since we believe that adhering to the standards of best Corporate Governance practice is essential to achieve long term corporate goals and enhance shareholders value. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. The Company's philosophy on Corporate Governance oversees business strategies and ensures accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company complies with the requirements prescribed under Regulation 17 to 27 read with Part C, D and E of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable, with regard to Corporate Governance.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is given herein below:

Board of Directors

The Board of Directors ('Board') is entrusted with the ultimate responsibility for the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Company believes that an active, diverse, well-informed and independent board is necessary to ensure the highest standards of Corporate Governance. The Board is at the core of our corporate governance practices. Driven on the principles of ethics and accountability, the Board strives to work in best interest of the Company and its stakeholders. It provides strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objectives of creating long term value for the Company's stakeholders.

Composition of the Board

We acknowledge the importance of diversity in the Boardroom as a driver of effectiveness. For the Board, diversity encompasses difference in perspective, experience, education, ethnicity, gender and other personal attributes. The Board represents an appropriate mix of Executive and Non-Executive Directors, including Independent Directors, which is compliant with the Companies Act, 2013 ('the Act') and the Listing Regulations.

Pursuant to Section 149(4) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations, the Company has a balanced Board, comprising of Executive and Non-Executive Directors which includes independent professionals with rich experience and expertise from diverse background relevant to the Company's business requirements, who have long standing experience and expertise in their respective fields.

The Board has an Executive Chairman and accordingly pursuant to the provisions of Regulation 17(1)(b) of the Listing Regulations, one-half of the Board comprises of Independent Directors. As on March 31, 2019, the Company's Board comprised of four Executive Directors and four Independent Directors including one Independent Woman Director.

The maximum tenure of Independent Directors is in compliance with the Act and the Listing Regulations.

Changes in the Board Composition

During the year under review, Mr. Ashokkumar Ruia retired as the Chairman and Managing Director of the Company with effect from August 8, 2018 and Mr. Atul Ruia was elevated to the position of Chairman and Managing Director, which was approved by the Members at the previous Annual General Meeting ('AGM') held on September 18, 2018.

Pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Rajendra Kalkar as an Additional Director of the Company with effect from December 10, 2018 in accordance with Articles of Association and Section 161(1) of the Act and holds office upto the date of the forthcoming AGM. He was also designated as the Whole-time Director of the Company for a period of 5 years with effect from December 10, 2018 subject to approval of the Members at the ensuing AGM. A notice under Section 160(1) of the Act has been received from a Member signifying the intention to propose his appointment as Director.

NRC, on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer during their tenure, has recommended to the Board that their continued association as Independent Directors would be beneficial to the Company. Based on the above and the performance evaluation of Independent Directors, the Board at its meeting held on March 29, 2019 have appointed Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer, as additional and Non-Executive Independent Directors, not being liable to retire by rotation, for a second term of 5 consecutive years commencing from April 1, 2019 to March 31, 2024 subject to approval of the Members through Special Resolutions at the ensuing AGM. The necessary resolutions for the appointments form part of the Notice of the forthcoming AGM, along with the necessary disclosures required under the Act and the Listing Regulations, for approval of Members. The Company has received requisite Notices from a Member in writing proposing their appointment as Independent Directors.

Compliance with Directorship limits

None of the Directors of your Company is a Director in more than twenty companies (including ten public companies) or acts as an Independent Director in more than seven listed companies, or three listed companies in case they serve as a Whole-time Director in any listed company.

Compliance with Committee positions

Disclosures have been made by the Directors regarding their Chairmanships/Memberships of mandatory Committees of the Board and the same are within the permissible limits as stipulated under Regulation 26(1) of the Listing Regulations. Accordingly, none of the Directors on the Board of your Company is a member of more than ten Committees and Chairperson of more than five Committees, across all Indian public limited companies in which he/she is a Director.

Declaration from Independent Directors

All the Independent Directors on the Board of your Company have confirmed that they meet the criteria of independence as mentioned in amended Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act and they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board of your Company has carried out an assessment of declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of your Company fulfil the conditions specified in the Listing Regulations and the Act and are independent of the management.

REPORT ON CORPORATE GOVERNANCE

Composition and Details of other Directorships & Committee memberships / chairmanships

The composition of the Board and other relevant details relating to Directors as on March 31, 2019 is given below:

Name of the Director	Designation	Date of Appointment*	DIN	No. of Directorship of Public Limited Companies@	No. of Committee Positions held of Public Limited Companies#		Directorship in other listed entities (category of directorship)
					Chairperson	Member	
Mr. Atul Ruia	Chairman and Managing Director (w.e.f. August 8, 2018)	April 1, 2015	00087396	3	-	2	-
Mr. Shishir Shrivastava	Joint Managing Director	July 30, 2016	01266095	3	-	1	-
Mr. Pradumna Kanodia	Director- Finance	April 28, 2016	01602690	3	-	-	-
Mr. Rajendra Kalkar	Whole-time Director	December 10, 2018	03269314	5	-	-	-
Mr. Amit Dabriwala	Non-Executive Independent Director	April 1, 2019$	00164763	8	3	4	-
Mr. Amit Dalal	Non-Executive Independent Director	April 1, 2019$	00297603	6	1	2	Tata Investment Corporation Limited (Executive Director) Manugraph India Limited (Independent Director) Sutlej Textiles & Industries Limited (Independent Director)
Mr. Sivaramakrishnan Iyer	Non-Executive Independent Director	April 1, 2019$	00503487	3	2	1	Praj Industries Limited (Independent Director)
Ms. Shweta Vyas	Non-Executive Independent Director	October 14, 2014$	06996110	5	-	5	-

@Excludes private limited companies, limited liability partnerships, foreign companies, companies registered under Section 8 of the Act and government bodies and includes Directorship in your Company

#Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies including that of your Company. Committee Membership(s) and Chairmanship(s) are counted separately.

*Date of appointment at current term has been considered

$Independent Directors have been re-appointed for a second term of 5 consecutive years w.e.f. April 1, 2019, subject to approval of Members.

Dates and Number of Board Meetings & Annual General Meeting ('AGM')

During the financial year ended March 31, 2019, the Board met 11 times on April 5, 2018, April 25, 2018, May 8, 2018, June 18, 2018, July 18, 2018, August 8, 2018, November 5, 2018, December 10, 2018, December 19, 2018, February 7, 2019 and March 29, 2019. Necessary quorum was present at all meetings. The gap between any two consecutive meetings did not exceed 120 consecutive days. The 113th AGM of your Company was held on September 18, 2018.

Attendance at Board Meetings and previous AGM

Details of attendance of Directors at Board Meetings held during the year under review and the previous AGM are as under:

Name of Director	Number of Board meetings		% Attendance	Attendance at previous AGM
	Held during tenure	Attended		
Mr. Ashokkumar Ruia*	6	6	100	N.A.
Mr. Atul Ruia	11	11	100	Yes
Mr. Shishir Shrivastava	11	10	90	Yes
Mr. Pradumna Kanodia	11	11	100	Yes
Mr. Rajendra Kalkar#	4	4	100	N.A
Mr. Amit Dabriwala	11	11	100	Yes
Mr. Amit Dalal	11	10	90	No
Mr. Sivaramakrishnan Iyer	11	6	54	Yes
Ms. Shweta Vyas	11	9	81	Yes

*ceased to be Director with effect from August 8, 2019

#appointed as a Director w.e.f. December 10, 2018.

Meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and Regulation 25(3) of the Listing Regulations, Independent Directors of the Company held a meeting on February 7, 2019, without the attendance of Non-Independent Directors and members of management. At the meeting, the Independent Directors reviewed the performance of Non-Independent Directors, the Board as a whole, the Chairperson of the Company, considering the views of Executive Directors and Non-Executive Directors, and also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board which was necessary to effectively and reasonably perform their duties. The Independent Directors have conveyed their satisfaction on the performances of Non-Independent Directors, Managing Director, Joint Managing Director and the Board as a whole, and also on the flow of information to the Board.

Inter-se relationships between Directors

None of the Directors of the Company are inter-se related to each other.

Shares and Convertible Instruments held by Non-Executive Directors

As on March 31, 2019, the Company does not have any convertible instruments. The details of shares held by Non-Executive Directors as on March 31, 2019 are as follows:

Name of Director	Category	Number of Shares held
Mr. Amit Dabriwala	Non-Executive Independent Director	NIL
Mr. Amit Dalal	Non-Executive Independent Director	NIL
Mr. Sivaramakrishnan Iyer	Non-Executive Independent Director	NIL
Ms. Shweta Vyas	Non-Executive Independent Director	NIL

Board Procedures

Meetings

The Board of the Company meets at least four times in a year with a maximum time gap of not more than 120 days between two consecutive Meetings. The conduct of Board and Committee Meeting(s) of your Company is in compliance with the applicable provisions of the Act, Secretarial Standard -1 ('SS-1') on the Meetings of the Board of Directors as prescribed by the Institute of Company Secretaries of India, and the Listing Regulations.

REPORT ON CORPORATE GOVERNANCE

Agenda of meetings

The Board meetings are governed by structured agenda. The agenda along with comprehensive notes and background material are circulated well in advance to all the Directors for facilitating effective discussion and decision making. The Directors are also provided the facility of video conferencing to enable them to participate effectively in the Meeting(s), as and when required.

The Board members may raise any matter not forming part of the agenda for consideration of the Board at its meetings, in consultation with the Chairman and the Independent Directors. Presentations are made by the management on the Company's operations and other important matters on a periodic basis. The proceedings of the meetings of the Board and its Committees are recorded in the form of minutes and the draft minutes are circulated to the Board for perusal. The important decisions taken at the Board/Committee meetings are communicated to the concerned departments/divisions promptly.

The Board has been provided with complete access to all the relevant information of the Company which is necessary to discharge their obligations and perform their duties as Directors of the Company. The Board and its respective Committees inter alia, periodically review strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, significant transactions and arrangements entered into by subsidiary companies, approval of quarterly/half-yearly/ annual financial results, investors' grievances, write-offs, transactions pertaining to corporate restructuring, Sale of investments, details of any joint ventures or collaboration agreements, corporate social responsibility activities and spends etc. in accordance with the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations.

Apart from Board Members, the Board and Committee Meetings are generally also attended, wherever required, by the Heads of various Corporate Functions.

The Company Secretary of the Company acts as the Secretary to the Board and its Committees and is present at Board and Committee meetings to apprise and advise the Members on compliances, governance and applicable laws.

Director(s) seeking Appointment/Re-appointment

In terms of Section 152 of the Act, Mr. Pradumna Kanodia, Director-Finance of the Company is liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of the Company, has offered himself for re-appointment.

Further, the Board at its Meeting held on March 29, 2019 based on the recommendation of the NRC, recommended the re-appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer, as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years on the Board of the Company.

Detailed profile and other information, as required under Regulation 36(3) of the Listing Regulations, of the proposed appointee(s) are provided in the Notice of the ensuing AGM.

Code Of Conduct

Code of Conduct ('Code') is derived from three interlinked fundamental principles, viz.; good corporate governance, good corporate citizenship and exemplary personal conduct. The Board has laid down a Code for all Board Members and Senior Management of the Company. The Code also provides for the duties of Independent Directors as laid down in the Companies Act, 2013. The Company has obtained confirmation of compliance with the Code from all members of the Board and Senior Management of the Company for the Financial Year 2018-19.

Induction and Familiarisation Programme for Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 and the Listing Regulations, the Company has an Induction and Familiarization process for Independent Directors that includes background material, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates and business model of the Company.

The Directors are provided with all necessary documents, brochures, reports, internal policies and procedures to enable them to understand the working of the Company. They are also given periodic presentations in the Board and Committee meetings in order to provide details on the business and performance updates, Company's strategy and operating plans, key issues on corporate governance, code of business conduct and risk management issues etc.

The details of the aforementioned induction and familiarisation programme are disclosed on the Company's website and can be accessed at www.thephoenixmills.com/investordesk.html

Skills, Expertise and Competencies of Directors

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the Board has identified the key skills, expertise and competencies required in the context of the Company's business for its effective functioning which are currently available with the Board.

The identified skills/expertise/competencies as identified in the context of the Company's business are leadership qualities, industry knowledge and experience, understanding of relevant laws, rules, regulations and policies, strategic thinking, corporate governance, financial expertise, risk management and mergers and acquisitions.

The Directors of your Company comprises of qualified individuals who collectively possess the above skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

Committees Of The Board

The Board Committees are set up by the Board and are governed by its terms of reference which exhibit the scope, composition, tenure, functioning and reporting parameters. The Board Committees play a crucial role in the governance structure of the Company and deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board, and Chairpersons of the respective committees report to the Board about the deliberations and decisions taken by the Committees. The minutes of the meetings of all Committees of the Board are placed before the Board for its noting.

The details of the various Board Committees are as mentioned below:

Audit Committee

The Audit Committee's role is to assist the Board to fulfil its corporate governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions.

Constitution

The Audit Committee ('the Committee') of the Board, has been constituted in line with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, and as on the date of this report comprises of one Executive and two Non-Executive Independent Directors.

All the Members of the Committee are financially literate and possess strong accounting and related financial management expertise. The Company Secretary acts as the Secretary to the Committee.

Composition and Attendance

During FY 2018-19, the Committee met 9 times on April 25, 2018; May 8, 2018; June 18, 2018; July 18, 2018; August 8, 2018; November 5, 2018; December 10, 2018; February 7, 2019 and March 29, 2019 and the necessary quorum was present at all the meetings. The composition of the Audit Committee and the number of meetings attended by each member is as follows:

REPORT ON CORPORATE GOVERNANCE

		Attendance at meetings	
Name of Member	**Category**	**Held**	**Attended**
Mr. Amit Dabriwala (Chairperson)	Non-Executive Independent Director	9	9
Mr. Atul Ruia	Chairman and Managing Director	9	9
Ms. Shweta Vyas	Non-Executive Independent Director	9	9

The Audit Committee invites such executives, as and when it considers appropriate to be present at the meetings. The Director–Finance, the Internal Auditors and the Statutory Auditors also remain present as invitees for the meetings of Committee.

Mr. Amit Dabriwala, Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on September 18, 2018 to address the Members queries pertaining to Annual Accounts of the Company.

Terms of Reference of the Audit Committee

During the year under review, the terms of reference of the Audit Committee were enhanced to incorporate the provisions of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amended Listing Regulations"). Besides having access to all the required information from and within the Company, the Committee can obtain external professional advice whenever required and is empowered with all powers prescribed in Regulation 18(2) of the Listing Regulations. The Committee acts as a link between the Statutory Auditors and the Internal Auditors and the Board of the Company.

The terms of reference of the Audit Committee are in accordance with all the items listed in Part C of Schedule II of Listing Regulations and Section 177 of the Act which are as follows:

i. Oversight of the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are true and accurate and provide sufficient information;

ii. Recommending to the Board, appointment, re-appointment and, if required, replacement or removal of the Statutory Auditors and fixation of their terms of appointment and remuneration;

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors, if any;

iv. Reviewing, with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report.

v. Reviewing with the Management, quarterly Financial Statements before submission to the Board for approval;

vi. Reviewing with the Management, performance of Statutory and Internal Auditors, adequacy of internal control systems;

vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

viii. Approval or any subsequent modification of transactions of the Company with related parties;

ix. Scrutiny of inter-corporate loans and investments;

x. Valuation of undertakings or assets of the Company, wherever it is necessary;

xi. Monitoring the end use of funds raised through public offers and related matters, if any;

xii. Evaluation of internal financial controls and risk management systems;

xiii. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv. Discussion with Internal Auditors with respect to the coverage and frequency of internal audits as per the annual audit plan, nature of significant findings and follow up thereof;

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

xvi. Obtaining an update on the Risk Management Framework and the manner in which risks are being addressed;

xvii. Review all significant transactions and arrangements entered into by the unlisted subsidiary companies;

xviii. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xix. Review the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;

xx. Review of the functioning of Whistle Blower mechanism;

xxi. Approve appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

xxii. Reviewing the Management Discussion and Analysis of financial condition and results of operations;

xxiii. Review the statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

xxiv. Review the financial statements, in particular, the investments made by unlisted subsidiaries;

xxv. Review the management letters/letters of internal control weaknesses issued by the statutory auditors;

xxvi. Review the appointment, removal and terms of remuneration of the Chief Internal Auditor;

xxvii. Review the Internal Audit Report relating to internal control weaknesses;

xxviii. Review quarterly statement of deviations including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations 2015;

xxix. Review annual statement of deviations of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations 2015;

xxx. Review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

xxxi. Review utilization of loans and/or advances from/investment by the holding company in the subsidiary (including foreign subsidiaries), which exceeds ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/ investments; and

xxxii. Carry out such other responsibility as may be provided by the Companies Act, 2013 and the SEBI LODR Regulations 2015

REPORT ON CORPORATE GOVERNANCE

Review of matters by Audit Committee

The Committee also reviews the terms of appointment and remuneration of the Internal Auditor and the Chief Financial Officer of the Company, financial statements of subsidiaries and in particular investments made by the subsidiaries, Management discussion and Analysis of financial condition and results of operations, functioning of the Whistle Blower Policy/ Vigil Mechanism. The Committee reviews, on a quarterly basis, related party transactions, loans, investments and guarantees given, risks and mandatory information under Para B of Part C of Schedule II and other applicable clauses of the Listing Regulations and the Act.

Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee ('NRC') is to oversee the selection of Directors and Senior Management Personnel based on criteria related to the specific requirement of expertise and independence. The NRC evaluates the performance of Directors and Senior Management Personnel based on the expected performance criteria.

Constitution

NRC is constituted in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

During the year under review, Mr. Atul Ruia, Chairman and Managing Director was inducted as Member of the Committee effective February 7, 2019.

As on the date of the report, the NRC comprises of three Non-Executive Directors and the Executive Chairman of the Board. The Company Secretary acts as Secretary to the Committee.

Composition and Attendance

During FY 2018-19, the Committee met four times and the necessary quorum was present at all the meetings. The NRC meetings were held on August 8, 2018, December 10, 2018, December 18, 2018 and March 29, 2019. The composition of the NRC and its attendance at its meetings is as follows:

		Attendance at meetings	
Name of Member	**Category**	**Held**	**Attended**
Ms. Shweta Vyas (Chairperson)	Non-Executive Independent Director	4	2
Mr. Atul Ruia*	Chairman and Managing Director	1	1
Mr. Amit Dabriwala	Non-Executive Independent Director	4	4
Mr. Sivaramakrishnan Iyer	Non-Executive Independent Director	4	3

*appointed as a member with effect from February 7, 2019.

As per section 178(7) of the Act and the Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Ms. Shweta Vyas was present at the 113th AGM of the Company held on September 18, 2018.

Terms of reference of Nomination and Remuneration Committee

The terms of reference of the NRC are in line with regulatory requirements mandated in the Act and Part D of Schedule II of the Listing Regulations. During the year under review, the terms of reference of the Committee were enhanced to incorporate the provisions of the Amended Listing Regulations effective April 1, 2019.

The terms of reference of the NRC in accordance with Part D of Schedule II of the Listing Regulations and Section 178 of the Act include:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director;

ii. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in the policy;

iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel;

iv. Review and recommend the structure, size and composition of the Board and Board Committees;

v. Formulation of criteria for evaluation of performance of all the Directors including Independent Directors;

vi. Carry out evaluation of every Director's performance and recommend to the Board appointment/removal based on his/her performance;

vii. Devising a policy on Board diversity;

viii. Recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees;

ix. Assist the Board in implementing corporate governance practices;

x. Development of a succession plan for the Board and to regularly review the plan;

xi. Whether to extend or continue the term of appointment of an Independent Director, on the basis of the report of performance evaluation of Independent Directors;

xii. Recommend to the Board, all remuneration, in whatever form, payable to senior management

xiii. To consider any other matters as may be requested by the Board.

Nomination and Remuneration Policy

The NRC has formulated a policy for determining qualifications, positive attributes and independence of a director and other related matters provided under sub section (3) and (4) of Section 178 of the Companies Act, 2013 which is available on the Company's website at www.thephoenixmills.com/investordesk.html

During the year under review, the said Policy was amended to incorporate the provisions of the Amended Listing Regulations.

The Company hereby affirms that the remuneration paid to the Directors is as per the terms laid in the duly approved and adopted Nomination and Remuneration Policy of the Company.

Performance Evaluation criteria for Independent Directors

The Committee has approved the evaluation process, methodology, framework and criteria for evaluation of performance of Independent Directors, Committees of the Board, the Board as a whole and the Chairperson. Basis the approved framework, the performance evaluation of all the Directors, Committees, Chairperson and the Board as a whole was carried out during the year under review.

Stakeholders' Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders which include approval of requests for transfer and transmission of shares, transposition and deletion of name in the Register of Members, change of address in the Register of Members, addressing to the complaints of shareholders including non-receipt of declared dividends, non-receipt of Annual Report, revalidation of dividend warrants, consolidation and split of shares, etc.

REPORT ON CORPORATE GOVERNANCE

Constitution

As on the date of this report, SRC comprises of one Independent Director, the Chairman and Managing Director and the Joint Managing Director. The Chairman of the Committee is an Independent Director. The Company Secretary acts as the Secretary to the Committee.

Composition and Attendance

During FY 2018-19, the Committee met 15 times on April 27, 2018, May 8, 2018, June 2, 2018, June 18, 2018, June 22, 2018, August 8, 2018, September 6, 2018, September 24, 2018, November 30, 2018, January 2, 2019, January 18, 2019, February 1, 2019, February 15, 2019, February 25, 2019 and March 14, 2019. Necessary quorum was present at all the meetings. The composition of the SRC and its attendance at its meetings is as follows:

		Attendance at meetings	
Name of Member	**Category**	**Held**	**Attended**
Mr. Amit Dabriwala (Chairperson)	Independent Director	15	15
Mr. Ashokkumar Ruia*	Chairman and Managing Director	6	6
Mr. Atul Ruia	Chairman and Managing Director	15	15
Mr. Shishir Srivastava#	Joint Managing Director	9	9

*Ceased as Member effective August 8, 2018

Appointed as Member effective August 8, 2018

Terms of Reference:

The role and terms of reference of the Committee covers all the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act as applicable. During the year under review, the terms of reference of the Committee were enhanced to incorporate the provisions of the Amended Listing Regulations effective April 1, 2019.

The Committee deals with matters relating to transfer/ transmission of shares, issue of duplicate certificates and monitors the redressal of Shareholder grievances. The terms of reference of the Committee include:

1. Considering and resolving grievances of Shareholders', debenture holders and other security holders;
2. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
3. Issue of duplicate certificates and new certificates on split/ consolidation/renewal, etc.;
4. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
5. Review of measures taken for effective exercise of voting rights by shareholders;
6. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
7. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;
8. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law.

With a view to expedite the process of share transfers, necessary authorities' have been delegated to the Compliance Officer of the Company. Details of transfer and transmission requests, if any received at every meeting and report of investor complaints is presented to the Board on a quarterly basis.

Investor Complaints

During FY 2018-19, the Company had received 2 complaints from shareholders/investors, as tabulated below, which were resolved to their satisfaction. There were no complaints pending as at the end of the year.

Status of Shareholders' Complaints as on March 31, 2019 and reported under Regulation 13(3) of the Listing Regulations is as under:

No. of Shareholders' complaints pending at the beginning of the year i.e. as on April 1, 2018	NIL
No. of Shareholders' Complaints received during the year	2
No. of Shareholders' Complaints resolved during the year	2
No. of Shareholders' Complaints pending as on March 31, 2019	NIL

As per Section 178(7) of the Act and the Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Amit Dabriwala was present at the 113th AGM of the Company held on September 18th, 2018.

Share Transfers in Physical Mode

Shares received for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all aspects. Further, in compliance with Notification No. SEBI/LAD-NRO/GN/2018/24 issued by SEBI, the Company has ceased to accept physical transfer of shares w.e.f. April 1, 2019, except in case of transmission of securities.

Compliance Officer under Listing Regulations

Mr. Gajendra Mewara, Company Secretary of the Company is designated as Compliance Officer of the Company pursuant to Regulation 6 of the Listing Regulations.

Corporate Social Responsibility Committee

Constitution

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company have formed a Corporate Social Responsibility ('CSR') Committee. The Committee has framed a Corporate Social Responsibility Policy, the purpose of which is to articulate 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.

The framework enables to put in place, policies and practices in line with this Policy. The CSR Policy is an attempt to showcase the linkage of our social objectives with business strategy.

Composition and Attendance

The CSR Committee comprises of three directors of whom one is an Independent Director. Mr. Atul Ruia, Chairman and Managing Director is the Chairman of the CSR Committee. The Company Secretary acts as the Secretary to the Committee.

During the FY 2018-19, the Committee met once on May 8, 2018.

REPORT ON CORPORATE GOVERNANCE

The composition of the CSR Committee and its attendance at its meetings is as follows:

		Attendance at meetings	
Name of Member	**Category**	**Held**	**Attended**
Mr. Atul Ruia (Chairperson)	Chairman and Managing Director	1	1
Mr. Pradumna Kanodia#	Director-Finance	0	0
Ms. Shweta Vyas	Non-Executive Independent Director	1	1
Mr. Ashokkumar Ruia*	Chairman and Managing Director	1	1

Appointed as Member with effect from August 8, 2018

*Ceased to be a Member with effect from August 8, 2018.

The Company's Corporate Social Responsibility Policy is disclosed on the Company's website and can be accessed at www.thephoenixmills.com/investordesk.html

Compensation Committee

Constitution

The Compensation Committee of the Board has been constituted in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, to formulate and monitor Employee Stock Option Plans, decide on future grants, allot shares upon exercise of options and to do all such acts relating to stock options.

Composition and Attendance

As on March 31, 2019 the Compensation Committee comprised of three Independent Directors and the Chairman and Managing Director, with the Chairperson of the Committee being an Independent Director. The Company Secretary acts as the Secretary to the Committee.

During FY 2018-19, the Committee met 15 times, on April 9,2018, April 25, 2018, May 31, 2018, June 19, 2018, July 9, 2018, September 3, 2018, October 19, 2018, November 5, 2018, November 17, 2018, November 30, 2018, December 17, 2018, January 10, 2019, January 18, 2019, February 15, 2019, and March 20, 2019. Necessary quorum was present at all the meetings. The composition of the Compensation Committee and its attendance at its meetings is as follows:

		Attendance at meetings	
Name of Member	**Category**	**Held**	**Attended**
Mr. Sivaramakrishna Iyer (Chairperson)	Non - Executive Independent Director	15	14
Mr. Atul Ruia	Chairman and Managing Director	15	13
Mr. Amit Dabriwala	Non - Executive Independent Director	15	15
Ms. Shweta Vyas	Non - Executive Independent Director	15	8

Risk Management Committee

In terms of Regulation 21 of the Listing Regulations, with effect from April 1, 2019 top 500 listed entities based on market capitalisation as at the end of the immediate previous financial year are required constitute a Risk Management Committee ('RMC').

The Board of the Company has constituted the Risk Management Committee of the Board effective February 7, 2019 in accordance with the Listing Regulations. The RMC comprised of all four Executive Directors of the Company. The Company Secretary acts as the Secretary to the Committee.

The primary role of the RMC is that of assisting the Board in overseeing the Company's risk management processes and controls. RMC, through the Risk Management Policy, seeks to minimise adverse impact on the business objectives

and enhance stakeholder value. The Board has adopted a Risk Management Policy for functioning of the RMC. The terms of reference of RMC specifically include recommending the Board a cyber security framework to identify, manage and mitigate cyber security related risks and to implement, monitor and review the cyber security framework.

Risk Management Framework

The Company has a well-defined risk management framework in place which inter alia includes identification of elements of risk, if any, which in the opinion of the Board may seriously impact the Company. The Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy inter alia includes identification, assessment for likelihood and impact, mitigation steps and reporting of existing and new risks associated with your Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and in turn achievement of your Company's objectives.

The Board and the Audit Committee review the Risk Management framework including significant risks, if any, and steps taken to mitigate the same.

Finance and Investment Committee

Constitution

The Finance and Investment Committee of the Company has been constituted to make and approve investments in subsidiary companies, place inter corporate deposits, advance loans to its subsidiaries or other bodies corporate and borrow or raise finance from various banks, financial institutions, etc. from time to time.

Composition and Attendance

As on March 31, 2019 the Finance and Investment Committee comprised of the Chairman and Managing Director, the Joint Managing Director, and the Director-Finance. The Company Secretary acts as the Secretary to the Committee.

During the FY 2018-19, the Committee met 11 times, i.e. on April 5, 2018, April 25, 2018, April 26, 2018, May 8, 2018, July 20, 2018, August 8, 2018, September 24, 2018, December 19, 2018, October 1, 2018, January 25, 2019 and March 11, 2019. Necessary quorum was present at all the meetings.

The composition of the Compensation Committee and its attendance at its meetings is as follows:

		Attendance at meetings	
Name of Member	**Designation**	**Held**	**Attended**
Mr. Atul Ruia	Chairman and Managing Director	11	11
Mr. Shishir Srivastava	Joint Managing Director	11	11
Mr. Pradumna Kanodia	Director- Finance	11	11

Remuneration Paid to Directors

Independent Directors

Non-Executive Directors are eligible for sitting fees and commission within the limits prescribed in the Act. The remuneration payable to Independent Directors is decided by the Nomination and Remuneration Committee of the Board of Directors, subject to the approval of members of the Company. The Independent Directors are eligible for sitting fees of ₹ 30,000/- and ₹ 15,000/- for attending each meeting of the Board and Audit Committee, respectively. No sitting fee is payable for attending meetings of any other Committees. Pursuant to the approval of the shareholders at their Annual General Meeting held on September 9, 2015, the Independent Directors' Remuneration Committee of the Board of Directors determines the quantum of commission payable to the Independent Directors and makes suitable recommendations to the Board in this regard. This Committee was dissolved w.e.f. May 15, 2019 and its powers were subsumed by the Nomination & Remuneration Committee ('NRC').

The NRC has accordingly, recommended that a sum of ₹ 13,00,000/- be distributed equally among the four Independent Directors who have served on the Company's Board during FY 2018-19. As per provisions of the Act and Listing Regulations, Independent Directors are not entitled to any stock options. Except as disclosed, there are no pecuniary relationships or transactions between the Independent Directors and the Company during FY 2018-19.

REPORT ON CORPORATE GOVERNANCE

Details of sitting fees and commission paid to Independent Directors during FY 2018-19 are as under:

	Sitting Fees paid (₹)		
Name of the Director	**Board**	**Audit Committee**	***Commission to be paid (₹)**
Mr. Amit Dabriwala	3,30,000	1,35,000	3,25,000
Mr. Amit Dalal	3,00,000	N.A.	3,25,000
Mr. Sivaramakrishnan Iyer	1,80,000	N.A.	3,25,000
Ms. Shweta Vyas	2,70,000	1,35,000	3,25,000
Total	**10,80,000**	**2,70,000**	**13,00,000**

*Commission will be paid to the Independent Directors after adoption of accounts for FY 2018-19 by the Members at the forthcoming AGM.

Executive Directors

The appointment of Executive Directors is governed by resolutions passed by the Board of Directors and Members' of the Company, which cover the terms of such appointment and are implemented in conjunction with the service rules of the Company.

During FY 2018-19, remuneration was paid to Mr. Ashokkumar Ruia and Mr. Atul Ruia in accordance with the limits approved by the Board and the Members.

Mr. Ashokkumar Ruia served the Company as Chairman and Managing Director upto August, 8, 2018 and was paid a total remuneration of Rs. 4,73,73,809 which includes Rs. 4,37,87,590 towards compensation for loss of office and retirement benefits. The amount of compensation was approved by the Board at its meeting held on August 8, 2018 and is within the limits of the provisions of Section 202 of the Act.

Mr. Shishir Shrivastava, Joint Managing Director and Mr. Pradumna Kanodia, Director Finance do not draw any remuneration from the Company.

Details of remuneration paid by the Company to Executive Directors during the Financial Year ended March 31, 2019 are given below:

	Mr. Atul Ruia#	**Mr. Rajendra Kalkar$**
Particulars	**Chairman and Managing Director**	**Whole-Time Director**
Term of appointment	Appointed for a period of 5 years w.e.f. April 1, 2015*	Appointed for a period of 5 years w.e.f. December 10, 2018
Salary & Perquisites (₹)	1,97,17,738	34,62,807
Variable Pay / Performance Linked Incentive	-	-

was appointed as Chairman and Managing Director with effect from August 8, 2018.

$ was appointed as an additional and Whole Time Director with effect from December 10, 2018.

*terms of appointment was revised by shareholders at the previous AGM held on September 18, 2018.

Notes:

1. Notice period as per the Rules of the Company.
2. There is no separate provision for payment of severance fees.

Details of Stock Options granted to the Executive Directors

Pursuant to The Phoenix Mills Employees Stock Option Plan 2007, Mr. Pradumna Kanodia, Director - Finance was granted 1,05,556 stock options on March 26, 2015 at a discount of 10% to the market price of ₹ 352/- i.e at a price of

₹ 316.80/- per share. Further, Mr. Shishir Shrivastava, Joint Managing Director was granted 20,000 stock options on October 24, 2016 at a discount of 10% to the market price of ₹ 371/- i.e. at a price of ₹ 333.90/- per share. The options will vest over a period of 5 years from the date of grant as under:

Sr. No.	Vesting date	% of Options that shall Vest
1	12 months from the Grant Date	10%
2	24 months from the Grant Date	15%
3	36 months from the Grant Date	20%
4	48 months from the Grant Date	25%
5	60 months from the Grant Date	30%
	Total	**100%**

No other Director has been granted any stock options during the Financial Year 2018-19.

Details of Shares held by Executive Directors

Details of shares / convertible instruments, if any, held by the Executive Directors as on March 31, 2019 are as follows:

Name of the Director	No. of Equity Shares
Mr. Atul Ruia	24,03,501
Mr. Shishir Shrivastava	82,200
Mr. Pradumna Kanodia	NIL
Mr. Rajendra Kalkar	6,000

Key Governance Policies

Policy on Materiality of and dealing with Related Party Transactions

The Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specifies the manner of entering into related party transactions and other related matters. During the year under review, the Board of the Company effective April 1, 2019, amended the said Policy in line with Regulation 23 of the Amended Listing Regulations.

The Policy has been framed to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations, and intends to ensure proper approval and reporting of transactions as applicable, between the Company and its related parties in the best interest of the Company and its stakeholders.

Provisions of this policy are designed to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of related party transactions, in terms of the applicable laws.

The Company's revised Policy on Materiality of and dealing with Related Party Transactions is uploaded for viewing on its website and can be accessed at www.thephoenixmills.com/investordesk.html

Policy on Material Subsidiaries

In line with the requirements prescribed by the Listing Regulations, the Board of Directors of the Company has adopted a Policy on Material Subsidiaries which sets out the criteria to identify material subsidiaries of the Company in accordance with the Listing Regulations and define processes and procedures for any transactions with it. The Policy was amended by the Board to align the same with the Amended Listing Regulations, as effective from April 1, 2019.

The Company's Policy on Material Subsidiaries is disclosed on its website and can be accessed at www.thephoenixmills.com/investordesk.html

REPORT ON CORPORATE GOVERNANCE

Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Policy was amended by the Board in line with the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 to provide for whistle blowing in case of leak or suspected leak of unpublished price sensitive information.

The Company's Policy on Whistle Blower/Vigil Mechanism is disclosed on its website and can be accessed at www.thephoenixmills.com/investordesk.html

Policies under SEBI (Prohibition of Insider Trading) Regulations, 2015

In accordance with Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, ('Insider Trading Regulations'), the Company has put in place a code by the name of The Phoenix Mills Code of Conduct for Prevention of Insider Trading, which provides for procedure to be followed by Designated Persons for trading in securities of the Company including pre-approval, reporting and restrictions on contra trading. The Code also contains processes to ensure safeguards against leakage of Unpublished Price Sensitive information ('UPSI') of the Company. The Code has been modified in line with amendments to the Insider Trading Regulations.

During the year under review, in compliance with the amendments to the SEBI Insider Regulations, the Company adopted the following effective April 1, 2019:

i. A Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information;

ii. Policy for determination of 'Legitimate Purpose' as part of the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;

The updated Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information is published on the website of the Company and can be accessed at the weblink www.thephoenixmills.com/investordesk.html

General Body Meetings

I. Annual General Meetings ('AGM')

Details of last three AGM's and Special Resolutions passed thereat are as follows:

Financial Year	Day and Date	Time (IST)	Venue	Details of Special Resolutions passed
2017-18	Tuesday, September 18, 2018	4:00 p.m.	Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai – 400 020	Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013 Revision in terms of appointment of Mr. Atul Ruia
2016-17	Monday, September 25, 2017	3:30 p.m.		None
2015-16	Thursday, September 8, 2016			

All Special Resolutions passed in the previous three AGM's of the Company were passed with requisite majority. No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.

II. Extra-Ordinary General Meeting ('EGM')

During the year under review, no Extra Ordinary General Meeting was held.

III. Postal Ballot

The Company had passed following Special Resolutions through Postal Ballot during FY 2018-19.

Details of Special Resolutions	• Approval of "The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)" • Approval of "The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)" for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future)			
Persons conducting Postal Ballot exercise	Company	Mr. Pradumna Kanodia, Director-Finance Ms. Puja Tandon, Company Secretary*		
	Scrutinizer	Mr. Himanshu Kamdar, Partner, Rathi & Associates, Practising Company Secretaries		
Postal Ballot procedure	Date of Postal Ballot Notice	Thursday, April 5, 2018		
	Cut-off date	Friday, April 6, 2018		
	E-voting details	Electronic voting facility was provided to all the Members, to enable them to cast their votes electronically. The Company had engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing E-voting facility to all its members. The Members had an option to vote either by physical Ballot or through E-voting.		
	Date of completion of despatch of Notices	Tuesday, April 10, 2018		
	Commencement of voting period	Wednesday, April 11, 2018 (9:00 a.m.)		
	End of voting period	Thursday, May 10, 2018 (5:00 p.m.)		
	Date of Scrutinizers' Report	Friday, May 11, 2018		
	Date of declaration of results	Friday, May 11, 2018		
Details of voting pattern	*Resolution*	*No. of Valid Votes polled*	*No. of Votes in Favour (%)*	*No. of Votes Against (%)*
	Approval of "The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)"	138,616,711	104,711,865 (75.54%)	33,904,846 (24.46%)
	Approval of "The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)" for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future)	138,614,861	104,709,265 (75.54%)	33,905,596 (24.46%)

*Ceased to be Company Secretary with effect from October 16, 2018.

REPORT ON CORPORATE GOVERNANCE

Means of Communication

Modes of Communication

Your Company, from time to time and as may be required, communicates with its Shareholders and Investors through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchanges;
- Press releases;
- Annual reports;
- Earnings calls, investor conferences; and
- Uploading relevant information on the Company's website.

Financial Results

The audited quarterly and year-to-date standalone and consolidated financial results of the Company are announced within forty-five days of the close of each quarter. The annual audited standalone and consolidated financial results and statements together with the 4th quarter results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The financials results are announced to the Stock Exchanges within the statutory time period from the conclusion of the Board Meeting(s) at which these are considered and approved. The financial results are also published in Business Standard (in English) and Mumbai Lakshadweep (in Marathi), which are national and local dailies respectively.

Disclosures

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' of Schedule III of the Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information, if any. All information is filed electronically on BSE Listing Centre (Listing Centre), online portal of BSE, and on NSE Electronic Application Processing System (NEAPS), the online portal of NSE.

Investor Interactions

The Senior Management team of the Company also conducts several conference calls and meets with institutional investors/analysts on the results published, after Board meetings. Presentations are also made to international and domestic institutional investors and analysts. These presentations and related disclosures which are required to be disseminated on the Company's website under the Listing Regulations have been uploaded on the website of the Company, viz: www.thephoenixmills.com/investordesk.html. These presentations are also uploaded on the website of the Stock Exchanges where equity shares of the Company are listed.

Website

The Annual Report of the Company, the quarterly/ half yearly financial results and the annual audited financial statements and the official news releases of the Company are also disseminated on the Company's website.

The Company's website link, www.thephoenixmills.com/investordesk.html contains all information as prescribed under the Act and the Listing Regulations, including details of the contact persons and the Registrar and Share Transfer Agent of the Company, shareholding pattern, policies etc.

General Shareholder Information

Annual General Meeting	Date	Tuesday, September 24, 2019
	Time	4.00 p.m.
	Venue	Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai – 400 020
Financial Year (April – March)	The financial year of the Company comprises of period of 12 months from April 1 to March 31.	
Book Closure	The share transfer book of the Company will be closed for declaration of Dividend from Thursday, September 19, 2019 to Tuesday, September 24, 2019, both days inclusive.	
Dividend & Dividend payment date	The Board of Directors, at their meeting held on May 15, 2019, has recommended a final dividend of ₹ 3.00 per equity share of the face value of ₹ 2/- each (being 150% on face value) on the share capital for the financial year 2018-19. Dividend, if declared shall be paid/ dispatched on or after September 25, 2019.	
Listing on Stock Exchanges	The Equity Shares of the Company are listed on following Stock Exchanges: **Name and Address** **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 503100	
	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Symbol: PHOENIXLTD Annual Listing Fees for FY 2019-20 has been paid to the Stock Exchanges (BSE and NSE) where the Company is listed. Annual Custody Fees for FY 2019-20 has been paid to the Depositories as per invoices received.	
Dematerialization of Shares	As on March 31, 2019, 15,28,83,530 equity shares constituting 99.73% of the outstanding shares were held in dematerialized form.	
International Securities Identification Number (ISIN):	INE211B01039	
Traded Securities	The securities of the Company have not been suspended from trading from any of the aforesaid stock exchanges during FY 2018-19.	
E-voting Dates	The cut-off date for the purpose of determining the shareholders eligible for e-voting is Wednesday, September 18, 2019. The e-voting commences on Saturday, September 21, 2019 at 9.00 a.m. (IST) and ends on Monday, September 23, 2019 at 5.00 p.m. (IST).	
Global / American Depository Receipts, warrants or other convertible instruments	As on March 31, 2019, the company does not have any outstanding Global / American Depository Receipts, warrants or any other convertible instruments.	
Plant Locations	The Company does not carry any manufacturing activities and hence does not have any plant locations.	

REPORT ON CORPORATE GOVERNANCE

Updation of Bank and PAN details

In compliance with terms of the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, on strengthening the Guidelines and Raising Industry standards for RTA, Issuer Companies and Banker to an Issue, communications and reminders were sent by the Company to its Shareholders holding equity shares in physical form.

Permanent Account Number (PAN) and Bank Account details of all Shareholders holding equity shares of the Company in physical form are updated in the records of the Registrar and Share Transfer Agent of the Company.

Shareholders are requested to update any change in their Bank Account Number, including the correct 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Shareholders holding equity shares in physical form can update their Bank Account details by submitting a written request letter quoting their folio number along with original cancelled cheque bearing their name on it or bank passbook/statement attested by their Bank to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company at C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai-400 083 or through e-mail on rnt.helpdesk@linkintime.co.in Shareholders holding equity shares in dematerialised form are requested to update their Bank Account details with their respective Depository Participant in case of any change in their Bank Account details.

Market Price Data

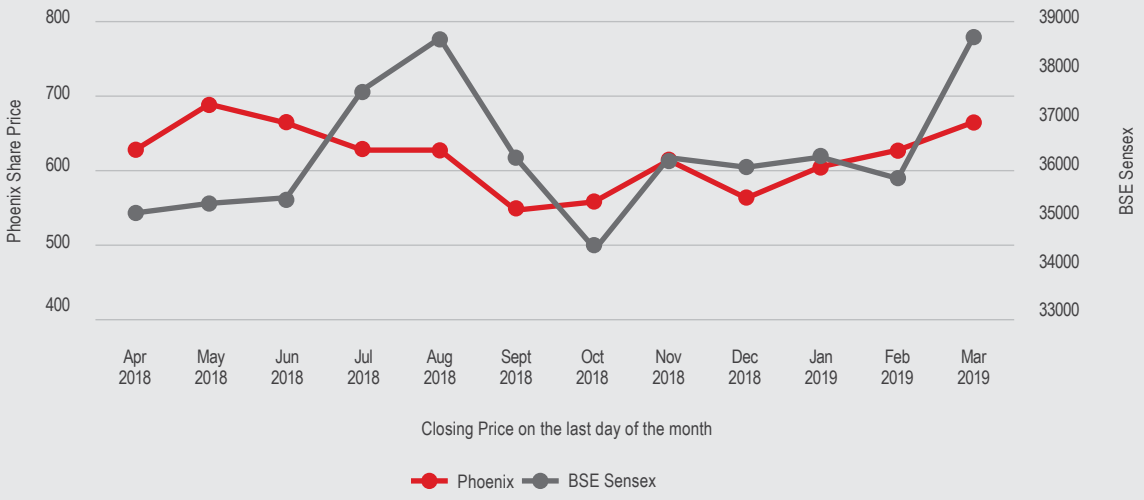
The monthly high and low stock quotations of the equity shares of the Company on BSE and NSE during the financial year from April 1, 2018 to March 31, 2019 was as under:

	NSE		BSE	
Month	**High**	**Low**	**High**	**Low**
April 2018	653.45	566.00	653.00	568.30
May 2018	732.00	598.10	725.00	596.20
June 2018	701.90	620.00	714.95	620.00
July 2018	684.15	592.00	681.95	595.75
August 2018	655.00	593.00	655.10	592.60
September 2018	649.35	538.05	648.00	539.40
October 2018	567.60	489.00	579.00	491.50
November 2018	631.30	551.00	632.20	555.00
December 2018	640.10	552.20	638.00	555.00
January 2019	622.00	552.00	624.90	550.10
February 2019	640.75	555.90	636.00	549.40
March 2019	692.05	605.35	695.00	585.00

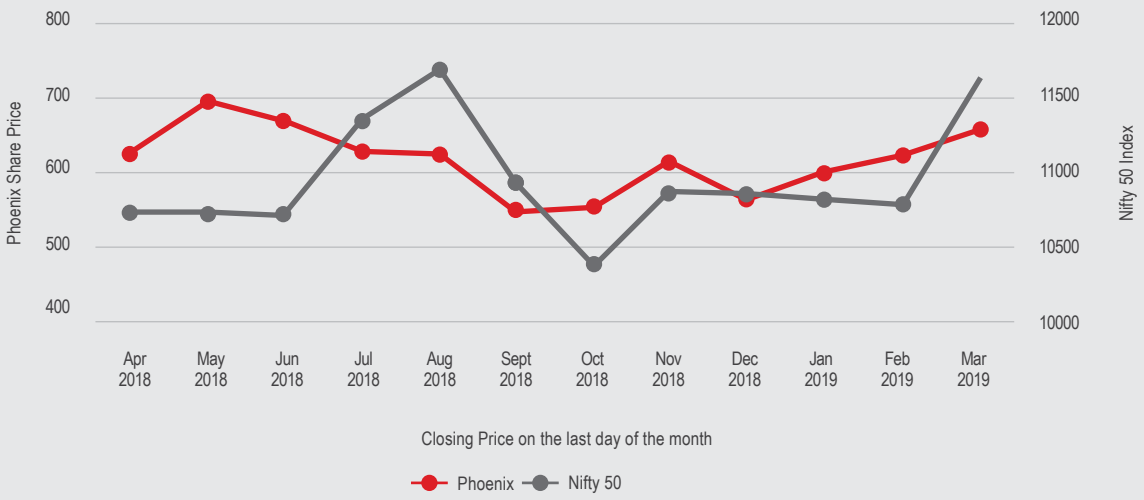
Stock Performance

The performance of your Company's equity shares relative to BSE SENSEX and NSE Nifty for the financial year 2018-19 is given below:

Phoenix Share Price vs BSE SENSEX



Phoenix Share Price vs NIFTY 50 Index



REPORT ON CORPORATE GOVERNANCE

Share Transfer System

Trading in equity shares of the Company through recognized Stock Exchanges is permitted in dematerialized form. Equity shares sent for transfer in physical form, if any, are registered and returned within a period of fifteen days from the date of receipt of requisite documents, provided the documents are valid and complete in all respect. With a view to expedite the process of share transfers, the Compliance Officer of the Company is authorised to approve physical transfers of not more than 2,000 equity shares per transfer, transmission requests based on succession certificate or probate or letters of administration or legal representation without any limits and transmission requests up to ₹ 200,000/- in case of absence of succession certificate or probate or letters of administration or legal representation based on affidavit and indemnity bond in prescribed formats.

The Stakeholders' Relationship Committee considers transfer/transmission proposals beyond the aforesaid limits, requests for issue of duplicate share certificates, attends to investor grievances etc.

Category-wise Shareholding as on March 31, 2019

Category	No. of Shares held	% of holding
Promoter and Promoter Group	9,62,10,882	62.76
Mutual Funds	75,81,605	4.95
Alternate Investment Funds	11,44,331	0.75
Foreign Portfolio Investors	4,03,79,757	26.34
Financial Institutions / Banks	13,505	0.01
Individuals & HUF	43,67,985	2.86
Overseas Corporate Bodies	50,000	0.03
Non-Resident Indians	2,95,254	0.19
Bodies Corporate	22,98,397	1.50
Investor Education & Protection Fund	8,05,587	0.53
Others (Central Government and Trusts)	1,42,498	0.09
Total	**15,32,89,801**	**100.00**

Distribution of Shareholding as on March 31, 2019

Holding Range	No. of Shareholders	% of Total Shareholders	No. of Equity Shares held	% of Total Shareholding
Up to 500	14,214	89.74	15,57,903	1.02
501 – 1,000	704	4.44	5,30,751	0.34
1,001 – 2,000	383	2.42	5,43,604	0.35
2,001 – 3,000	137	0.87	3,45,061	0.23
3,001 – 4,000	66	0.42	2,37,621	0.16
4,001 – 5,000	43	0.27	1,99,227	0.13
5,001 – 10,000	78	0.49	5,78,579	0.38
10,001 & above	214	1.35	14,92,97,055	97.39
Total	**15,839**	**100.0**	**15,32,89,801**	**100.00**

Dematerialisation of shares and liquidity

The Company's shares are required to be compulsorily traded on the Stock Exchanges in dematerialized form. The market lot of the Share of your Company is one Share.

Distribution of shareholding in physical and dematerialized form as on March 31, 2019 is as under:

Category	No. of Shareholders	No. of equity shares held	% Shareholding
Dematerialized Form	15,551	15,28,83,530	99.73
Physical Form	288	4,06,271	0.27

Transfer of Shares in Demat form

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) cannot be processed from April 1, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, Members who continue to hold equity shares of the Company in physical form are requested to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, and elimination of any possibility of loss of documents and bad deliveries.

Reconciliation of Share Capital Audit Report

As mandated by Securities and Exchange Board of India ('SEBI'), the Company has appointed M/s. Rathi & Associates, Practicing Company Secretaries, to undertake a Reconciliation of Share Capital Audit to reconcile total share capital admitted with National Securities Depository Limited ('NSDL') and CDSL and held in physical form, with the issued and listed capital of the Company. This audit is undertaken every quarter and the report thereon is submitted to the Stock Exchanges within prescribed timelines.

The audit report confirms that the total listed and paid up/ issued share capital as on March 31, 2019 is in agreement with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

In addition, pursuant to Regulation 40(9) of the Listing Regulations, certificates have been issued, on a half-yearly basis, by M/s. Rathi & Associates, Practising Company Secretaries, certifying due compliance of share transfer formalities by the Company.

Credit Rating

The Company enjoys a strong credit rating which denotes a high degree of safety regarding timely servicing of financial obligations. During the year under review, your Company took rating from two credit rating agencies for it's Term Loan of ₹ 1150 Crores from:-

(1) CRISIL Limited ('CRISIL') which assigned a long-term rating of "CRISIL A+/Stable" for ₹ 400 Crores and;

(2) India Ratings and Research Private Limited ('India Ratings') which reaffirmed the long-term rating of 'IND A+/Stable' for ₹ 750 Crores

Both the said rating agencies have for evaluation purposes, considered the total debt of the Company. Your Company also enjoys the highest credit rating of "IND A1+" for Commercial Paper issuance of ₹ 100 Crore.

Commodity price risk, foreign exchange risk and hedging activities

The Company does not deal in commodities and has no foreign exchange or hedging exposures hence disclosures relating to risk management policy with respect to commodities, commodity price risks, foreign exchange risk and hedging thereof in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 is not applicable.

Details of utilization of funds raised

Your Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations during the year under review.

REPORT ON CORPORATE GOVERNANCE

Certificate from Company Secretary in Practice

M/s. Rathi & Associates, Practicing Company Secretaries have certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors, by the SEBI/Ministry of Corporate Affairs or any such other statutory authority (ies). The Certificate issued by M/s. Rathi & Associates, Practicing Company Secretaries, forms part of this report as Annexure A.

Recommendation of Committees

All recommendations / submissions made by various Committees of the Board during the financial year 2018-19 were accepted by the Board.

Fees to Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditor, M/s. DTS and Associates, Chartered Accountants, for the FY 2018-19 are as under:

Type of Service	Amount Paid ₹
Statutory Audit	68,55,000
Certifications and Other services	40,000
Out of Pocket Expenses	-

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Prevention of Sexual Harassment Policy for Women in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act'). All women employees (permanent, contractual, temporary, trainees) as well as women who visit the premises of the Company for any purpose are covered under this Policy.

During the year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the POSH Act

Status of complaints as on March 31, 2019:

Sr. No.	Particulars	Number of Complaints
1	Number of complaints filed during the financial year	NIL
2	Number of complaints disposed of during the financial year	NIL
3	Number of complaints pending at the end of the financial year	NIL

Address for correspondence

Shareholders may correspond with the Company's Registrar and Share Transfer Agent viz. Link Intime India Private Limited for any assistance relating to dematerialization of shares, share transfers, transmissions, change of address, change in bank details, non-receipt of dividend or any other query relating to shares at the below mentioned address:

Registrar & Share Transfer Agent

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
Email: rnt.helpdesk@linkintime.co.in

Shareholders may also contact the Company at the below mentioned address:

Address for general correspondence

Mr. Mangesh Satvilkar
The Phoenix Mills Limited
462, Senapati Bapat Marg
Lower Parel, Mumbai - 400 013
Tel No.: 022-30016600
Fax No.: 022- 30016818
Email: investorrelations@highstreetphoenix.com

Statutory Compliance, Penalties and Strictures

There were no instances of non-compliance on any matter relating to capital markets, during the last three years nor any penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority.

Accounting Treatment in preparation of Financial Statements

The Company has prepared the Financial Statements in accordance with the Indian Accounting Standards (Ind AS) to comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of this Annual Report.

Disclosure under Part F of Schedule V of the SEBI Listing Regulations 2015 in respect of unclaimed shares:

In compliance with Regulation 39(4) read with Schedule VI of the Listing Regulations, the Company has opened an unclaimed suspense account by the name of 'The Phoenix Mills Limited - Unclaimed Suspense Account', wherein all unclaimed shares have been transferred.

The disclosures in terms of Para F of Schedule V of the Listing Regulations are as follows:

Particulars	No. of Shareholders	No. of Equity Shares Outstanding
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year April 1, 2018.	512	7,22,750
Number of shareholders who approached the Company for transfer of shares from suspense account during the year 2018-19	19	29,300
Number of shareholders to whom shares were transferred from suspense account during the year 2018-19	19	29,300
Transferred to Investor Education and Protection Fund (IEPF) in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	22	15,250
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year March 31, 2019	471	6,78,200

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

REPORT ON CORPORATE GOVERNANCE

Transfer of Amounts/ Shares to Investor Education and Protection Fund ('IEPF')

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as 'IEPF Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account, shall be transferred by the Company to the IEPF. In pursuance of this, the dividend remaining unclaimed in respect of dividends declared upto the financial year ended March 31, 2011 have been transferred to the IEPF.

Dividend remitted to IEPF during the year:

Financial Year	Dividend Declared on	Amount transferred to IEPF (in ₹)	Date of transfer to IEPF
2010-11	September 20, 2011	21,06,163	November 3, 2018

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more from the date of transfer to the unpaid dividend account are required to be transferred to the demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2011 and remained unclaimed, have been transferred to the IEPF. The Company had sent notices to all such Members in this regard and published a newspaper advertisement and thereafter, transferred the shares to the IEPF during FY 2018-19.

During FY 2018-19, the Company has transferred a total of 19,194 equity shares to the demat account of IEPF Authority.

The shares and unclaimed dividend transferred to the IEPF can, however, be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member is required to make an online application to the IEPF Authority in Form No. IEPF -5 (available on www.iepf.gov.in). No claims shall lie against the Company in respect of the dividend/shares so transferred. The Member can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 18, 2018 on the Company's website www.thephoenixmills.com and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

The following table provides dates upto which unclaimed dividend can be claimed from the Company before the same are transferred to the IEPF:

Financial Year	Date of Declaration of Dividend	Last date for claiming the dividend from the Company prior to transfer to IEPF	Amount (As on March 31, 2019)
2011-12	August 21, 2012	September 27, 2019	23,98,410.00
2012-13	August 21, 2013	September 27, 2020	26,11,587.00
2013-14	August 26, 2014	October 2, 2021	26,52,812.80
2014-15	September 9, 2015	October 15, 2022	28,57,291.80
2015-16 Interim Dividend	March 19, 2016	April 25, 2023	23,89,196.25
2015-16 Final Dividend	September 8, 2016	October 14, 2023	6,18,093.45
2016-17	September 25, 2017	October 31, 2024	33,71,592.00
2017-18	September 18, 2018	October 24, 2025	17,00,600.20

Shares held in electronic form:

Members holding shares in electronic form may please note that:

i) For the purpose of making cash payments to the investors through Reserve Bank of India (RBI) approved electronic mode of payment (such as ECS, NECS, NEFT, RTGS, etc.), relevant bank details available with the depositories will be used. Members are requested to update any change in their bank details with their Depository Participant (DP).

ii) Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.

Shares held in physical form:

To facilitate better servicing, Members holding shares in physical form are requested to notify/send to Company's Registrar and Share Transfer Agent any change in their address/ mandate/bank details in which they wish their dividend to be credited, in case they have not been furnished earlier.

Certifications

Declaration on affirmation with the Code of Conduct

A declaration signed by Mr. Atul Ruia, Chairman and Managing Director stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, in accordance with Regulation 26(3), 34(3) read with Para D of Schedule V of the Listing Regulations in annexed as Annexure B.

Certification by CEO / CFO

As required under Regulation 17(8) and 33 of the Listing Regulations, Mr. Atul Ruia, Chairman and Managing Director, and Mr. Pradumna Kanodia, Director- Finance of the Company have jointly certified to the Audit Committee and the Board regarding the Financial results/statements, internal controls and other matters, on quarterly, half-yearly and annual basis.

Disclosures of Compliance with Corporate Governance requirements specified In regulation 17 to 27 and regulation 46(2)

Your Company has complied with all the mandatory requirements of the Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations and paras (2) to (10) mentioned in part 'C' of Schedule V of the Listing Regulations during the year under review.

Compliance certificate from M/s Rathi & Associates, Practising Company Secretaries confirming compliance with the conditions of Corporate Governance for the year ended March 31, 2019 in terms of Schedule V (E) of the Listing Regulations is annexed as Annexure VII of Board's Report.

COMPLIANCE WITH NON MANDATORY REQUIREMENTS

During the year under review, there is no audit qualification in your Company's standalone financial statements. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified audit qualifications.

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Date : August 7, 2019
Place : Mumbai

REPORT ON CORPORATE GOVERNANCE

Annexure A

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
The Phoenix Mills Limited
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

We have examined the relevant register, records, forms, returns and disclosures received from the Directors of The Phoenix Mills Limited having CIN: L17100MH1905PLC000200 and having registered office at 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulations 34(3) read with Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status of the portal www.mca.gov.in) as considered necessary and explanation furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the company as stated below for the financial year ending 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Director of the Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of the Director	DIN	Nature of Directorship	Date of Appointment in the Company
1.	Atul Ashokkumar Ruia	00087396	Chairman and Managing Director (w.e.f. August 8, 2018)	19/11/1996
2.	Amit Dabriwala	00164763	Non-Executive - Independent Director	31/12/2005
3.	Amit Dalal	00297603	Non-Executive - Independent Director	21/02/2007
4.	Sivaramakrishnan Srinivasan Iyer	00503487	Non-Executive - Independent Director	31/10/2006
5.	Shishir Ashok Shrivastava	01266095	Executive Director (Joint Managing Director)	18/03/2010
6.	Pradumna Kanodia	01602690	Executive Director	28/04/2011
7.	Rajendra S Kalkar	03269314	Executive Director	10/12/2018
8.	Shweta Pradeep Vyas	06996110	Non-Executive Independent Director	14/10/2014

This certificate is issued at the request of the Company for necessary disclosure in the Annual Report of the Company to be submitted to the Stock exchanges and the Shareholders of the Company, and should not be used for any other purpose.

For **Rathi And Associates**
Company Secretaries

Himanshu S. Kamdar
Partner
FCS: 5171
COP: 3030

Place: Mumbai
Date: August 6, 2019

Annexure B

Declaration

[Pursuant to Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of The Phoenix Mills Limited

I, Atul Ruia, Chairman and Managing Director of The Phoenix Mills Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31,, 2019.

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Date : May 15, 2019
Place : Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of **THE PHOENIX MILLS LIMITED**
Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **The Phoenix Mills Limited** ("the Company"),which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss , including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, , the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 , its Profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Companies Act, 2013 (the "Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Response to key audit matter
Revenue Recognition - License Fees & Other Operating Services (Refer Note '24' and para 'm' of significant accounting policies)	Our audit procedures to assess the appropriateness of revenue recognised included the following
Company owns High Street Phoenix Mall at Mumbai and earns revenue by giving units on licence basis. Revenue comprises of licence fees, variable licence fees, service charges, parking fees etc. These are accounted as revenue as per the revenue recognition policy described in significant account policies. Considering licence contracts with numerous customer having varied terms, we have identified recording of revenue as Key Audit Matter.	• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls over revenue recognition process. • Testing a sample of contracts and testing the revenues recognised with respect thereto by agreeing information back to contract terms. • Testing the controls over the licencee's sale data collated for the purpose of recognising variable revenue on sample basis. • Assessing the adequacy of company's disclosure with respect to revenue recognised.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our Auditor's Report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Standalone Financial statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement Of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objective are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements,including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial statements that, individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income , the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid Standalone Financial Statements comply with the accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 , as amended.

e) On the basis of written representations received from the directors as on March 31 , 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31 , 2019, from being appointed as a director in terms of section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid by the Company to its directors in accordance with the provisions of section 197 read with schedule V to the Act

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended , in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements as referred to in Note 35 to the Standalone Financial Statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **D T S & Associates**
Chartered Accountants
(Firm Registration no.142412W)

Ashish G. Mistry
Partner
Membership No.: 132639
Mumbai
Date: 15th May, 2019

INDEPENDENT AUDITOR'S REPORT

"Annexure A" to the Independent Auditors' Report on the Standalone Financial Statements of The Phoenix Mills Limited

(Referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

i) In respect of its fixed assets :

a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.

c) In our opinion and according to the explanations given to us, the title deeds of the Immovable Property are held in the name of Company.

ii) As Company has no inventories during the year ,clause (ii) of paragraph of 3 of the order is not applicable to the company.

iii) The Company has not granted loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provision of Clause (iii) of paragraph 3 of the Order is not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable. During the year, the Company has not granted any loans covered under Section 185 of the Act.

v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.

vi) To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.

vii) In respect of Statutory dues :

a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Labour Welfare Fund, Income-tax, Customs Duty, Goods and Services Tax, Cess and other material statutory dues applicable to it with the appropriate authorities . According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.

b) According to the records of the Company and the information and explanations given to us, the disputed dues on account of income tax, service tax, goods & service tax, duty of customs, duty of excise, cess amounting to ₹ 4,339.54 Lakhs that have not been deposited before appropriate authorities are as under.

Sr. No.	Name of Statue	Nature of Dues	Amount (₹ in Lakhs.)	Period to which the amount relates	Forum where dispute is pending
1.	Income Tax, 1991	Income Tax	789.15	AY 2011-12	ITAT
2.	Income Tax, 1991	Income Tax	552.65	AY 2012-13	ITAT
3.	Income Tax, 1991	Income Tax	894.36	AY 2013-14	ITAT
4.	Income Tax, 1991	Income Tax	1,500.00	AY 2015-16	ITAT
5.	Income Tax, 1991	Income Tax	603.38	AY 2016-17	CIT (Appeals)
	Total		**4,339.54**		

viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans to a Financial institution or bank or government. Company has not issued any debentures.

ix) The company has not raised money by way of initial public offer or further public offer (including debt instruments) and in case of term loans taken by the company, the same were applied for the purpose for which those were raised.

x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii) In our opinion company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.

xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the Financial statements etc., as required by the applicable accounting standards.

xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the company.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.

xvi) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **D T S & Associates**
Chartered Accountants
ICAI Firm registration number:142412W

Ashish G. Mistry
Partner
Membership No.: 132639

Place: Mumbai
Date: May 15, 2019

INDEPENDENT AUDITOR'S REPORT

Annexure "B" To the Independent Auditor's Report On the Standalone Financial Statements Of The Phoenix Mills Limited

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Phoenix Mills Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year then ended..

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide a reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of

unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **D T S & Associates**
Chartered Accountants
Firm registration number:142412W

Ashish G. Mistry
Partner
Membership No.: 132639

Place: Mumbai
Date: May 15, 2019

BALANCE SHEET

AS AT 31ST MARCH 2019

(₹ in Lakhs)

	Particulars	Note no.	As at 31st March, 2019	As at 31st March, 2018
	ASSETS			
1	**Non-current assets**			
	a) Property, Plant and Equipment	6	63,486.38	63,778.70
	b) Capital Work-in-progress	6	10,664.47	10,718.73
	c) Other Intangible Assets	6	18.24	1.15
	d) Financial Assets			
	i) Investments	7	261,373.09	236,679.22
	ii) Loans	8	12,630.25	530.25
	iii) Other Financial Assets	9	4,414.01	4,145.46
	e) Deferred Tax Assets (Net)	10	1,751.71	1,012.27
	f) Other Non-Current Assets	11	1,471.36	2,133.60
	(A)		**355,809.51**	**318,999.38**
2	**Current assets**			
	a) Financial Assets			
	i) Trade Receivables	12	2,199.98	1,853.70
	ii) Cash and Cash Equivalents	13	716.90	580.82
	iii) Bank Balance other than (ii) above	14	14.84	14.84
	iv) Loans	8	7,087.67	15,876.84
	v) Other Financial Assets	9	7,852.02	10,054.86
	b) Current Tax Assets (net)	15	2,887.69	2,166.29
	c) Other Current Assets	11	248.79	413.23
	(B)		**21,007.89**	**30,960.58**
	TOTAL ASSETS (A + B)		**376,817.40**	**349,959.96**
	EQUITY AND LIABILITIES			
1	**Equity**			
	a) Equity Share Capital	16	3,065.80	3,062.83
	b) Other Equity	17	271,393.86	253,780.41
	(A)		**274,459.66**	**256,843.24**
	Liabilities			
2	**Non-current liabilities**			
	a) Financial Liabilities			
	i) Borrowings	18	66,306.18	61,418.81
	ii) Other Financial Liabilities	23	7,394.59	8,579.19
	b) Provisions	19	147.11	66.14
	(B)		**73,847.88**	**70,064.14**
3	**Current liabilities**			
	a) Financial liabilities			
	i) Borrowings	21	1,872.04	1,291.18
	ii) Trade Payables	22		
	(a) Total outstanding dues of Micro Enterprises and Small Enterprises;		5.20	-
	(b) Total outstanding dues of Creditors othet than Micro Enterprises and Small Enterprises;		1,322.78	1,668.76
	iii) Other Financial Liabilities	23	21,696.16	17,139.52
	b) Provisions	19	10.69	27.73
	c) Other Current Liabilities	20	3,602.99	2,925.39
	(C)		**28,509.86**	**23,052.58**
	TOTAL EQUITY AND LIABILITIES (A+B+C)		**376,817.40**	**349,959.96**

See accompanying notes to the financial statements 1 to 53

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

Particulars	Note no.	Year ended 31st March, 2019	Year ended 31st March, 2018
Revenue from operations	24	44,033.08	39,721.11
Other income	25	6,260.66	5,267.99
Total Income		**50,293.74**	**44,989.10**
EXPENSES			
Employee Benefits Expense	26	2,420.07	1,719.64
Finance Costs	27	7,774.89	7,449.53
Depreciation and Amortization Expense	28	4,419.71	4,029.42
Other Expenses	29	14,749.40	12,779.18
Total Expenses		**29,364.07**	**25,977.77**
Profit before Tax		20,929.67	19,011.33
Less: Tax expense			
- Current Tax	50	4,540.00	3,640.00
- Deferred Tax		(749.02)	(111.89)
{Including MAT Credit entitlement of ₹ 706.00 lakhs (PY- Nil)}			
- Taxes of earlier years		(170.42)	
Profit for the year (A)		**17,309.11**	**15,483.22**
Other comprehensive income			
a) Item that will not be reclassified to Profit or Loss			
i) Re-measurment of the defined benefit plans		(12.26)	(2.10)
ii) Change in fair value of Investments		(808.85)	974.13
iii) Realised Gain on sale of Investments		4,262.73	294.19
b) Income Tax relating to the Item that will not be reclassified to Profit or Loss			
i) Re-measurment of the defined benefit plans		4.28	0.73
ii) Change in fair value of Investments		9.58	-
iii) Realised Gain on sale of Investments		(65.00)	-
Other Comprehensive Income for the year (B)		**3,390.48**	**1,265.49**
Total Comprehensive Income for the year (A+B)		**20,699.59**	**16,748.71**
Earnings Per Share			
Basic EPS (Face Value ₹ 2)	34	**11.30**	**10.11**
Diluted EPS (Face Value ₹ 2)		**11.26**	**10.09**

See accompanying notes to the financial statements 1 to 53

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

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DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED ON 31ST MARCH, 2019

(₹ in Lakhs)

	Particulars	Year ended 31st March, 2019		Year ended 31st March, 2018	
A	**CASH FLOWS FROM OPERATING ACTIVITIES**				
	Net Profit before tax as per the Statement of Profit and Loss		20,929.67		19,011.33
	Adjustments for :				
	Depreciation and Amortization Expense	4,419.71		4,029.42	
	Loss on Sale of Property, Plant and Equipment	4.56		-	
	Gain on fair valuation of investments measured at fair value through profit or loss	(43.72)		(0.44)	
	Balances written back	(7.99)		-	
	Balances in Debtors/Advances written off	-		5.96	
	Provision for Expected Credit Loss Written Back	(121.07)		83.28	
	Interest Expense for financial liabilities at amortised cost	7,774.89		7,449.53	
	Interest Income	(2,215.74)		(1,873.81)	
	Share Based payments to employees	82.68		56.55	
	Re-measurment gain of the net defined benefit plans	(12.26)		(2.10)	
	Dividend Income	(3,833.41)		(3,281.67)	
	Share of Loss from Partnership Firm	2.12		1.98	
	Profit on sale of Investments	(22.77)		(1.80)	
			6,027.00		**6,466.90**
	Operating Profit before Working Capital Changes		**26,956.67**		**25,478.23**
	Adjustment for Working Capital changes :				
	Trade and Other Receivables	131.43		3,315.71	
	Trade and Other Payables	1,388.94		1,062.33	
			1,520.37		**4,378.04**
	Cash generated from Operations		**28,477.04**		**29,856.27**
	Less: Income Taxes Paid (Net)		(5,090.97)		(4,263.57)
	Net Cash generated from Operating Activities A		**23,386.07**		**25,592.70**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**				
	Payments for purchase of Property, Plant and Equipment, Capital Work-In-Progress and Intangible Assets	(1,856.12)		(5,316.14)	
	Inter Corporate Deposits & Loans (placed)/ refunded (Net)	(3,310.83)		(5,021.25)	
	Investments in Debentures of Subsidiaries / Associates (Net)	(25,284.35)		(23,346.12)	
	Proceeds from sale of Investments in Subsidiaries/ Associates	31.77		14,927.32	
	Proceeds from Sale of Short Term Investments	-		250.31	
	Purchase of short term Investments	-		(250.00)	
	Proceeds from Sale of Investments others	5,288.38		1,604.22	
	Payment for purchase of Investment others	(893.12)		-	
	Interest Received	2,484.33		2,745.59	
	Deposits placed with Banks other than considered in Cash and Cash Equivalents	(269.30)		(284.00)	
	Dividend Received	3,833.41		3,281.67	
	Net Cash used in Investing Activities B		**(19,975.83)**		**(11,408.40)**

(₹ in Lakhs)

	Particulars		Year ended 31st March, 2019	Year ended 31st March, 2018
C	**CASH FLOWS FROM FINANCING ACTIVITIES**			
	Proceeds from Borrowings - Long Term		4,887.37	3,911.76
	Movement in Short Term Borrowings		3,078.60	-
	Repayment of Borrowings - Long Term		-	(7,233.25)
	Proceeds from issue of Equity shares (Net of Issue Expenses)		490.77	247.16
	Share Application Money		8.35	-
	Interest paid		(7,723.53)	(7,467.01)
	Dividends Paid (including Dividend Distribution Tax)		(4,015.72)	(3,745.47)
	Net Cash used in Financing Activities	**C**	**(3,274.16)**	**(14,286.82)**
D	**NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS**	**A+B+C**	**136.08**	**(102.52)**
	Cash and Cash equivalents at the beginning of the year		**580.82**	**683.34**
	Cash and Cash equivalents at the end of the year (Refer Note No.13)		**716.90**	**580.82**

Notes to Statement of Cash Flows

1	**Components of cash and cash equivalents:**		
	Cash on hand	1.07	2.93
	Balances with Banks	715.83	577.89
		716.90	**580.82**

2	**Changes in Liabilities arising from financing activities**			
		1st April, 2018	**Cash Flows**	**31st March, 2019**
	Borrowings - Non current (Refer Note 18)	61,418.81	4,887.37	66,306.18
	Borrowings - Current (Refer Note 21 and 23)	10,325.29	3,078.60	13,403.89
		1st April 2017	**Cash Flows**	**31st March 2018**
	Borrowings - Non current (Refer Note 18)	57,507.05	3,911.76	61,418.81
	Borrowings - Current (Refer Note 21 and 23)	17,558.54	(7,233.25)	10,325.29

See accompanying notes to the financial statements 1 to 53

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2019

(a) Equity share capital

(₹ in Lakhs)

Balance as at 1st April, 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018	Changes in equity share capital during the year	Balance as at 31st March, 2019
3,061.34	1.49	3,062.83	2.97	3,065.80

(b) Statement of changes in Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus					Items of Other Comprehensive Income		Total Other Equity
	Retained Earnings	Capital Reserve	General Reserve	Securities Premium	Share Option Outstanding Account	Equity Instruments at FVOCI	Remeasurement of defined benefit plans	
Balance as at 31st March, 2017	**82,003.57**	**184.14**	**22,917.65**	**134,539.96**	**211.81**	**268.43**	**21.52**	**240,147.08**
Profit for the year	15,483.22	-	-	-				15,483.22
Recognition of Share Based Payments	-	-	-	-	393.17			393.17
Remeasurements gains/(loss) on defined benefit plan	-	-	-	-	-	-	(2.83)	(2.83)
Change in fair value of Equity Instruments at FVOCI	-	-	-	-	-	974.13	-	974.13
Realised Gain on Sales of Equity Investments						294.19		294.19
Premium on issue of Shares during the year	-	-	-	245.66	-	-	-	245.66
Transaction with shareholders								-
Final Dividend	(3,670.75)	-	-	-	-	-	-	(3,670.75)
Tax on Dividend	(83.46)	-	-	-	-	-	-	(83.46)
Balance as at 31st March, 2018	**93,732.58**	**184.14**	**22,917.65**	**134,785.62**	**604.98**	**1,536.75**	**18.69**	**253,780.41**
Profit for the year	17,309.11	-	-	-				17,309.11
Recognition of Share Based Payments	-	-	-	-	425.05			425.05
Remeasurements gains/(loss) on defined benefit plan	-	-	-	-	-	-	(7.98)	(7.98)
Change in fair value of Equity Instruments at FVOCI	-	-	-	-	-	3,415.96	-	3,415.96
Premium on issue of Shares during the year	-	-	-	487.80	-	-	-	487.80
Transaction with shareholders								-
Final Dividend	(3,983.03)	-	-	-	-	-	-	(3,983.03)
Tax on Dividend	(33.46)	-	-	-	-	-	-	(33.46)
Balance as at 31st March, 2019	**107,025.20**	**184.14**	**22,917.65**	**135,273.42**	**1,030.03**	**4,952.71**	**10.71**	**271,393.86**

See accompanying notes to the financial statements 1 to 53

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH, 2019

1) Corporate Information:

The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

The Company is engaged in the development and leasing of commercial and retail space. The principal place of business is at High Street Phoenix, 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

These financial statements were approved and adopted by the Board of Directors of the Company in their meeting held on 15th May, 2019.

2) Basis of preparation of financial statements:

The Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

With effect from 1st April, 2018, Ind AS 115 – "Revenue from Contracts with Customers" (Ind AS 115) supersedes Ind AS 18 – "Revenue recognition", Ind AS 11 – "Construction Contracts" and related Appendices. The Company has adopted Ind AS 115 using the modified retrospective approach. The application of Ind AS 115 did not have any impact on recognition and measurement principles. However, it results in additional presentation and disclosure requirements for the Company

The significant accounting policies used in preparing financial statements are set out in Note 3 of the Notes on Financial Statements and are applied consistently to all the periods presented.

3) Significant Accounting Policies:

a) Functional and presentation of currency:

The financial statements are presented in Indian Rupees, which is the Company's functional currency and all amounts are rounded to the nearest rupees in lakhs.

b) Basis of measurement:

The Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities which are measured at fair value.
- Defined benefit plans – plan assets measured at fair value.
- Share Based Payments measured at fair value.

c) Use of Estimates :

The preparation of the financial statements requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses during the period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described in Note.4. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

d) Property, Plant and Equipment:

Freehold land is carried at historical cost. Capital work in progress, and all other items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Such cost includes the costs for long-term construction projects if the recognition criteria are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the Written down Value method to allocate their cost, net of their residual values, over their estimated useful lives as specified by Schedule II to the Companies Act; 2013. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

Estimated useful life of the assets are as follows:

Particulars	Estimated useful life (in years)
Building	30-60 years
Plant and Equipment	8-15 Years
Office Equipment	3-21 Years
Computers	3-6 Years
Furniture and Fixtures	5-15 Years
Vehicles	8 Years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

e) Intangible assets:

Identifiable intangible assets are recognised when the Company controls the asset & it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Amortisation methods and periods

Estimated useful lives of Intangible assets are considered as 5 year Intangible assets are amortised over its useful life using the straight-line method. The amortisation period and the amortisation method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

f) Impairment of Non – Financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

g) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Classifications of financial instruments are in accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instruments.

Financial Assets and investments

i) Initial recognition and measurement:

At initial recognition, the company measures a financial asset (other than financial asset at fair value through profit or loss) at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit & loss.

ii) Subsequent recognition and measurement:

Subsequent measurement of financial asset depends on the company's business model for managing the asset and the cash flow characteristics of the asset. For the purpose of subsequent recognition and measurement financial assets are classified in four categories:

- **Debt instrument at amortised cost:**

  Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Debt instrument at fair value through other comprehensive income (FVOCI):**

  Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in the statement of profit & loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Debt instrument at fair value through profit and loss (FVTPL):**

  Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the statement of

profit & loss and presented net in the statement of profit & loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

- **Equity instruments:**

  All equity instruments are initially measured at fair value. Any subsequent fair value gain /loss is recognised through profit or loss if such investments are held for trading purposes. The fair value gains or losses of all other equity investments are recognised in Other Comprehensive Income.

- **Investment in Subsidiary and Associates:**

  The company has accounted for its Investment in subsidiaries and associates at cost.

iii) Derecognition:

A financial asset is primarily derecognised i.e. removed from Company's financial statement when:

- The rights to receive cash flows from asset have expired, or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under 'pass- through' arrangement and either;

  a) The Company has transferred substantially all the risks and rewards of the assets,

  b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Financial Liabilities:

i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit and loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and has designated upon initial measurement recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit & loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

iii) Financial Liabilities at amortised cost:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit & loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

h) Impairment of Financial assets:

The company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets carried at amortised cost;
- Financial asset measured at FVOCI debt instruments.

The Company follows 'simplified approach' for recognition of impairment loss allowance on

- Trade receivables or contract revenue receivables.

  The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

  The Company uses a provision matrix to determine impairment loss allowance on itstrade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

  For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

  Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

  For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

i) Cash and cash equivalents:

Cash and cash equivalents includes cash on hand and at bank, deposits with banks and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

j) Foreign currency transactions:

The transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currency at the end of year are translated using the closing rate of exchange. Non- monetary items that are to be carried at historical cost are recorded using exchange rate prevailing on the date of transaction. Non- monetary items that are to be carried at fair value are recorded using exchange rate prevailing on the date of fair value measured. Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the statement of profit & loss.

k) Classification of assets and liabilities as current and non – current:

The Company presents assets and liabilities in Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
b) Held primarily for the purpose of trading,
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

a) It is expected to be settled in normal operating cycle,
b) It is held primarily for the purpose of trading,
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

l) Equity share capital:

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

m) Revenue Recognition:

The company's revenue from contracts with customers is mainly from License Fees and Other Services rendered to the customers in Malls.

Revenue from license fees and other operating services

Revenue from license fees are recognised on a straight line basis over the license terms, except where the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary operating cost increases.

Revenue from operating services is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of services.

A contract asset (Trade receivable) is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs part of its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on the Company's future performance.

Interest income

Interest income from debt instrument is recognised using effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of financial asset to the gross carrying amount of financial asset. When calculating effective interest rate, the company expects cash flows by considering all contractual terms of financial instrument but does not consider the expected credit losses.

Dividends

Dividends are recognised when the right to receive the payment is established.

n) Employees benefits:

(i) Short-term Employee benefits:

All employees' benefits payable wholly within 12 months rendering services are classified as Short Term obligations. Benefits such as salaries, wages, short term compensated absences, performance incentives, expected cost of bonus and ex-gratia are recognised during the period in which the employees renders related services.

(ii) Post-employment benefits

a. Defined Contribution Plan

The defined contribution plan is post-employment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no legal or constructive obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund, Labour Welfare Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognised in the statement of profit & loss in the period in which the employee renders the related services.

b. Defined benefit plan

The Company has defined benefit plans comprising of gratuity. Company's obligation towards gratuity liability is funded and is managed by Life Insurance Corporation of India (LIC). The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to other

comprehensive income in the period in which they occur. Re-measurements are not reclassified to the statement of profit & loss in subsequent periods.

The expected return on plan assets is the Company's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

The interest cost on defined benefit obligation and expected return on plan assets is recognised under Employee Benefit Expense.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occu

(iii) Other long-term benefits

The Company has other long-term benefits in the form of leave benefits. The present value of the other long term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions are recognised immediately in the statement of profit & loss as income or expense.

Gains or losses on the curtailment or settlement of other long-term benefits are recognised when the curtailment or settlement occu

(iv) Share-based payments

Share-based compensation benefits are provided to employees of the group via Employee Stock Option Plan of The Phoenix Mills Limited.

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- Including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense, other than in respect of options granted to employees of group companies, is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. The cost of options granted to employees of group companies is debited to the cost of the investment of the respective companies. At the end of each period, the company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit & loss / Investment, with a corresponding adjustment to other equity.

o) Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for such capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds.

p) Income Taxes:

Current Income Tax:

Current Income Tax liabilities are measured at the amount expected to be paid to the taxation authorities using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and creates provisions where appropriate

Deferred Tax:

Deferred Tax is provided, using the Balance sheet approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred Tax is determined using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period.

Deferred Tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the company has a legally enforceable right and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit & loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

q) Provisions and contingencies:

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using the government securities' interest rate for the equivalent period. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to

the financial statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

r) Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

4. Use of significant accounting estimates, judgments and assumptions

In the process of applying the Company's accounting policies, management has made the following estimates and judgements, which have significant effect on the amounts recognised in the financial statements:

(a) Depreciation and useful lives of Property, Plant and Equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

(b) Investment Property

Management has assessed applicability of Ind AS 40- Investment property to the property held to earn income from licensee fees. In assessing such applicability, management has considered the ownership of assets, terms of license agreement, various services provided to the licensee etc. The Company considers these other services as significant in addition to the License fees charged. Based on such assessment, the management has considered the mall property as owner-occupied property and hence classified as Property, Plant & Equipment.

(c) Recoverability of trade receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. The Company uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

(d) Defined Benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(e) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows

can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

(f) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(g) Fair Value measurement:

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgments and assumptions.

5. Standards Issued but not effective

On 30th March, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Group from 1st April, 2019.

A. ISSUE OF IND AS 116 - LEASES

Ind AS 116 will replace the existing leasing standard i.e. Ind AS 17 and related interpretations. Ind AS 116 introduces a single lessee accounting model and requires lessee to recognize assets and liabilities for all leases with non-cancellable period of more than twelve months except for low value assets. Ind AS 116 substantially carries forward the lessor accounting requirement in Ind AS 17.

B. AMENDMENT TO EXISTING STANDARD

The MCA has also carried out amendments of the following accounting standards:

i. Ind AS 101- First time adoption of Indian Accounting Standards
ii. Ind AS 103 – Business Combinations
iii. Ind AS 109 - Financial Instruments
iv. Ind AS 111 – Joint Arrangements
v. Ind AS 12 – Income Taxes
vi. Ind AS 19 – Employee Benefits
vii. Ind AS 23 – Borrowing Costs
viii. Ind AS 28 - Investment in Associates and Joint Ventures

Application of above standards are not expected to have any significant impact on the financial statements.

Note 6

Property, Plant and Equipment

(₹ in Lakhs)

Particulars	Freehold Land	Right on Leasehold Land	Building	Plant and Equipment	Vehicles	Office Furniture and Equipment	Softwares	Total	Capital Work in Progress
Gross Block									
As at 01.04.2017	106.70	697.61	75,234.60	3,725.46	572.19	5,887.34	2.82	86,226.72	
Additions	-	-	4,502.28	888.63	0.18	1,841.87	0.68	7,233.64	
Disposal/Transfer	-	-	-	-	-	-	-	-	
As at 31.03.2018	**106.70**	**697.61**	**79,736.88**	**4,614.09**	**572.37**	**7,729.21**	**3.50**	**93,460.36**	
Additions	-	-	3,516.13	262.56	-	353.23	22.76	4,154.68	
Disposal/Transfer	-	-	-	-	(130.95)	(0.60)	-	(131.55)	
As at 31.03.2019	**106.70**	**697.61**	**83,253.01**	**4,876.65**	**441.42**	**8,081.84**	**26.26**	**97,483.50**	
Accumulated Depreciation									
As at 01.04.2017	-	49.45	18,261.04	2,385.99	332.62	4,619.90	2.10	25,651.10	
Depreciation charge for the year	-	-	2,882.10	366.67	68.56	711.84	0.25	4,029.42	
Disposal/Transfer	-	-	-	-	-	-	-	-	
As at 31.03.2018		**49.45**	**21,143.14**	**2,752.66**	**401.18**	**5,331.74**	**2.35**	**29,680.52**	
Depreciation charge for the year	-	-	3,111.16	446.59	46.80	809.49	5.67	4,419.71	
Disposal/Transfer	-	-	-	-	(120.90)	(0.46)		(121.36)	
As at 31.03.2019	**-**	**49.45**	**24,254.30**	**3,199.25**	**327.08**	**6,140.77**	**8.02**	**33,978.87**	
Net Carrying Amount									
As at 31.03.2018	**106.70**	**648.16**	**58,593.74**	**1,861.43**	**171.19**	**2,397.47**	**1.15**	**63,779.85**	**10,718.73**
As at 31.03.2019	**106.70**	**648.16**	**58,998.71**	**1,677.40**	**114.34**	**1,941.07**	**18.24**	**63,504.62**	**10,664.47**

6.1) Capital Work in progress includes pre operative expenses of ₹ 3416.04 lakhs (31st March, 2018 ₹ 3370.14 Lakhs) refer note no 37.

6.2) Building includes 10 Shares in Sukhsagar Premises Co-op Society Ltd. of ₹ 50 each - ₹ 500

6.3) Freehold land and Building included in the note above and building included in Capital work in progress are Secured by Registered Mortgage in respect of certain immovable properties situated at High Street Phoenix, Senapati Bapat Marg, Lower Parel, Mumbai and by hypothecation of rentals receivable from licencees on pari pasu basis (Refer Note. 18)

Note 7

Non Current Investments

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
A. INVESTMENT MEASURED AT COST		
1. INVESTMENT IN EQUITY INSTRUMENTS		
i. SUBSIDIARY COMPANIES		
(Equity Shares of face value of ₹ 10/- each fully paid-up unless otherwise stated)		
839,744 (31st March, 2018: 839,744) - Alliance Spaces Private Limited	2,784.73	2,784.73
2 (31st March, 2018 : 2) - Alyssum Developers Private Limited (C.Y.₹ 2,000)	0.00	0.00
4,387,120 (31st March, 2018: 4,387,120) - Bellona Hospitality Services Limited	438.71	443.12
25,585,930 (31st March, 2018: 25,585,930) - Big Apple Real Estate Private Limited	17,143.89	17,143.89
1,250 (31st March, 2018: 1,250) - Butala Farm Lands Private Limited ₹ 100 each	2,500.00	2,500.00
10,000 (31st March, 2018: Nil) - Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Private Limited)	1.00	-
10,000 (31st March, 2018: 10,000) - Enhance Holdings Private Limited	3.85	3.85
15,318 (31st March, 2018: 15,318) - Gracework Realty & Leisure Private Limited	1,000.00	1,000.00
100,294,936 (31st March, 2018: 100,294,936) - Island Star Mall Developers Private Limited @	12,122.80	12,095.52
Nil (31 March, 2018: 1,000) - Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Private Limited) ₹ 1,000 each	-	10.00
100,000 (31st March, 2018: 100,000) - Market City Management Private Limited	10.00	10.00
10,000 (31st March, 2018: 10,000) - Market City Resources Private Limited	580.41	324.53
10,000 (31st March, 2018: Nil) Mindstone Mall Developers Private Limited	1.00	-
9,280 (31st March, 2018: 9,280) - Mugwort Land Holdings Private Limited	0.93	0.93
31,579,841 (31st March, 2018: 31,579,841) - Offbeat Developers Private Limited	46,906.34	46,856.74

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
17,272,662 (31st March, 2018: 17,272,662) - Palladium Constructions Private Limited	22,604.40		22,574.20	
1,200,000 (31st March, 2018: 1,200,000) - Pallazzio Hotels & Leisure Limited ₹ 100 each @	1,221.63		1,211.03	
1,321,400 (31st March, 2018: 1,321,400) - Phoenix Hospitality Services Private Limited @	15,416.35		15,416.35	
10,000 (31st March, 2018: 10,000) - Pinnacle Real Estate Development Private Limited	399.94		399.94	
10,000 (31st March, 2018: 10,000) - Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Private Limited)	350.00		350.00	
50,000 (31st March, 2018: 50,000) - Savannah Phoenix Private Limited	5.65		5.65	
2 (31st March, 2018: 2) - Sparkle One Developers Private Limited (C.Y. ₹ 2000)	0.00		0.00	
22,991,844 (31st March, 2018: 22,991,844) - Vamona Developers Private Limited @	23,279.81		23,286.35	
		146,771.44		**146,416.83**
ii. ASSOCIATES				
(Equity Shares of face value of ₹ 10/- each fully paid-up)				
38,49,058 (31st March, 2018: 3,849,058) - Classic Mall Development Company Limited	10,646.36		10,666.57	
5208 (31st March, 2018: 5,208)- Classic Housing Projects Private Limited	49.50		49.50	
626 (31st March, 2018 : 626) Starboard Hotels Private Limited	0.14		0.14	
		10,696.00		**10,716.21**
2. INVESTMENT IN PREFERENCE SHARES				
i. SUBSIDIARY				
(Redeemable Preference Shares of ₹ 10/- each fully paid-up)				
784,000 (31st March, 2018: 784,000) Savannah Phoenix Private Limited	78.40		78.40	
2,968,592 (31st March, 2018 : 2,968,592)Island Star Mall Developers Private Limited	5,000.00		5,000.00	
		5,078.40		**5,078.40**
3. INVESTMENT IN DEBENTURES				
i. SUBSIDIARY				
(Compulsorily Convertible Debentures of ₹ 100/- each fully paid-up)				

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
847,365 (31st March, 2018: 847,365) Zero Coupon Pallazzio Hotels & Leisure Limited - Series C	6,277.79	6,277.79
Nil (31st March, 2018: 303,180) 0.0001% Phoenix Hospitality Co. Private Limited	-	303.18
449,664 (31st March, 2018: 449,664) Zero coupon Pallazzio Hotels & Leisure Limited - Series G	6,349.26	6,349.26
615,184 (31st March, 2018: 615,184) Zero coupon Pallazzio Hotels & Leisure Limited - Series H	8,246.54	8,246.54
769,440 (31st March, 2018:769,440) 0% Pallazzio Hotels & Leisures Limited-CCD-B Series	5,120.00	5,120.00
397,616 (31st March, 2018: 397,616)0.0001% - Savannah Phoenix (P) Limited	287.50	287.50
(Non Convertible Debenture of ₹ 230,000,000/- each fully paid-up)		
Nil (31st March, 2018: 1) Pallazzio Hotels & Leisure Limited - Series F	-	2,300.00
(Optionally Fully Convertible Debentures of ₹ 100/- each fully paid-up unless otherwise stated)		
4,541,400 (31st March, 2018: 4,975,400) 0.0001% Bellona Hospitality Services Limited	4,541.40	4,975.40
Nil (31st March, 2018: 1,750,000)0.0001% Blackwood Developers Private Limited(₹ 10/- each fully paid up)	-	175.00
8,120,000 (31st March, 2018: 4,310,000) 0.0001%Graceworks Realty & Leisure Private Limited	8,120.01	4,310.00
16,046,066 (31st March, 2018: 16,046,066) Pallazzio Hotels & Leisure Limited	16,046.07	16,046.07
23,00,000 (31st March, 2018: Nil) 0.0001% Optionally Convertible Debentures-Pallazzio Hotels & Leisure Limited - Series J	2,300.00	-
26,44,530 (31st March, 2018: 2,341,350) 0.0001%Phoenix Hospitality Company PrivateLimited	2,644.53	2,341.35
Nil (31st March, 2018: 95,290) 0.0001% Savannah Phoenix Private Limited	-	95.29
Nil (31st March, 2018: 6,000,000) 0.0001% Offbeat Developers Private Limited	-	6,000.00
525,000 (31st March, 2018: Nil) - 0.0001% Mindstone Mall Developers Private Limited	525.00	-
925,600 (31st March, 2018: 39,925,600) 0.0001% Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Private Limited) (₹ 10/- each fully paid up)	92.56	3,992.56

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FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
230,550,000 (31st March, 2018: Nil) - 0.0001% Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Private Limited)	23,055.00		-	
ii. ASSOCIATE				
(Compulsorily Convertible Debentures of ₹ 100/- each fully paid-up)				
1,383,999 (31st March, 2018: 1,383,999) 0.0001% - Star Board Hotels Private Limited	1,384.00		1,384.00	
(Optionally Convertible Debentures of ₹ 100/- each fully paid-up)	-		-	
300,000 (31st March, 2018: 300,000) 0.0001% -Series B- Classic Housing Projects Private Limited	300.00		300.00	
120,000 (31st March, 2018: 120,000) 0.0001% -Series C- Classic Housing Projects Private Limited	120.00		120.00	
		85,409.66		**68,623.94**
B. INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT & LOSS				
(Equity Shares of face value of ₹ 10/- each fully paid-up, unless otherwise stated)				
36,325 (31st March, 2018: 36,325) - I.C.I.C.I. Bank Limited - face value of ₹ 2 each **	144.88		101.13	
20 (31st March, 2018: 20)- Clariant Chemicals (India) Limited	0.07		0.11	
		144.95		**101.24**
C. INVESTMENTS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME				
(Equity Shares of face value of ₹ 10/- each fully paid-up, unless otherwise stated)				
60,192 (31st March, 2018: 60,192) - GKW Limited	470.18		337.08	
Nil (31st March, 2018: 151,551) - Graphite India Limited - face value of ₹ 2 each	-		1,100.94	
5,000 (31st March, 2018: 5,000) - Bartraya Mall Development Co. Private Limited	0.50		0.50	
20,593,192 (31st March, 2018: 20,593,192) - Entertainment World Developers Limited (Refer Note.40)	4,501.25		4,501.25	
10 (31st March, 2018: 10) - Treasure World Developers (India) Private Limited (Refer Note.40)	0.09		0.09	
80 (31st March, 2018: 80) ordinary shares of ₹ 25/- each -fully paid of Rashtriya Mazdoor Madhyavarti Sahakari Grahak Sangh (Maryadit)	0.02		0.02	

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
(Compulsorily Convertible Debentures of ₹ 100/- each fully paid-up)		
34,000 (31st March, 2018: 34,000)0.0001% - Escort Developers Private Limited	34.00	34.00
66,500 (31st March, 2018: 66,500) 0.0001% - Phoenix Retail Private Limited	66.50	66.50
38,545 (31st March, 2018: 38,545) 0.0001% - Vigilant Developers Private Limited	38.55	38.55
(Compulsory Convertible Debentures of ₹ 10/- each fully paid-up)		
100,000,000 (31st March, 2018: 100,000,000)- Treasure World Developers Private Limited (Refer Note No 40)	10,000.00	10,000.00
	15,111.09	**16,078.93**
D. INVESTMENT IN THE CAPITAL OF PARTNERSHIP FIRM (MEASURED AT COST)		
Phoenix Construction Company	186.55	188.67
E. INVESTMENT IN THE CAPITAL OF LLP		
SGH Realty LLP	8,500.00	-
Total Investments	**271,898.09**	**247,204.22**
Less: Provision for diminution in the value of investments (Refer Note No.40)	10,525.00	10,525.00
	261,373.09	**236,679.22**

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
1. Aggregate Value of Quoted Investment		
Book Value	615.14	1,539.26
Market Value	615.14	1,539.26
2. Aggregate Book Value of other Unquoted Investment	271,282.95	245,664.96

@ 51% shares of Island Star Mall Developers Private Limited held by the Company , 70% shares of Pallazzio Hotels & Leisure Limited , 29.50% shares of Phoenix Hospitality Company Private Limited & 50% shares of Classic Mall Development Company Limited are held subject to a non-disposal undertaking to the lender bank stating that it shall not dispose / transfer /pledge /encumber these shares owned/held in the company until the loans taken by these companies are fully repaid to the bank.

** Out of 36,325 shares, 9,975 shares are held by a Bank in their name as security

NOTES TO FINANCIAL STATEMENTS
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Note. 7.1 Investments in subsidiaries & Associates includes cost of ESOP granted to employees of respective subsidiaries & Associates as under :

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Marketcity Resources Private Limited	579.38	323.49
Offbeat Developers Private Limited	96.09	46.50
Palladium Construction Private Limited	89.11	58.91
Island Star Mall Developers Private Limited	55.59	28.30
Vamona Developers Private Limited	21.74	28.30
Classic Mall Development Company Limited	-	20.22
Pallazzio Hotels & Leisures Limited	21.63	11.03
Bellona Hospitality Services Limited	-	4.41
TOTAL	**863.54**	**521.16**

(₹ in Lakhs)

Category wise Non Current Investments	As at 31st March, 2019	As at 31st March, 2018
Financial Assets Measured at Cost	256,642.05	231,024.05
Financial Assets Measured at Fair value through Other Comprehensive Income	15,111.09	16,078.93
Financial Assets Measured at Fair value through Profit & Loss account	144.95	101.24
TOTAL	**271,898.09**	**247,204.22**

Note 8

Loans Receivable (Unsecured)

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non Current	Current	Non Current
Inter Corporate Loans and Deposits				
(a) Considered good				
-With Related Parties #	3,689.90	-	11,435.63	-
-With Others	1,100.11	300.00	1,843.55	300.00
(b) Credit impaired				
Loans and advances with Others	757.25	-	757.25	-
Less: Allowance on loans	(757.25)	-	(757.25)	-
Other Loans				
(a) Considered good				
-With Related Parties #	1,298.43	12,100.00	1,298.43	-
-With Others	999.23	230.25	1,299.23	230.25
TOTAL	**7,087.67**	**12,630.25**	**15,876.84**	**530.25**

Refer Note. 33

Note 9

Other Financial Assets

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non Current	Current	Non Current
Interest Accrued on Fixed Deposits	26.73	-	33.69	0.75
Interest Accrued on Investments (CY: Non Current Amount ₹ 228) (PY 228)	1,432.52	-	1,432.52	-
Interest Accrued on Inter Corporate Deposit				
From related parties #	676.93	-	849.91	-
From Others	198.09	-	285.99	-
Deposit with Related parties # @	5,517.75	-	5,567.75	-
Advance to Related Parties #	-	-	1,885.00	-
Other Bank Balance *	-	4,414.01	-	4,144.71
	7,852.02	**4,414.01**	**10,054.86**	**4,145.46**

* Fixed Depoits of ₹ 4,414.01 Lakhs (31st March, 2018: 4,144.71 Lakhs) earmarked towards maintenance of DSRA as per loan agreement and Fixed deposit of ₹ 32.03 Lakhs (31st March, 2018: 42.54 Lakhs) is given as Security for Bank Guarantee

@ Deposit include rent deposit of ₹ 5517.75 Lakhs (31s March, 2018 ₹ 5517.75 Lakhs) to Private limited companies in which any director is a Director/ Member

Refer Note. 33

Note 10

Deferred Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
At start of year	1,012.27	900.38
Charge/(credit) to profit or loss (Refer Note 50)	739.44	111.89
At the end of the year	1,751.71	1,012.27
Deferred Tax Assets in relation to:		
Related to Property, plant and Equipment	764.96	693.23
Disallowances under Income Tax Act, 1961	280.75	319.04
MAT Credit Entitlement	706.00	-
TOTAL	**1,751.71**	**1,012.27**

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Note 11
Other Assets

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non Current	Current	Non Current
Unsecured, Consider Good				
Deposits				
Other Deposits	-	368.20	-	488.25
Capital Advances				
Advance for Capital Items to Related Parties #	-	884.33	-	891.81
Others	-	0.14	-	512.70
Other Advances				
Others	198.12	218.69	401.62	240.84
Unbilled Revenue	50.67	-	11.61	-
TOTAL	**248.79**	**1,471.36**	**413.23**	**2,133.60**

Refer Note No.33

Note 12
Trade Receivables (Unsecured)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
(a) Considered good	2,176.22	1,910.98
Less: Allowance for Expected credit loss (a)	(205.47)	(312.27)
(b) Credit impaired	721.81	761.84
Less: Allowance for Expected credit loss (b)	(492.58)	(506.85)
TOTAL	**2,199.98**	**1,853.70**

Note 13
Cash And Cash Equivalents

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Cash on hand	1.07	2.93
Balances with Banks:		
In Current Accounts	512.64	392.65
In Fixed Deposit Accounts :*		
Others	17.19	-
In Dividend Accounts	186.00	185.24
TOTAL	**716.90**	**580.82**

*Fixed deposit of ₹ 32.03 Lakhs (31st March, 2018: ₹ 42.54 Lakhs) is given as Security for Bank Guarantee

Note 14
Bank Balance Other Than Above

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Deposits with Original maturity not more than 12 months*	14.84	14.84
	14.84	**14.84**

*Fixed deposit of ₹ 32.03 Lakhs (31st March, 2018: ₹ 42.54 Lakhs) is given as Security for Bank Guarantee

Note 15
Current Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advance Tax (Net of Provisions)	2,887.69	2,166.29
TOTAL	**2,887.69**	**2,166.29**
Movement in Provision:		
At start of the year	2,166.29	1,542.72
Charge for the year	4,369.58	3,640.00
Tax paid during the year	5,090.97	4,263.57
At the end of the year	**2,887.69**	**2,166.29**

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Note 16
Share Capital

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Equity share capital		
Authorized capital		
225,000,000 Equity Shares (31st March, 2018: 225,000,000) of ₹ 2 each	4,500.00	4,500.00
TOTAL	**4,500.00**	**4,500.00**

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Issued, subscribed and paid-up capital		
Equity share capital		
153,289,801 Equity Shares (31st March, 2018: 153,141,740) of ₹ 2 each	3,065.80	3,062.83
TOTAL	**3,065.80**	**3,062.83**

Note 16.1 Reconciliation of Shares.

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Equity Shares outstanding at the beginning the year	153,141,740	153,066,907
Add : Issued during the year on exercise of employee options	148,061	74,833
Equity Shares outstanding at the end of the year	**153,289,801**	**153,141,740**

Note 16.2 - Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Company has only one class equity shares having face value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. Equity shareholder are also entitled to dividend as and when proposed by the Board of Directors and approved by Share holders in Annual General Meeting. In the event of liquidation of the company, the holder of Equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts which shall be in proportion to the number of shares held by the shareholders.

Note 16.3 Shares in the Company held by each shareholder holding more than 5 % Shares

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
Particulars	**No. of Shares**	**% of Holding**	**No. of Shares**	**% of Holding**
Ruia International Holding Company Private Limited	49,347,248.00	32.19	49,347,248.00	32.22
Senior Holdings Private Limited.	15,490,049.00	10.11	15,490,049.00	10.11
Radhakrishna Ramnarain Private Limited.	11,667,800.00	7.61	11,667,800.00	7.62
Ashok Apparels Private Limited.	9,670,665.00	6.31	9,670,665.00	6.31

Note 16.4 Issue of shares for ESOP

During the period of five years immediately preceeding the reporting date, the company has issued total 452,449 shares (2018: 304,388) on exercise of options granted under the Employees Stock Options (ESOP), wherein part consideration was received in the form of employee services.

Note 17

Other Equity

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Capital Reserve		
As per last Balance Sheet	184.14	184.14
General Reserve		
As per last Balance Sheet	22,917.65	22,917.65
Securities Premium		
As per last Balance Sheet	134,785.62	134,539.96
Add: On issue of shares during the year	487.80	245.66
	135,273.42	**134,785.62**
Share Option Outstanding Account		
As per last Balance Sheet	604.98	211.81
Add: Recognition of Share Based Payments	425.05	393.17
	1,030.03	**604.98**
Retained Earnings		
As per last Balance Sheet	93,732.58	82,003.57
Add : Profit for the Current Year	17,309.11	15,483.22
	111,041.69	**97,486.79**
Final Dividend (₹ 3.00/- Per share) (P.Y. ₹2.40/-)	(3,983.03)	(3,670.75)
Tax on Dividend	(33.46)	(83.46)
	107,025.20	**93,732.58**
Other Comprehensive Income		
Equity Instruments at FVOCI		
As per last Balance Sheet	1,536.75	268.43
Add/(Less) For the year	3,415.96	1,268.32
At the end of Year	**4,952.71**	**1,536.75**
Remeasurement of net defined benefit plans		
As per last Balance Sheet	18.69	21.52
Add/(Less) For the year	(7.98)	(2.83)
At the end of Year	**10.71**	**18.69**
	271,393.86	**253,780.41**

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Nature & Purpose of Reserves

1) Capital Reserve: Capital reserve represents reserve created pursuant to the business combinations upto year end.
2) Securities Premium: Securities premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.
3) Share Option Outstanding Account: Reserve relates to stock options granted by the Group to employees under an employee stock options plan.
4) General Reserve: General reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as dividend payout, bonus issue, etc.

Note 18
Borrowings

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non Current	Current	Non Current
SECURED AT AMORTISED COST				
Term Loans from Banks	11,531.85	66,306.18	9,034.11	61,418.81
(The term loans are secured by Registered Mortgage in respect of certain immovable properties situated at High Street Phoenix, Senapati Bapat Marg , Lower Parel, Mumbai and by hypothecation of rentals receivable from licencees.)				
Less: Amount disclosed under the head "Other Current Liabilities" (Refer Note.23)	(11,531.85)	-	(9,034.11)	-
TOTAL	**-**	**66,306.18**	**-**	**61,418.81**

18.1 Maturity Profile of Term Loan from Banks are set out below in rupees in Lakhs:

(₹ in Lakhs)

Term Loan from Banks			
FY 2019-2020	11,531.85	**FY 2020-2021**	12,877.11
FY 2021-2022	14,331.89	**FY 2022-2023**	15,979.86
FY 2023-2028	23,117.32		

Note 19
Provisions

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non Current	Current	Non Current
Employee Benefits				
Provision For Gratuity	5.00	51.95	3.00	3.22
Provision For Compensated Absences	5.69	95.16	24.73	62.92
	10.69	**147.11**	**27.73**	**66.14**

Note 20
Other Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
		Current
Income Received in Advance	27.88	37.39
Stautory Dues	454.93	317.58
Others #	3,120.18	2,570.42
TOTAL	**3,602.99**	**2,925.39**

Others include Advance of ₹ 1,918.80 Lakhs (31st March, 2018 : 1,918.80 Lakhs) Received against the Debentures of TWDL (Refer Note No.40)

Note 21
Borrowings

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
SECURED AT AMORTISED COST		
Working Capital Loans	1,872.04	1,291.18
(Overdraft facility is secured by Registered Mortgage in respect of certain immovable properties situated at High Street Phoenix, Senapati Bapat Marg , Lower Parel, Mumbai and by hypothecation of rentals receivable from licencees.)		
	1,872.04	**1,291.18**

Note 22
Trade Payables

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises #	5.20	-
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	1,322.78	1,668.76
	1,327.98	**1,668.76**

The above information, regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

The disclosure pursuant to the said Act under:

NOTES TO FINANCIAL STATEMENTS
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(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
a) Principal amount due to supplier under MSMED Act, 2006	5.20	-
b) Interest accrued and due on the above amount, unpaid	0.10	-
c) Payment made beyond the appointed day during the year	-	-
d) Interest paid	-	-
e) Interest due and payable for the period of delay	-	-
f) Interest remaining due and payable in succeeding year	-	-

Note 23

Other Financial Liabilities

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non Current	Current	Non Current
Current Maturities of Long Term Debts (Refer Note 18)	11,531.85	-	9,034.11	-
Security Deposits from Occupants/Licencees	9,442.21	7,394.59	7,277.42	8,579.19
Interest Accrued but not due	419.47	-	368.11	-
Unpaid Dividends #	186.00	-	185.24	-
Share Application Pending Allotment	8.35	-	-	-
Creditors for Capital Items	108.28	-	274.64	-
	21,696.16	**7,394.59**	**17,139.52**	**8,579.19**

No amounts due and outstanding to be credited to Investor Education & Protection Fund

Note 24

Revenue From Operations

(₹ in Lakhs)

	2018-19	2017-18
Sale of Services		
License Fees and Rental Income	34,300.35	30,223.40
Service Charges	4,645.43	4,407.34
Others	5,087.30	5,090.37
TOTAL	**44,033.08**	**39,721.11**

Note 25
Other Income

(₹ in Lakhs)

		2018-19	2017-18
Interest Income			
From Investments in Debt Instruments	0.03		0.01
(Current Year ₹ 3,230/- Previous Year ₹ 658/-)			
From Financial Instruments carried at amortised cost	1,610.47		1,873.81
From Income Tax Refund	605.24		-
		2,215.74	1,873.82
Dividend Income		3,833.41	3,281.67
Net gain arising on financial assets measured at FVTPL		43.72	0.44
Profit on sale of Investments		22.77	1.80
Miscellaneous Receipts		15.96	110.26
Provision for Expected Credit Loss (Reversal)		121.07	-
Sundry Balances written back		7.99	-
TOTAL		**6,260.66**	**5,267.99**

Note 26
Employee Benefits Expense

(₹ in Lakhs)

	2018-19	2017-18
Salaries, Wages & Bonus	1,980.06	1,580.91
Contribution to Provident Fund & Other Funds	317.03	40.77
Share based payments to employees	82.68	56.55
Staff Welfare Expenses	40.30	41.41
TOTAL	**2,420.07**	**1,719.64**

Note 27
Finance Costs

(₹ in Lakhs)

	2018-19	2017-18
Interest expense for financial liabilities at amortised cost	7,677.59	7,217.59
Other Borrowing Costs	97.30	231.94
TOTAL	**7,774.89**	**7,449.53**

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Note 28
Depreciation And Amortisation Expense

(₹ in Lakhs)

	2018-19	2017-18
Depreciation and Amortisation	4,419.71	4,029.42
TOTAL	**4,419.71**	**4,029.42**

Note 29
Other Expenses

(₹ in Lakhs)

		2018-19	2017-18
Electricity		4,503.31	4,307.12
Repairs and Maintenance:-			
Buildings	1,119.58		788.56
Plant & Machinery	332.25		409.67
Others	456.87		187.40
		1,908.70	1,385.63
Insurance		93.58	77.48
Rent		23.97	23.97
Rates & Taxes		926.05	803.66
Water Charges		190.35	185.92
Legal and Professional charges		2,256.22	1,419.15
Travelling Expenses		113.30	125.52
Auditors' Remuneration (Refer Note- 29.1)		33.00	39.50
Directors' sitting fees & Commission		26.35	6.60
Compensation		189.53	175.80
Donation		45.19	45.85
Loss on Sale of Property, Plant and Equipment		4.56	-
Advertisement & Sales Promotion		1,662.86	1,621.45
Provision for Expected Credit Loss		-	83.28
Rebate and settlement		49.48	53.69
Bank charges		3.71	1.54
Corporate Social Responsibility Expenses (Refer Note- 46)		144.65	162.58
Housekeeping and other services		1,099.60	953.81
Security Charges		618.94	697.18
Sundry Balances written off		-	5.96
Share of Loss from a Partnership Firm		2.12	1.98
Miscellaneous Expenses		853.93	601.51
TOTAL		**14,749.40**	**12,779.18**

NOTE 29.1

Auditors' Remuneration

(₹ in Lakhs)

Particulars	2018-19	2017-18
Audit fees	33.00	39.50
Total	**33.00**	**39.50**

30. Disclosure as per Ind as – 19 "Employee Benefits".

(A) Expenses recognised for Defined Contribution Plan :

Employer's Contribution to Provident and Pension Fund ₹29.50 Lakhs (PY ₹ 29.67 Lakhs).
Employer's Contribution to ESIC ₹ 0.66 Lakhs (PY ₹ 1.09 Lakhs)

The Company makes contributions towards provident fund and pension fund for qualifying employees to the Regional Provident Fund Commissioner.

(B) Expenses recognised Defined Benefit Plan:

The company provides gratuity benefit to it's employees which is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

i) Change in Defined Benefit Obligation during the year

(₹ in Lakhs)

	2018-19	2017-18
Particulars	Gratuity (Funded)	Gratuity (Funded)
Present value of the obligation at the beginning of the year	100.73	101.79
Current Service Cost	12.82	7.76
Interest Cost	10.34	7.86
Actuarial (Gain) / Loss on Obligation	9.88	0.99
Benefits Paid	(29.55)	(17.67)
Past Service cost	24.91	-
Present value of the obligation at the end of the year	129.13	100.73

ii) Change in Fair Value of Plan Assets during the year

(₹ in Lakhs)

	2018-19	2017-18
Particulars	Gratuity (Funded)	Gratuity (Funded)
Fair value of Plan Assets at the beginning of the year	94.51	99.89
Expected Return on plan assets	6.92	7.19
Contribution	2.68	6.20
Benefits paid during the year	(29.55)	(17.67)
Actuarial gain/(loss) on Plan Asset	(2.38)	(1.10)
Fair value of Plan Assets at the end of the year	72.18	94.51

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

iii) Amount to be recognized in Balance sheet

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Present Value of Defined Benefit Obligation	129.13	100.73
Fair value of Plan Assets at the end of the year	72.18	94.51
Amount to be recognized in Balance sheet	56.95	6.22

iv) Current/Non-Current bifurcation

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Current Benefit Obligation	5.00	3.00
Non - Current Benefit Obligation	51.95	3.22

v) Expense recognised in the statement of Profit and Loss for the year

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Current Service Cost	12.82	7.76
Interest cost on Obligation	3.42	0.66
Net Actuarial (Gain) / Loss recognised in the year	-	-
Past Service cost	24.91	-
Net Cost Included in Personnel Expenses	41.15	8.42

vi) Recognised in Other Comprehensive (Income)/Loss at Period-End

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Amount recognized in OCI, Beginning of Period	(19.42)	(21.52)
Remeasurement due to :		
Effect of Change in financial assumptions	5.46	(5.89)
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	4.42	6.88
Actuarial (Gains)/Losses	9.88	0.99
Return on plan assets (excluding interest)	2.38	1.10
Total remeasurements recognized in OCI	12.26	2.10
Amount recognized in OCI, End of Period	**(7.16)**	**(19.42)**

vii) Maturity profile of defined benefit obligation

	2018-19	2017-18
Within the next 12 months	7.74	15.79
Between 2 to 5 Years	39.99	33.76
Between 5 to 10 Years	65.54	51.18

viii) Actuarial Assumptions used for estimating defined benefit obligations

	2018-19	2017-18
Discount Rate	7.75%	8.25%
Salary Escalation Rate	7.50%	7.50%
Expected Return on Plan Assets	7.75%	8.25%
Mortality Rate	IALM (2006-08)	IALM (2006-08)
Withdrawal Rate	5.00%	5.00%
The Weighted Average Duration of the Plan	12.15 years	11.58 years
No. of Employees	117	114
Average Age	37.28	37.51
Total Salary	64.95	59.14
Average Salary	0.56	0.52
Average Service	6.44	6.72
Accrued Benefit	163.68	138.50
Actuarial Liability	129.13	100.73

Notes:

1. Salary escalation rate is arrived after taking into account regular increments, price inflation and promotion and other relevant factors such as supply and demand in employment market.
2. Discount rate is based on prevailing market yields of Indian Government Securities as at balance sheet date for estimated term of obligations.
3. Attrition rate/ withdrawal rate is based on Company's policy towards retention of employees, historical data and industry outlook.
4. Expected contribution to defined benefit plans for financial year 2019-20 is ₹ 5/- Lakhs (P.Y. ₹ 3/- Lakhs).
5. The above information is certified by actuary.

ix) Sensitivity analysis:

(₹ in Lakhs)

		Effect on Gratuity obligation	
Particulars	**Change in assumption**	**2018-19**	**2017-18**
Discount rate	+1%	10.55	6.99
	-1%	(12.15)	(7.99)
Salary Escalation rate	+1%	8.10	2.56
	-1%	(6.91)	(3.03)
Withdrawal rate	+1%	2.39	2.49
	-1%	(2.78)	(2.89)

These gratuity plan typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yield at the end of reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

C) "Other Long term benefit plan - compensated absences"

(₹ in Lakhs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Present value of unfunded obligations	100.85	87.65
Expenses recognised in the statement of profit and loss	21.81	14.77
In Other comprehensive income		
Actuarial (Gain) / Loss - Plan liabilities	-	-
Actuarial (Gain) / Loss - Return On Plan Assets	-	-
Net (Income)/ Expense For the period Recognized in OCI	-	-
Discount rate (per annum)	7.75%	8.25%
Salary escalation rate (per annum)	7.50%	7.50%

31. The Company is mainly engaged in real estate activities catering to Indian Customer Accordingly, the Company has only one identifiable segment reportable under Ind AS 108 - Operating Segments. Managing Director (the 'Chief Operational Decision Maker' as defined in Ind AS 108) monitors the operating results of the company's business for the purpose of making decisions about resource allocation and performance assessment.

The revenues from transactions with a single customer does not exceed 10 per cent or more of the company's revenues.

32. Leave and License Fees – Company as Licensor

The Leave and License agreements are generally for a period of 1 to 5 years. The terms also provide for escalation of License fees on a periodical basis. Generally, the company has a right to terminate these agreements by giving advance notice as stipulated therein.

Future minimum License Fees receivable under Leave and License agreements for non-expired lock in period as at 31st March 2019 are as follows:

(₹ In Lakhs)

Particulars	Within one year	After one year but not more than five years	More than five years	Total
As on 31st March, 2019	16,877.77	19,163.32	-	36,041.09
As on 31st March, 2018	17,981.80	26,947.37	15.70	44,944.87

Contingent License Fees comprising of Revenue Share income (computed as a % of sales) charged to the Licensees during the year is ₹ 2,670.11 Lakhs (P.Y. ₹ 2,328.83 Lakhs)"

33. In accordance with the requirement of Ind AS 24, on related party disclosure, name of related party, related party relationships, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

a) Relationships

Category I : Subsidiaries of the Company (Control Exists)

Alliance Spaces Private Limited
Alyssum Developers Private Limited
Big Apple Real Estate Private Limited
Bellona Hospitality Services Limited
Blackwood Developers Private Limited
Butala Farm Lands Private Limited
Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Private Limited)
Enhance Holding Private Limited
Gangetic Developers Private Limited
Graceworks Realty & Leisure Private Limited
Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Private Limited)
Island Star Mall Developers Private Limited
Market City Management Private Limited
Marketcity Resources Private Limited
Mindstone Mall Developers Private Limited
Mugwort Land Holdings Private Limited
Offbeat Developers Private Limited
Palladium Constructions Private Limited
Pallazzio Hotels and Leisure Limited
Phoenix Hospitality Company Private Limited
Pinnacle Real Estate Development Private Limited
Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Pvt. Ltd.)
Sangam Infrabuild corporation Private Limited
Savannah Phoenix Private Limited
SGH Realty LLP
Sparkle One Mall Developers Private Limited
Sparkle Two Mall Developers Private Limited

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True Value LLP
Upal Developers Private Limited
Vamona Developers Private Limited

Category II : Associates of the Company
Classic Housing Projects Private Limited
Classic Mall Development Company Limited
Columbus Investment Advisory Private Limited
Mirabel Entertainment Private Limited
Starboard Hotels Private Limited

Category III : Key Managerial Personnel

Key Person	Designation
Atul Ruia	Chairman & Managing Director (w.e.f 8th August, 2018)
Atul Ruia	Jt. Managing Director (Up to 8th August, 2018)
Ashokkumar Ruia	Chairman & Managing Director (Up to 8th August, 2018)
Shishir Shrivastava	Jt. Managing Director
Rajendra Kalkar	Whole-time Director (w.e.f 10th December, 2018)

Category IV : Enterprises over which Key Managerial Personnel are able to exercise significant control
R.R.Hosiery Private Limited
R.R. Hosiery
Phoenix Construction Company
Phoenix Retails Private Limited
Vigilant Developers Private Limited
Padmashil Hospitality & Leisure Private Limited
Ashok Apparels Private Limited

Category V : Relatives of Key Manager
Gayatri Ruia

b) Transactions during the year:

(₹ in Lakhs)

Sr No	Transactions	Category I	Category II	Category III	Category IV	Category V	Total
1	Rent, Compensation & Other recoveries	260.93	78.45	-	-	19.42	358.80
		(428.13)	(75.59)			(19.53)	(523.25)
2	Interest Received	1,020.84	0.00	-	-	-	1,020.84
		(1,215.06)	(31.44)				(1,246.50)
3	Administrative & other exp.	1649.04	-	30.63	60.06	30.63	1,770.36
		(1,053.19)				(54.93)	(1,108.12)

(₹ in Lakhs)

Sr No	Transactions	Category I	Category II	Category III	Category IV	Category V	Total
4	Remuneration/Salaries/ Other Expenses	-	-	703.99	-	-	703.99
				(203.27)			(203.27)
5	Loss From Firm	-	-	-	(2.12)	-	(2.12)
					(1.98)		(1.98)
6	ICD Returned by parties	27,015.66	-	-	-	-	27,015.66
		(41,519.25)	(345.00)				(41,864.25)
7	ICD Given	34,282.15	-	-	-	-	34,282.15
		(42,775.10)	(345.00)				(43,120.10)
8	Advance Given	121.40	-	-	-	-	121.40
		(1,885.00)					(1,885.00)
9	Loan Repaid by parties	3,742.53	-	-	-	-	3,742.53
		(1,130.68)					(1,130.68)
10	Advance repaid by parties	1,886.34	-	-	-	-	1,886.34
11	Deposit Returned by the parties	0.00	-	-	-	-	50.00
12	Investment in Shares	8,502.00	-	-	-	-	8,502.00
		(5,000.00)					(5,000.00)
13	Investment in OFCD/CCD	28,856.68	-	-	-	-	28,856.68
		(9,504.41)					(9,504.41)
14	Share/OCD/OFCD Application money given	177.50	-	-	-	-	177.50
		(9,716.00)					(9,716.00)
15	Share/OCD/OFCD Application money returned	177.50	-	-	-	-	177.50
		(9,716.00)					(9,716.00)
16	OCD /OFCD redeemed	12,070.97	-	-	-	-	12,070.97
		(16,790.00)					(16,790.00)

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c) The following balances were due from / to the related parties as on 31-03-2019

(₹ in Lakhs)

Sr No	Closing Balance	Category I	Category II	Category III	Category IV	Category V	Total
1	Investment in Equity Shares / Pref shares	1,51,849.83	10,696.00	-	-	-	1,62,545.83
		(1,51,495.23)	(10,716.21)				(1,62,211.44)
2	Investment in capital of LLP	8,500.00	-	-	-	-	8,500.00
		-					-
3	Investment in OCD/CCD	83,605.66	1,804.00	-	105.05	-	85,514.71
		(66,819.94)	(1,804.00)	-	(105.05)		(68,728.99)
4	Investment in Capital of Partnership Firm	-	-	-	186.55	-	186.55
		-	-	-	(188.67)		(188.67)
5	Capital Advance	871.81	12.52	-	-	-	884.33
		(2,756.81)	(20.00)				(2,776.81)
6	Inter Corporate Deposits	3689.90	-	-	-	-	3689.90
		(11,435.63)					(11,435.63)
7	Interest Accrued on ICD	676.93	-	-	-	-	676.93
		(849.91)					(849.91)
8	Loan Given	13398.43	-	-	-	-	13398.43
		(1,298.43)					(1,298.43)
9	Advances Received	1.50	-	-	1.50	-	3.00
		(1.50)			(1.50)		(3.00)
10	Trade Receivables	74.42	35.99	-	-	2.31	112.72
		(11.62)	(33.20)			(4.25)	(49.07)
11	Trade Payables	2.60	-	30.63	-	30.63	63.86
		(45.60)	(1.32)		(219.22)		(266.14)
12	Deposits Given	-	-	-	5,517.75	-	5,517.75
		(50.00)	-	-	(5,517.75)		(5,567.75)

Note : Figures in brackets are pertaining to the previous year.

1. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
2. Review of outstanding balances is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. These balances are unsecured and their settlement occurs through the normal banking channel.
3. Administrative expenses paid to subsidiaries include ₹ 630.26 Lakhs (PY. ₹ 630 Lakhs) paid to Marketcity Resources Pvt Ltd towards the provision of personnel services including one of the key managerial personnel.

Compensation of key management personnel:

The remuneration of director and other member of key management personnel during the year was as follows

(₹ In Lakhs)

Particulars	2018-19	2017-18
Short-term benefits	703.99	203.27
Other long term benefits	36.06	56.42

34. Earning Per Share (EPS)

(₹ In Lakhs)

Basic as well as Diluted EPS	2018-19	2017-18
Net Profit after Tax (₹ in Lakhs)	17,309.11	15,483.22
Weighted Average No. of Equity Shares for Basic EPS	15,32,20,369	15,30,86,782
Dilution due to ESOPs Granted	4,62,086	4,31,331
Weighted Average No. of Equity Shares for Diluted EPS	15,36,82,456	15,35,18,113
Nominal Value of Equity Shares (₹)	2	2
Basic Earning Per Share (₹)	11.30	10.11
Diluted Earning Per Share (₹)	11.26	10.09

35. Contingent Liabilities not Provided for in Respect of:-

a. Estimated amount of contracts remaining to be executed on capital account and not provided for in the accounts is ₹ 189.70 Lakhs (P.Y. ₹ 2,844.17 Lakhs) net of advance paid.

b. The Income tax assessments of the Company have been completed up to Assessment Year 2016-17. The disputed tax demand outstanding upto the said Assessment Year is ₹ 5,576.36 Lakhs (P.Y. ₹ 5,148.72 Lakhs). The Company as well as the Income Tax Department are in appeal before the Appellate Authorities. The impact thereof, if any, on the tax position can be ascertained only after the disposal of the appeals. Accordingly, the accounting entries arising there from will be passed in the year of the disposal of the said appeals.

c. Demand notices received on account of arrears of Provident Fund dues aggregating to ₹ 24.72 Lakhs (P.Y. ₹ 24.72 Lakhs) are disputed by the Company. The Company has paid ₹ 10 Lakhs and has also furnished a Bank Guarantee for ₹ 14.72 Lakhs against the said P.F. demands to the P.F. authorities.

d. The company has received an order of Commissioner of GST & Central Excise from Service Tax Department, in respect of the RAI related matter. The order states to recover the interest for delayed payment of service tax at an appropriate rate. The company has filed an appeal with CESTAT against the said order. The interest liability on such delayed payments of service tax shall be determined on the basis of the Supreme Court judgement on the RAI Parties Service Tax matter, which is pending.

e. Other Claims against the company not acknowledged as debts of ₹ 83.96/- Lakhs (P.Y ₹ 83.96/- Lakhs)

f. Outstanding guarantees given by Banks of ₹ 17.19 Lakhs (P.Y. ₹ 27.70 Lakhs).

The above litigations in "b", "c" and "d" are not expected to have any material adverse effect on the financial position of the company.

36. Municipal Corporation of Greater Mumbai has raised demand of ₹ 1,640.17 Lakhs towards property tax up to 31st March, 2019 As per the interim order of Honorable Bombay High Court 50% of the property tax demand has been paid by the company. The balance amount would be payable on the final outcome of the petition. The Company has made the necessary provisions in the books on conservative basis.

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

37. Project Development Expenditure

(In respect of Projects upto 31st March, 2019, included under Capital Work-in-Progress)

Preoperative Income / Expenses transferred to capital work-in-progress:-

(₹ In Lakhs)

Particulars	2018-19	2017-18
As at the Beginning of the year	3370.14	3324.24
Property Taxes Provision/ net of Reversal	45.90	45.90
As at the end of the year	**3416.04**	**3,370.14**

38. Loans and Advances in the nature of Loans given to Subsidiaries and Associates:

(₹ in Lakhs)

Sr. No.	Particulars	Relationship	As at 31st March, 2019	Maximum balance during the year	As at 31st March, 2018	Maximum balance during the year
1	Pinnacle Real Estate Developers Private Limited	Subsidiary	3.21	3.21	3.21	12.8
2	Enhance Holding Private Limited	Subsidiary	1293.22	1293.22	1293.22	1293.22
3	Butala Farm Lands Private Limited	Subsidiary	2	2	2	2
4	Vamona Developers Private Limited	Subsidiary	Nil	564.65	564.65	3376
5	Bellona Hospitality Services Limited	Subsidiary	Nil	3742.53	3742.53	4323.21
6	Phoenix Hospitality Co. Private Limited	Subsidiary	487.22	503.34	503.34	503.34
7	Pallazio Hotels & Leisures Limited	Subsidiary	1861	1861	1861	1861
8	Graceworks Realty & Leisures Limited	Subsidiary	Nil	4510	0.04	1480
9	Offbeat Developers Private Limited	Subsidiary	Nil	5700	Nil	13075.51
10	Blackwood Developers (P) Ltd	Subsidiary	Nil	111.24	51.24	325.09
11	Alliance Spaces Private Limited	Subsidiary	Nil	Nil	Nil	1010
12	Palladium Constructions Private Limited	Subsidiary	Nil	6078.44	5427.85	11513

(₹ in Lakhs)

Sr. No.	Particulars	Relationship	As at 31st March, 2019	Maximum balance during the year	As at 31st March, 2018	Maximum balance during the year
13	Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Pvt. Ltd.)	Subsidiary	48.31	48.31	40.56	40.56
14	Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Limited)	Subsidiary	Nil	94.34	94.34	94.34
15	Alyssum Developers Private Limited	Subsidiary	1300.96	1300.96	Nil	Nil
16	Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Private Limited)	Subsidiary	1.06	4300.00	Nil	Nil
17	Mindstone Mall Developers Private Limited	Subsidiary	0.03	15.00	Nil	Nil
18	SGH Realty LLP	Subsidiary	12768.24	12768.24	Nil	Nil
19	Market City Resources Private Limited.	Subsidiary	Nil	250	Nil	Nil
20	Savannah Phoenix Private Limited	Subsidiary	Nil	0.15	Nil	Nil
21	Starboard Hotels Private Limited	Associate	Nil	Nil	Nil	345

Notes :

(i) Butala Farm Lands Private Limited is having investment in equity shares of fellow subsidiary company - Vamona Developers Private Limited.

(ii) Phoenix Hospitality Co. Private Limited is having investments in equity shares of fellow Subsidiaries - Alliance Spaces Private Limited, Palladium Constructions Private Limited and Graceworks Realty & Leisure Private Limited as well as in the Associate company – Starboard Hotels Private Limited.

39. The Company has created a charge, by way of mortgage, on 17,853 square meters of its land for the loan taken by its subsidiary, Pallazzio Hotels and Leisure Limited (PHLL) from the banks. The Company has developed a mixed use retail structure on the said land. The Company has transferred the FSI rights of 2/3rd portion of 17,853 square meters of the said land to PHLL for the construction of a hotel, vide a Development Agreement dated 30th March, 2007. The conveyance of the said portion of Land, in favour of PHLL, is pending.

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FOR THE YEAR ENDED 31ST MARCH, 2019

40. The Company carries, as at the year end, Investments of ₹4,501.25 lakhs in the equity shares of Entertainment World Developers Limited (EWDL), ₹ 10,000 lakhs in FCDs of Treasure world Developers Pvt. Ltd. (TWDPL), subsidiary of EWDL and interest accrued thereon, upto 31-03-2012, of ₹ 1,432.51 lakhs (net of TDS). The company had exercised the put option available as per the Share and Debenture Subscription Deed for the said FCDs in earlier year against which EWDL has paid a part amount of ₹ 1,918.80 Lakhs in November 2013. Pending receipt of the balance consideration, the amount received has not been adjusted against the investments/ accrued Interest and has been shown under other liability. The Networth of EWDL/TWDPL has been eroded as per latest available unaudited accounts as at 31-03-2015. The Company's Board has, out of abundant caution and as a prudent practice in line with the standard accounting practices, made an impairment provision of ₹ 2,100 Lakh in the year ended 31st March, 2016 and ₹ 8,425 Lakh for the year ended 31st March, 2015. During the year under review, the Company has initiated legal proceedings in Honorable Bombay High Court to set aside the transfer of certain asset by EWDL and TWDPL after commencement of Winding up proceedings. Pending final outcome of the legal proceedings, in the opinion of the Board, the amounts provided till date against impairment of its investments are adequate.

41. Capital work in progress includes ₹ 10,557.19 Lakhs (P.Y. ₹ 10,511.29 Lakhs) comprising mainly the cost incurred on acquiring long term tenancies on the plot of land admeasuring 7617.51 sq mtrs at High Street Phoenix. The Company is exploring various alternatives for the development of the said plot of land.

42. The balances in respect of Trade Receivables & Payables, loans and advances, as appearing in the books of accounts are subject to confirmations by the respective parties and adjustments/reconciliation arising there from, if any.

43. Additional information as required under Section 186 (4) of the Companies Act, 2013 :

a. Investment made in Body Corporate are mentioned in Note 7.

b. No Guarantee is given by the Company.

c. Loans given by the company to Body Corporate or Person are as under:

(₹ in Lakhs)

Particulars	As at 31st March, 2019	Purpose
Alyssum Developers Private Limited.	1300.96	General Corporate Purpose
Anushikha Investments Pvt. Limited.	132.33	General Corporate Purpose
Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Private Limited)	1.06	General Corporate Purpose
Excel Telesonic India Private Limited.	55.38	General Corporate Purpose
Hbs Realtors Private Limited.	203.21	General Corporate Purpose
Kalani Industries Private Limited.	941.98	General Corporate Purpose
Mindstone Mall Developers Private Limited.	0.03	General Corporate Purpose
Orson Holdings Co Limited	107.18	General Corporate Purpose
Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Pvt. Ltd.)	48.31	General Corporate Purpose
Pratitha Multitrading Pvt Ltd.	28.85	General Corporate Purpose
Prime Hitech Textile LLP	110.80	General Corporate Purpose

(₹ in Lakhs)

Particulars	As at 31st March, 2019	Purpose
Saphire Intrex Limited.	1315.25	General Corporate Purpose
Sona Promoters Pvt Ltd	4.02	General Corporate Purpose
Treasure World Developers Pvt.Ltd.	57.25	General Corporate Purpose
Vrinda Ispat Private Limited.	0.44	General Corporate Purpose
York Financial Services Pvt. Ltd.	98.00	General Corporate Purpose
SGH Realty LLP	12768.24	General Corporate Purpose
Butala Farm Lands Private Limited	2.00	General Corporate Purpose
Enhance Holding Private Limited	1293.22	General Corporate Purpose
Pallazio Hotels & Leisures Limited	1861.00	General Corporate Purpose
Phoenix Hospitality Co. Private Limited	487.22	General Corporate Purpose
Pinnacle Real Estate Developers Private Limited	3.21	General Corporate Purpose

44. The Company is a partner in a partnership firm M/s. Phoenix Construction Company. The accounts of the partnership firm have been finalised upto the financial year 2017-18. The details of the Capital Accounts of the Partners as per the latest Financial Statements of the firm are as under:-

(₹ in Lakhs)

Sr. No.	Name of the Partners	Profit Sharing Ratio	Total Capital as on	
			31-03-2018	31-03-2017
1	The Phoenix Mills Ltd	50%	157.55	159.77
2	Gold Seal Holding Pvt. Ltd.	50%	109.00	111.21

The Company has accounted for its share of loss amounting to ₹ 2.12 Lakhs (P.Y.₹ 1.98 Lakhs) pertaining to the financial year 2017-18 in the year. The share of profit/loss for the current financial year will be accounted in the books of the Company on the finalisation of the accounts of the firm.

45. Event after Reporting date :

The Board of Directors have recommended dividend of ₹ 3/- per fully paid up equity share of ₹ 2 /- each, aggregating ₹ 5543.97 lakhs, including ₹ 945.28 lakhs dividend distribution tax for the financial year 2018-19, which is based on relevant share capital as on 31st March, 2019. The actual dividend amount will be dependent on the relevant share capital outstanding as on the record date / book closure.

46. Corporate Social Responsibility:

i. CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 353.94 Lakhs (P.Y. ₹ 323.48 Lakhs).

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ii. Expenditure related to Corporate Social Responsibility is ₹ 144.65 Lakhs (Previous Year ₹ 162.58 Lakhs).

Details of Amount spent towards CSR given below:

(₹ in Lakhs)

Particulars	2018-19	2017-18
Construction of check dams	119.50	130.00
Promoting Employment enhancing vocation skills amongst differently – abled children	25.15	32.58
TOTAL	**144.65**	**162.58**

47. Fair Value of Financial Assets and Liabilities:

Set out below is the comparison by class of carrying amounts and fair value of Company's financial instruments that are recognised in the financial statements.

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
Particulars	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Financial assets designated at fair value through Profit and Loss				
Investments				
- in Equity shares	144.95	144.95	101.24	101.24
Financial assets designated at fair value through Other Comprehensive Income				
Investments				
- in Equity shares*	4,972.04	4,972.04	5,939.88	5,939.88
- Compulsorily Convertible Debentures	10,139.05	10,139.05	10,139.05	10,139.05
Financial assets designated at amortised cost				
Trade Receivables	2,199.98	2,199.98	1,853.70	1,853.70
Cash and Cash Equivalents	716.90	716.90	580.82	580.82
Loans and Advances	19,717.92	19,717.92	16,407.09	16,407.09
Deposits with Banks	4,428.86	4,428.86	4,160.30	4,160.30
Other financial assets	7,852.02	7,852.02	10,054.86	10,054.86
TOTAL	**50,171.72**	**50,171.72**	**49,236.94**	**49,236.94**
Financial liabilities designated at amortised cost				
Borrowings - Variable rate	79,710.07	79,710.07	71,744.10	71,744.10
Trade payables and others	1,327.98	1,327.98	1,668.76	1,668.76
Other financial liabilities	17,558.90	17,558.90	16,684.60	16,684.60
TOTAL	**98,596.95**	**98,596.95**	**90,097.46**	**90,097.46**

*In respect of Investment in equity shares of EWDL having carrying value of ₹ 4501.24 Lakhs and in CCD's of TWDPL having carrying value of ₹ 10,000 Lakhs, the financial information on the assets and liabilities position of these companies for determining the fair value for the current period is not available, same has been carried at cost.

551,551 Shares (PY - 49,090) of Graphite India Limited have been sold during the year and amount realised is ₹ 5,360.05 Lakhs (PY- ₹ 360.33 Lakhs). Profit recognised on the same is ₹ 4,262.73 Lakhs (PY- ₹ 294.19 Lakhs).

Fair valuation techniques:

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The following methods and assumptions were used to estimate the fair values

1 Fair value of the Equity Shares are based on price quoted on stock exchange.
2 Fair value of unquoted equity shares and CCD's is taken at net asset value.
3 Fair value of Long term Borrowings is calculated based on discounted cash flow.
4 Fair value of Financial Assets & Financial Liability(except Long term Borrowings) are carried at amortised cost and is not materially different from it's carrying cost.

B) Fair Value hierarchy:

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

Level 1: Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). Fair value of the financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(₹ in Lakhs)

	As at 31st March, 2019			As at 31st March, 2018		
Particulars	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Assets /Liabilities measured at fair value						
Financial Assets:						
Investments						
- in Equity shares	615.14	-	4,501.86	1,539.26	-	4,501.86
- Compulsorily Convertible Debentures	-	-	10,139.05	-	-	10,139.05

There are no reclassification of financial instruments between level 2 and level 3

NOTES TO FINANCIAL STATEMENTS
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Reconciliation of fair value of mesurement categorised within level 3 of the value hierarchy

(₹ in Lakhs)

Particulars	
Fair value as at 1st April, 2017	20,840.91
Purchase/Sales of Financial Instruments	(2,207.44)
Amount transferred to/from level 3	-
Fair value as at 31st March, 2018	14,640.91
Purchase/Sales of Financial Instruments	-
Amount transferred to/from level 3	-
Fair value as at 31st March, 2019	**14,640.91**

Financial Instruments measured at Fair value - Level III

Type	Valuation Technique	Significant Observable Input	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in unquoted equity shares, OFCDs and CCDs	Adjusted NAV (Net Asset Value) method. Adjusted NAV method involves determination of fair values of asset/liability/ business based on its book value with appropriate relevant adjustments.	Not Applicable	Not Applicable

48. Financial risk Management:

The Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

- **Market risk:**

  Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and investments in securities.

  Foreign currency risk

  The Company is exposed to insignificant foreign exchange risk as at the respective reporting dates.

  Interest rate risk

  Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk pertaining to funds borrowed at floating interest rates.

  Almost 100% of the company's borrowings are linked to BR + Margin. With all other variables held constant, the following table demonstrates the impact of change in interest rate on borrowing cost on floating rate portion of loans.

  Increase/ (decrease) in Interest cost of Long term borrowings for the year:

	Effect on Profit/(Loss) before tax	
Change in Rate of Interest	2018-19	2017-18
+1%/-1%	778.38	717.44

Commodity and Other price risk

The Company is not exposed to the comodity and other price risk.

- **Credit Risk**

  Credit risk is the risk of financial loss to the Company that a customer or counter party to a financial instrument fails to meet its obligations. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds, financial institutions and other financial instruments.

  Trade and other receivables:

  The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. To manage credit risk, the Company periodically assesses the financial reliability of the customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Outstanding customer receivables are regularly monitored to make an assessment of recoverability. Receivables are provided as doubtful / written off, when there is no reasonable expectation of recovery. Where receivables have been provided / written off, the Company continues regular followup , engage with the customers, legal options / any other remedies available with the objective of recovering these outstandings.

  The Company is not exposed to concentration of credit risk to any one single customer since services are provided to vast specturm. The Company also takes security deposits, advances , post dated cheques etc from its customers, which mitigate the credit risk to an extent.

  Cash and cash equivalents an other investments

  The Company is exposed to counter party risk relating to medium term deposits with banks.
  The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings.

  Exposure to credit risk

  The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at 31st March, 2019 and 31st March, 2018 is as follows:

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Financial assets for which loss allowances are measured using 12 months Expected Credit Losses (ECL):		
Other Investments	615.14	1,539.25
Cash and cash equivalents	716.90	580.82
Bank Deposits	4,428.86	4,160.30
Loans	19,717.92	16,407.09
Other financial assets	7,852.02	10,054.86
Financial assets for which loss allowances are measured using Life time Expected Credit Losses (ECL):		
Trade receivables	2,199.98	1,853.70

Life time Expected credit loss for Trade receivables under simplified approch

(₹ in Lakhs)

	Past Due				
Ageing of Trade Receivables	**0-90 days**	**90-180 days**	**180 - 360 days**	**over 360 days**	**Total**
As at 31st March, 2019					
Gross Carrying Amount	804.66	207.97	108.91	1,776.49	2,898.03
Expected credit losses (Loss allowance provision)	2.40	3.19	10.64	681.82	698.05
Net Carrying Amount	**802.26**	**204.78**	**98.27**	**1,094.67**	**2,199.98**
As at 31st March, 2018					
Gross Carrying Amount	660.18	226.93	68.93	1,716.78	2,672.82
Expected credit losses (Loss allowance provision)	1.62	4.26	5.70	807.54	819.12
Net Carrying Amount	**658.56**	**222.67**	**63.23**	**909.24**	**1,853.70**

(₹ in Lakhs)

Reconciliation of Changes in the life time expected credit loss allowance:	**2018-19**	**2017-18**
Loss allowance on 1 April,	819.12	782.55
Provided during the year	-	83.28
Reversal of provision	(121.07)	(46.70)
Loss allowance on 31st March,	698.05	819.12

Cash and Cash equivalents, other Investments, Loans and other financial assets are neither past due nor impaired. Management is of the view that these financial assets are considered good and 12 months ECL is, accordingly, not provided.

- **Liquidity risk**

  Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

  The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current borrowings are sufficient to meet its short to medium term expansion needs. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

  The Company is required to maintain ratios (such as debt service coverage ratio and secured coverage ratio) as mentioned in the loan agreements at specified levels and also cash deposits with banks to mitigate the risk of default in repayments. In the event of any failure to meet these covenants , these loans become callable to the extent of failture at the option of lenders, except where exemption is provided by lender.

(₹ in Lakhs)

	As at 31st March, 2019					
Particulars	**Carrying Amount**	**On Demand**	**Less than 12 months**	**2- 5 years**	**>5 years**	**Total**
Borrowings	79,710.07	1,872.04	11,531.85	51,931.30	14,374.88	79,710.07
Other Financial Liabilities	17,558.90		10,164.31	7,394.59	-	17,558.90
Trade and other payables	1,327.98	-	1,327.98	-	-	1,327.98

(₹ in Lakhs)

Particulars	As at 31st March, 2018					
	Carrying Amount	On Demand	Less than 12 months	2- 5 years	>5 years	Total
Borrowings	71,744.10	1,291.18	9,034.11	48,331.50	13,087.31	71,744.10
Other Financial Liabilities	16,684.60		8,105.41	8,579.19	-	16,684.60
Trade and other payables	1,668.76	-	1,668.76	-	-	1,668.76

49. Capital management

The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended 31st March, 2019 and 31st March, 2018.
For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and short term deposits.

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Loans and Borrowings	79,710.07	71,744.10
Less: Cash and cash equivalents + Bank Deposits	5,145.76	4,741.12
Net Debt	74,564.31	67,002.97
Total Capital	274,459.66	256,843.25
Capital+Net Debt	349,023.97	323,846.22
Gearing Ratio	21.36%	20.69%

50. Taxation

Income tax related to items charged or credited to profit or loss during the year:

(₹ in Lakhs)

	Particulars	2018-19	2017-18
A	**Statement of Profit or Loss**		
	1 Current Income Tax (Including Tax Adjustments of earlier years)	**4,369.58**	**3,640.00**
		4,369.58	**3,640.00**
	2 Deferred Tax expenses/ (benefits):		
	Relating to origination and reversal of temporary differences (Including MAT)	(749.02)	(111.89)
	Total Income tax Expenses (1 to 2)	**3,620.56**	**3,528.11**
B	**Other Comprehensive Income**		
	Deferred Tax related to Other Comprehensive Income	(9.58)	-
		(9.58)	**-**

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FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

	Particulars	2018-19	2017-18
C	**Reconciliation of Current Tax expenses:**		
	Profit /(Loss) from Continuing operations	20,929.65	19,011.33
	Applicable Tax Rate	34.940%	34.608%
	Computed tax expenses	**7,312.82**	**6,579.44**
	Additional allowances for tax purpose	(193.06)	(176.07)
	Additional allowances for House Property Income	(3,649.60)	(3,249.62)
	Income not allowed/exempt for tax purposes	(1,751.39)	(1,311.87)
	Expenses not allowed for tax purposes	1,813.87	2,051.90
	Other temporary (allowances)/Disallowances	130.94	(253.78)
	Tax paid at lower rate	-	-
	Additional Tax payable due to MAT provisions	706.00	-
		4,369.58	**3,640.00**
	Effective Tax Rate	20.88%	19.15%
D	**Deferred Tax Recognised in statement of profit and Loss relates to the following:**		
	Difference between book & tax depreciation	57.17	126.04
	Expenses allowable on payment basis	(14.15)	(14.15)
	MAT Credit Entitlement	706.00	-
	Deferred Tax Asset	**749.02**	**111.89**
E	**Reconciliation of deferred tax asset / (liabilites):**		
	Balance at the beginning of the year	1,012.27	900.38
	Tax expenses / (income) during the period	739.44	111.89
	Balance at the closing of the year	**1,751.71**	**1,012.27**

51. Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programmes (equity-settled)

The Company has granted stock options under the following employee stock option scheme:
1. 30,00,000 Equity Shares are reserved for allotment of equity shares under Employee Stock Option Scheme 2011. During the year 1,99,998 Equity Shares have been issued and allotted to the eligible employees against exercise of Options under ESOS 2011.

2. 30,00,000 Equity Shares are reserved for allotment of equity shares under Employee Stock Option Scheme 2015. During the year Nil Equity Shares have been issued and allotted to the eligible employees against exercise of Options under ESOS 2015.

Each option when exercised would be converted into one fully paid-up equity share of ` 2 each of the Company. The options granted under ESOP 2011 and options granted under the ESOS 2015 scheme carry no rights to dividends and no voting rights till the date of exercise."

ESOP 2007

Date of grant	Number of options (Gross)	Exercise Price	Date of vesting	Vesting period	Fair Value of Option
10-Jun-08	650,000	270.00	09-Jun-16	12	153.26
25-Mar-15	10,556	316.80	25-Mar-16	12	118.69
25-Mar-15	15,833	316.80	25-Mar-17	24	138.36
25-Mar-15	21,111	316.80	25-Mar-18	36	154.97
25-Mar-15	26,389	316.80	25-Mar-19	48	169.26
25-Mar-15	31,667	316.80	25-Mar-20	60	181.67
24-Oct-16	124,000	333.90	23-Oct-17	12	112.84
24-Oct-16	186,000	333.90	23-Oct-18	24	128.32
24-Oct-16	248,000	333.90	23-Oct-19	36	144.12
24-Oct-16	310,000	333.90	23-Oct-20	48	158.33
24-Oct-16	372,000	333.90	23-Oct-21	60	171.52

B. Measurement of fair values

i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The requirement that the employee has to save in order to purchase shares under the share purchase plan has been incorporated into the fair value at grant date by applying a discount to the valuation obtained. The discount has been determined by estimating the probability that the employee will stop saving based on historical behavior.

ESOP 2007

Grant Date	24-Oct-16	25-Mar-15	10-Jun-08
Vesting Period/ Expected Life	From grant date - 12 months to 60 months	From grant date - 12 months to 60 months	1 to 8 years
Fair value of option at grant date	112.84 - 171.52	118.69 - 181.67	153.26
Share price at grant date	371.00	353.05	274.07
Exercise price	333.90	316.80	270.00
Historical volatility	31.1% - 29.6%	35%	45%
Time to Maturity (Years)	2.50 years to 6.50 years	2.50 years to 6.50 years	1 years to 8 years
Dividend Yield	0.66%	0.80%	0.63%
Risk free Rate	6.85%	8.23%	8.07%

Weighted average remaining contractual life of the options as at 31-Mar-19 - 1.42 (31-Mar-18 - 1.87) years

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Valuation Methodology, Approach & Analysis:

Particulars	Description of the inputs used
Market Price of the optioned Stock	For ESOP weighted average market price as available from the website of BSE as on the date of grant. This price holds good for our Black Scholes Fair Valuation analysis for the grants made by the company on 21st October, 2016.
Exercise price	The exercise price as per the Employees Stock Option Scheme 2007 formulated by the Company per equity share is ₹ 333.90/-
Time to Maturity/ Expected Life of the Option	It is the period for which the Company expects the options to be alive. The minimum life of stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the option cannot be exercised. As per the' scheme, options are vested to the employees over a period of five years as under:

Vesting Date	Maximum % of Option that shall vest
12 Months from Grant Date	10%
24 Months from Grant Date	15%
36 Months from Grant Date	20%
48 Months from Grant Date	25%
60 Months from Grant Date	30%

The following table lists the average inputs to the models used for the plans for the year ended 31st March, 2019

Particulars	Description of the inputs used
Expected volatility (weighted-average)	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Expected dividends	Dividend yield of the options is based on recent dividend activity.
Risk-free interest rate (based on government bonds)	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Option Exercise Period	Option can be Exercise anytime in three year from the Vesting date.

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programmes were as follows.

ESOP 2007

	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31st March, 2019	31st March, 2019	31st March, 2018	31st March, 2018
Options outstanding as at the beginning of the year	1,120,668	332.69	1,335,001	332.68
Add: Options granted during the year	-	-	-	-
Less: Options lapsed during the year	64,000	333.90	139,500	333.90
Less: Options exercised during the year	148,061	331.46	74,833	330.28
Options outstanding as at the year end	908,607	332.81	1,120,668	332.69

52. Reclassification: Based on the pronouncements/clarifications by the professional bodies/institutions and general accounting practice followed by Industry, the Company has during the year reclassified the following items of financial statements:

Items of financial statements reclassified	Amount as at for the year ended 31st March, 2018 (₹ in lakhs)	Earlier classified in	Reclassified as
Deposits with related party	5,567.75	Other non-current assets	Other financial assets
Security Deposits from occupants/ licensees – Non-Current	8,579.19	Other Non-Current Liabilities (As at 31st March, 2018: ₹ 12,922.23 Lakhs)	Other Financial Liabilities (Non-Current)
Security Deposits from occupants/ licensees – Current	7,277.42	Other Current Liabilities [(As at 31st March, 2018: ₹ 2,934.37 Lakhs)	Other Financial Liabilities (Current)

53. The previous year figures have been regrouped, reworked, rearranged and reclassified, wherever necessary and are to be read in relation to the amounts and other disclosures relating to the current year.

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

INDEPENDENT AUDITOR'S REPORT

To the Members of **THE PHOENIX MILLS LIMITED**
Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **THE PHOENIX MILLS LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its Associates comprising the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Response to key audit matter
Revenue Recognition - License Fees & Other Operating Services (Refer Note '28' and Para '3.13' of significant accounting policies)	Audit procedures to assess the appropriateness of revenue recognised included the following
Company owns Malls at various locations and earns revenue by giving units on licence basis. Revenue comprises of licence fees, variable licence fees, service charges, parking fees etc. These are accounted as revenue as per the revenue recognition policy described in significant account policies. Considering licence contracts with numerous customers having varied terms, we have identified recording of revenue as Key Audit Matter.	• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls over revenue recognition process. • Testing a sample of contracts and testing the revenues recognised with respect thereto by agreeing information back to contract terms. • Testing the controls over the licensee's sale data collated for the purpose of recognising variable revenue on sample basis. • Assessing the adequacy of company's disclosure with respect to revenue recognised.

Revenue Recognition: Property Development (Refer Note '28', '61A' and Para '3.13' of significant accounting policies)	
The auditors of Palladium Constructions Private Limited, subsidiary company, have reported application of Ind AS 115 to real estate development contracts under progress as Key Audit Matter. Subsidiary company has applied the modified retrospective approach in accordance with Ind AS 115 only to contracts that are not completed contracts as on 1st April, 2018. This transitional adjustment of ₹ 11323.26 Lakhs has been adjusted against opening Retained Earnings as per the requirements of Ind AS 115. There is a risk that all the incomplete contracts as on 1st April, 2018 were not considered in applying the transitional provisions of Ind AS 115 due to which the adjustment to the opening Retained Earnings is misstated. The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized at a point in time or over a period of time.	Principal Audit procedures: • Assessed the Company's process to identify the impact of adoption of the new Revenue Accounting Standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of the internal controls relating to implementation of the new revenue accounting standard. • Obtained listing of all the contracts as on 31st March, 2018. Identified the contracts that are not completed contracts for which handover of units not done and/ or occupancy certificate not received as on 31st March, 2018. For such identified contracts, verified on a test check basis the consideration received, cost incurred and revenue recognized to verify the adjustment to the opening Retained Earnings as on 1st April, 2018. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. • Selected a sample of continuing and new contracts and performed the following procedures: • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Verified the progress towards satisfaction of performance obligations used to compute recorded revenue with contractual obligations, necessary approvals pertaining to the completion of the project, third party certifications and the collectability of an amount of consideration. • Performed project wise analytical procedures for reasonableness of revenues.
Inventory: (Refer Note ' 12 ' and Para ' 3.9' of significant accounting polices)	
The auditors of Palladium Constructions Private Limited, subsidiary company, have reported that There is a risk that the valuation of inventory may be misstated as it involves the determination of net realizable value (NRV) and estimated total construction cost of completion of each of the projects which is an area of judgement.	Principal Audit procedures: • Assessed the Company's process for the valuation of inventories. Audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of the internal controls relating to the valuation of inventories. • Tested the operating effectiveness of controls for the review of estimates involved for the expected cost of completion of projects including construction cost incurred, construction budgets and net realizable value. We carried out a combination of procedures involving enquiry and observation, and inspection of evidence in respect of operation of these controls.

INDEPENDENT AUDITOR'S REPORT

IT system: The auditors of Pallazzio Hotels & Leisure Limited, subsidiary company, have reported transition of accounting for hotel operations to new system as Key Audit Matter. This transition lead to following: • Changes in data flow and integration with multiple operating software • New Chart of accounts and mapping with the transactions with ledger accounts • Changes in work flow and design of internal control systems • Creation of new masters and transition of data from old software to the new software The transition to the system environment introduces risks related to system access, change management and data transfer between the different systems, and we have accordingly designated this as a key audit matter. Management has mitigated this risk by means of manual controls.	Principal Audit Procedures: • Reviewed the process followed for transition from the old software to the new software. • Reviewed the design and adequacy of the internal financial controls. • Performed test on reconciliation of data from operating systems to the new accounting software. • Compared to the old mapping of the ledger accounts with the new mapping to ensure consistency and comparability of the data • Tested the company's controls around system interfaces, and the transfer of data from one system to another. This includes verification of opening balances and review of masters • Reviewed the alternate controls/ manual controls deployed by the management to mitigate the risk during the transition phase.

Information Other than the Consolidated Financial Statements and Auditor's Report

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the company's Annual Report but does not include the Consolidated Financial Statements and auditor's report thereon. The Annual Report is expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the ConsolidatedFinancial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

INDEPENDENT AUDITOR'S REPORT

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

1. (a) The accompanying Statement includes Financial results/statements and other information of one subsidiary which reflects total assets of ₹ 2,36,049.29 Lakhs as at 31st March, 2019, total revenue of ₹ 24,249.32 Lakhs for the year ended 31st March, 2019 and total profit after tax of ₹ 6,971.88 Lakhs for the year ended 31st March, 2019 which have been audited by us jointly with another auditor.

   (b) We did not audit the Financial results/statements and other information in respect of twenty five subsidiaries which reflects total assets of ₹ 6,20,054.09 Lakhs as at 31st March, 2019, total revenue of ₹ 1,13,376.80 Lakhs for the year ended 31st March, 2019 and total profit after tax of ₹ 23,310.03 Lakhs for year ended 31st March, 2019 and financial results of three associates in which the share of profit of the group ₹ (8.11) Lakhs for the year ended 31st March, 2019. These financial results/statements and other financial information have been audited by another auditors whose reports have been furnished to us by the management of the Company and our opinion in so far as it relates to the amounts included in respect of these subsidiaries and associates is based solely on the report of other auditors.

   (c) The Statement includes financial results/statements of two subsidiaries which reflect total assets of ₹ 61,565.87 Lakhs as at 31st March, 2019, total revenue of ₹ Nil for the year ended 31st March, 2019 and net loss of ₹ 10.63 Lakhs for the year ended 31st March, 2019, which has not been audited by any auditor. These financial statements have been furnished to us by the management and our opinion on the statement, in so far as it relates to the amounts included in respect of these subsidiaries is solely based on such financial statement as certified by the management.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

   d) In our opinion, the aforesaid Consolidated Financial Statements comply with the accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and its associates and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the subsidiary companies, associate companies and jointly controlled companies incorporated in India.

g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associates incorporated in India, the managerial remuneration for the year ended March 31, 2019 has been paid by the Holding Company, its subsidiaries, and associates incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 42(ii) to (iv) to the consolidated financial statements.

   b. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.

   c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group and its associates.

For **D T S & Associates**
Chartered Accountants
ICAI Firm registration number:142412W

Ashish G. Mistry
Partner
Membership No.: 132639

Place: Mumbai
Date: 15th May, 2019

INDEPENDENT AUDITOR'S REPORT

"Annexure A" to Independent Auditors' Report referred of even date on the Consolidated Financial Statements.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls over financial reporting of The Phoenix Mills Limited (hereinafter referred to as ("the Holding") and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") and its associate companies, which are companies incorporated in India as of 31st March, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year then ended.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the holding and its subsidiaries companies. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;

and provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, in so far as it relates to separate financial statements of 25 subsidiaries and 3 associates, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and associates.

For **D T S & Associates**
Chartered Accountants
ICAI Firm registration number:142412W

Ashish G. Mistry
Partner
Membership No.: 132639

Place: Mumbai
Date: 15th May, 2019

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2019

(₹ in Lakhs)

	Particulars	Note no.	As at 31st March, 2019	As at 31st March, 2018
	ASSETS			
1	**Non-current assets**			
	Property, plant and equipment	6	614,885.12	529,393.07
	Capital work-in-progress	6	89,603.85	50,250.66
	Other Intangible assets	6	249.28	252.42
	Intangible assets under development	6	21.58	0.31
	Goodwill on consolidation		37,106.95	37,106.95
	Financial assets			
	- Investments	7	47,220.59	49,783.67
	- Loan	8	630.25	630.39
	- Other	9	10,600.42	9,432.83
	Deferred tax assets (Net)	10	13,898.12	13,942.68
	Other non-current assets	11	10,783.81	14,442.71
			8,24,999.97	**7,05,235.69**
2	**Current assets**			
	Inventories	12	89,864.86	66,149.52
	Financial assets			
	- Investments	13	27,280.99	33,116.71
	- Trade and other receivables	14	19,552.38	12,915.33
	- Cash and cash equivalents	15	3,958.19	3,082.96
	- Bank Balance other than above	16	15,238.83	978.45
	- Loans	8	2,120.59	3,164.03
	- Other	9	8,167.75	8,070.34
	Current Tax Assets (net)	17	9,291.62	9,280.82
	Other current assets	11	11,115.31	7,740.61
			1,86,590.52	**1,44,498.77**
	TOTAL ASSETS		**1,011,590.49**	**849,734.46**
	EQUITY AND LIABILITIES			
1	**Equity**			
	Equity Share capital	18	3,065.80	3,062.83
	Other equity	19	344,346.01	282,128.48
	Equity attributable to the owners		**347,411.81**	**285,191.31**
	Non-controlling interest		122,330.20	46,610.36
			469,742.01	**331,801.67**
	Liabilities			
2	**Non-current liabilities**			
	Financial liabilities			
	- Borrowings	20	343,194.14	319,719.15
	- Trade Payables	21	15.25	44.04
	- Other financial liabilities	22	16,074.09	17,672.61
	Provisions	23	780.61	5,348.17
	Deferred tax liabilities (Net)	24	33.21	18.08
	Other non-current liabilities	25	1,554.84	1,303.58
			361,652.14	**3,44,105.63**
3	**Current liabilities**			
	Financial liabilities			
	- Borrowings	26	54,909.48	25,371.92
	- Trade Payables	21	14,771.00	10,944.71
	- Other financial liabilities	22	61,774.86	1,01,022.75
	Other current liabilities	25	43,016.30	31,390.38
	Provisions	23	5,518.84	5,084.49
	Current tax Liabilities (net)	27	205.86	12.91
			180,196.34	**1,73,827.16**
	TOTAL LIABILITIES		**1,011,590.49**	**849,734.46**

See accompanying notes to the financial statements 1 to 63

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

	Particulars	Note no.	Year ended 31st March, 2019	Year ended 31st March, 2018
	INCOME			
I	**REVENUE FROM OPERATIONS**	28	198,156.05	161,985.31
II	**OTHER INCOME**	29	8,513.39	5,562.32
	TOTAL INCOME		**206,669.44**	**167,547.63**
III	**EXPENSES**			
	Cost of Materials Consumed	30	46,090.21	17,688.19
	Change in Inventory	31	(24,200.70)	(4,497.78)
	Employee Benefits Expenses	32	16,150.29	14,727.24
	Depreciation and Amortisation	6	20,423.20	19,828.16
	Finance Costs	33	35,057.91	34,760.73
	Other Expenses	34	60,802.26	56,301.40
	TOTAL EXPENSES		**154,323.17**	**138,807.94**
	PROFIT / (LOSS) BEFORE TAX EXCEPTIONAL ITEMS AND TAX		52,346.27	28,739.69
	Add: Exceptional Item (Refer to Note No 60)		4,809.89	-
IV	**PROFIT BEFORE TAX**		57,156.16	28,739.69
V	**TAX EXPENSES**			
	Current Income Tax	35	10,911.18	6,872.20
	Deferred Tax Including MAT Credit entitlement of ₹ 2,723.61 lakhs (P.Y. ₹ 3,205.18 lakhs)	35	16.69	698.81
	Tax Adjustments of earlier years	35	59.43	8.58
			10,987.30	**7,579.59**
VI	**PROFIT AFTER TAX**		46,168.86	21,160.10
	Share of Profit from Associates		3,530.68	4423.01
VII	**PROFIT FOR THE YEAR**		**49,699.54**	**25,583.11**
VIII	**OTHER COMPREHENSIVE INCOME**			
	a) Item that will not be reclassified to Profit & Loss A/c			
	i) Re-measurment gain of the net defined benefit plans		(75.67)	16.76
	ii) Gain/(Loss) on Equity Instruments at fair value through other comprehensive Income		(4,432.04)	10,893.58
	iii) Realised Gain on Sales of Investment		6,218.09	1,741.76
	iv) Associates share in OCI		36.99	-
	b) Income Tax relating to the Item that will not be reclassified to Profit & Loss A/c		(71.82)	1.68
	OTHER COMPREHENSIVE INCOME/(LOSS)		**1,675.55**	**12,653.78**
	TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**51,375.09**	**38,236.89**
	Net Profit attributable to			
	a) Owners of the company		42,101.78	24,236.46
	b) Non Controlling Interest		7,597.76	1,346.65
	Other Comprehensive Income attributable to			
	a) Owners of the company		1,689.65	12,648.60
	b) Non Controlling Interest		(14.10)	5.18
	Total Comprehensive Income attributable to			
	a) Owners of the company		43,791.43	36,885.06
	b) Non Controlling Interest		7,583.66	1,351.83
	Earning per equity shares (Face value ₹ 2 each)	41		
	Basic		27.48	15.83
	Diluted		27.40	15.77

See accompanying notes to the financial statements 1 to 63

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

CONSOLIDATED CASH FLOW STATEMENTS

FOR THE YEAR ENDED ON 31ST MARCH, 2019

(₹ in Lakhs)

	Particulars		Year ended 31st March, 2019	Year ended 31st March, 2018
A	**CASH FLOWS FROM OPERATING ACTIVITIES**			
	Net Profit before tax as per the Statement of Profit or Loss		57,156.16	28,739.69
	Adjustments for :			
	Depreciation		20,423.20	19,828.16
	(Profit)/Loss on Assets sold/discarded		774.48	644.69
	Balances in Debtors/Advances written off		7.61	7.07
	Provision for Expected credit loss and Advances		268.27	467.16
	Reversal of premium on redemption of non-convertible debentures (classified under exceptional item)		(4,809.89)	-
	Interest Expenses		35,057.91	34,760.73
	Interest Income		(3,715.69)	(1,675.74)
	Dividend Income		(363.99)	(140.13)
	Profit on sale of Investments		(2,171.57)	(2,060.12)
	Net gain arising on financial assets measured at FVTPL		(975.90)	(1,219.58)
	Balances written back		(1,091.76)	(21.76)
			43,402.67	**50,590.48**
	Operating Cash flow before working capital changes		**100,558.83**	**79,330.17**
	Adjustment for Working Capital changes :			
	Trade and other Receivables		(22,857.09)	(11,189.55)
	Inventories		(23,715.34)	28,400.15
	Trade and other Payables		(25,176.10)	56,957.16
			(71,748.53)	**74,167.76**
	Cash generated from Operations		**28,810.30**	**153,497.93**
	Direct Taxes Paid		(8,043.25)	(2,077.47)
	Net Cash from Operating Activities	**A**	**20,767.05**	**151,420.46**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**			
	Purchases of Property, Plant & Equipments		(146,454.42)	(150,149.15)
	Sale of Property, Plant & Equipments		393.37	15.57
	Inter Corporate Deposits & Loans (placed)/ refunded (Net)		1,043.58	493.16
	Purchase of Investments		(1,811.11)	(6,835.11)
	Sale of Investments		7,904.87	2,431.85
	Purchase of Mutual Funds		(129,534.70)	(168,834.23)
	Sale of Mutual Funds		138,517.89	139,116.66
	Interest Received		4,418.69	1,133.67
	Dividend Received		363.99	140.13
	Net Cash generated from/(used in) Investing Activities	**B**	**(125,157.84)**	**(182,487.45)**

(₹ in Lakhs)

	Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
C	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Proceeds from long term borrowings	42,045.44	163,556.57
	Repayment of long term borrowings	(18,570.45)	(160,067.72)
	Short term loans availed / (repaid)(Net)	29,537.56	608.04
	Interest paid	(33,292.63)	(35,163.51)
	Proceeds from non controlling shareholders	89,857.11	62,975.28
	Issue of Equity Share	490.74	247.14
	Dividend paid (including tax on Dividend)	(4,801.75)	(4,418.68)
	Net Cash generated from/(used in) Financing Activities C	**1,05,266.02**	**27,737.12**
D	**Net Increase/(Decrease) in Cash and Cash Equivalents A+B+C**	**875.23**	**(3,329.87)**
	Cash and Cash equivalents at the beginning of the year	3,082.96	6,412.83
	Cash and Cash equivalents at the end of the year	**3,958.19**	**3,082.96**
	Notes:-		
1	Components of cash and cash equivalents:		
	Cash on hand	93.38	39.96
	Balance with scheduled bank	3,864.81	3,043.00
		3,958.19	**3,082.96**

		1st April 2018	Cash flow	31st March 2019
2	**Change in liability arising from financing activities:**			
	Borrowings - Non current	319,719.15	23,474.99	343,194.14
	Borrowings - Current	25,371.92	29,537.56	54,909.48
		1st April 2017	**Cash flow**	**31st March 2018**
	Borrowings - Non current	310,657.55	9,061.60	319,719.15
	Borrowings - Current	27,132.28	(1,760.36)	25,371.92

See accompanying notes to the financial statements 1 to 63

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2019

(a) Equity share capital

(₹ in Lakhs)

Particulars	As at 1st April, 2017	Changes in equity share capital during the year	As at 31st March, 2018	Changes in equity share capital during the year	As at 31st March, 2019
Equity Share Capital	3,061.34	1.50	3,062.83	2.96	3,065.80

(b) Statement of changes in Other equity

	Reserves and Surplus					Items of Other Comprehensive Income				
Particulars	Capital Reserve	Securities Premium	General Reserve	Share based payment reserve	Retained earning	Re-measurment gain of the net defined benefit plans	Gain/(Loss) on Equity instruments at fair value	Total Other Equity	Non Controling Interest	Total
Balance as at 1st April, 2017	**185.25**	**134,539.95**	**22,918.36**	**338.12**	**53,808.37**	**21.52**	**132.89**	**211,944.46**	**27,965.33**	**239,909.79**
Securities Premium On Issues of Shares	-	245.66	-	-	-	-	-	245.66	-	245.66
Final Dividend	-	-	-	-	(3,670.75)	-	-	(3,670.75)	-	(3,670.75)
Tax on Dividend	-	-	-	-	(747.94)	-	-	(747.94)	-	(747.94)
ESOPs Cost for the year	-	-	-	612.61	-	-	-	612.61	-	612.61
Profit for the year	-	-	-	-	24,216.06	-	-	24,216.06	1,339.11	25,555.17
Other Comprehensive Income	-	-	-	-	-	-	12,648.60	12,648.60	5.18	12,653.78
Impact of Acquisition/ Disposal/Change in Controling Interest	-	-	-	-	36,851.95	7.44		36,859.39	17,300.74	54,160.13
Retrospective application of Ind As-21 Amendment [Refer Note.61(B)]	-	-	-	-	20.39	-	-	20.39	-	20.39
Balance as at 31st March, 2018	**185.25**	**134,785.61**	**22,918.36**	**950.73**	**110,478.08**	**28.96**	**12,781.49**	**282,128.48**	**46,610.36**	**328,738.84**
Securities Premium On Issues of Shares	-	487.80	-	-	-	-	-	487.80	-	487.80
Final Dividend	-	-	-	-	(3,983.03)	-	-	(3,983.03)	-	(3,983.03)
Tax on Dividend	-	-	-	-	(818.76)	-	-	(818.76)	-	(818.76)
ESOPs Cost for the year	-	-	-	425.05	-	-	-	425.05	-	425.05
Profit for the year	-	-	-	-	42,101..78	-	-	42,101.78	7,597.76	49,699.54
Other Comprehensive Income	-	-	-	-	-	-	1,689.65	1,689.65	(14.10)	1,675.55
Retrospective application of Ind As-21 Amendment	-	-	-	-	(165.30)	-	-	(165.30)	-	(165.30)
Adjustment relating to cumulative effect of applying Ind-AS-115 [Refer Note 61(A)]	-	-	-	-	(11,323.26)	-	-	(11,323.26)	-	(11,323.26)
Impact of Acquisition/ Disposal/Change in Controling Interest	-	-	-	-	33,786.10	17.50	-	33,803.60	68,136.18	101,939.78
Balance as at 31st March, 2019	**185.25**	**135,273.41**	**22,918.36**	**1,375.78**	**170,075.61**	**46.46**	**14,471.14**	**344,346.01**	**122,330.20**	**466,676.21**

See accompanying notes to the financial statements 1 to 63

As per our report of even date

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Ashish G. Mistry
Partner
Membership No. 132639

Place: Mumbai
Dated: 15th May, 2019

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH, 2019

1) Corporate Information:

The Phoenix Mills Ltd ("PML" or "Parent") is domiciled and incorporated in India and its shares are publicly traded on the National Stock Exchange ('NSE') and the Bombay Stock Exchange ('BSE'), in India. The registered office of the company is at 462 Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India.

Group is engaged in operation and management of mall, construction of commercial and residential property and hotel business in India.

These financial statements were approved and adopted by the Board of Directors of the Company in their meeting dated 15th May, 2019.

2) Basis of preparation of financial statements:

The Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The significant accounting policies used in preparing financial statements are set out in Note 3 of the Notes on Financial Statements and are applied consistently to all the periods presented.

3) Significant Accounting Policies:

3.1. Basis of Measurement

The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention except following which have been measured at fair value:

- Defined benefit plans – plan assets measured at fair value
- Certain financial assets and liabilities that is measured at fair value.
- Share based payments measured at fair value

The consolidated financial statements are presented in Indian Rupees ("in lakhs"), which is the Group's functional currency and all amounts are rounded to the nearest rupees in lakhs

3.2. Basis of consolidation

The consolidated financial statements of the Group incorporate the financial statements of the Parent Company and its subsidiaries and associates. The Parent Company has control over the subsidiaries as it is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to affect its returns through its power over the subsidiaries. Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement with the other vote holders of the investee, rights arising from other contractual arrangements, the Group's voting rights and potential voting rights and the size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders. The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but has no control or joint control over those policies.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Consolidation Procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.

c) Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

d) Adjustments are made to the financial statements of subsidiaries, as and when necessary, to bring their accounting policies into line with the Group's accounting policies.

e) All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

f) Carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity are eliminated. Business combinations policy explains how the related goodwill is accounted at the time of acquisition of subsidiary.

g) Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company.

h) Investment in Associates has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures. The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

3.3. Business Combinations

The acquisitions of businesses are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values at the date of exchange of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree. The acquiree 's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date except certain assets and liabilities required to be measured as per the applicable standard. Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities recognized and contingent liabilities assumed. In the case of bargain purchase, resultant gain is recognized in other comprehensive income on the acquisition date and accumulated to capital reserve in equity. The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders proportionate share of the acquiree's identifiable net assets.

3.4. Property, Plant and Equipment

Freehold land is carried at historical cost. Capital work in progress, and all other items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Such cost includes the costs for long-term construction projects if the recognition criteria are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Leasehold land is amortized over the period of lease. Depreciation on other fixed assets (excluding land and lease land in perpetuity) is provided on written down value method as per the useful life specified in schedule II to the Companies Act, 2013, in the manner state therein. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period. In some of the Subsidiaries, the Depreciation is provided on the straight line method as per the useful life specified in schedule II to the Companies Act, 2013, in the manner state therein.

High end operating supplies acquired prior to commencement of the hotel operations and opening of new restaurants / outlets are considered as a part of fixed assets and are depreciated over a period of three years on straight line method.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

3.5. Intangible Assets

Identifiable intangible assets are recognized a) when the Group controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the Group and c) the cost of the asset can be reliably measured.

Intangible Assets comprising Computer software, License & Franchise and acquired goodwill are amortised over the period not exceeding five years on straight line basis. The assets' useful lives are reviewed at each financial year end.

3.6. Financial Instrument:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Classifications of financial instruments are in accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instruments.

Financial Assets and investments

i) Initial recognition and measurement:

At initial recognition, the group measures a financial asset (other than financial asset at fair value through profit or loss) at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit & loss.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

ii) Subsequent recognition and measurement:

Subsequent measurement of financial asset depends on the group's business model for managing the asset and the cash flow characteristics of the asset. For the purpose of subsequent recognition and measurement financial assets are classified in four categories:

- **Debt instrument at amortised cost:**

  Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Debt instrument at fair value through other comprehensive income (FVOCI):**

  Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in the statement of profit & loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Debt instrument at fair value through profit and loss (FVTPL):**

  Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the statement of profit & loss and presented net in the statement of profit & loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

- **Equity instruments:**

  All equity instruments other than in associates are initially measured at fair value. Any subsequent fair value gain /loss is recognised through profit or loss if such investments are held for trading purposes. The fair value gains or losses of all other equity investments are recognised in Other Comprehensive Income.

- **Investment in Associates:**

  The Group has accounted for its Investment in associates at cost

iii) Derecognition:

A financial asset is primarily derecognised i.e. removed from Group's financial statements when:

- The rights to receive cash flows from asset have expired, or
- The Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under 'pass- through' arrangement and either;

  a) The Group has transferred substantially all the risks and rewards of the assets,

  b) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

  When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has

retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

iv) Trade receivables:

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at fair value less provision for impairment. For some trade receivables, the Group may obtain security in the form of security deposit which can be called upon if the counterparty is in default under the terms of the agreement

Financial Liabilities:

i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and has designated upon initial measurement recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit & loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

iii) Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit & loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

iv) Trade and other payables:

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

v) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.7. Impairment of Assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use).

Impairment of Goodwill

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or when there is an indication that the unit may be impaired. The recoverable amount of cash generating unit is determined for each legal entity based on a value in use calculation which uses cash flow projections and appropriate discount rate is applied. The discount rate takes into account the expected rate of return to shareholders, the risk of achieving the business projections, risks specific to the investments and other factors. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Impairment of Non – Financial Asset:

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Impairment of Financial asset:

The Group assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets carried at amortised cost;'
- Financial asset measured at FVOCI debt instruments.

The Group follows 'simplified approach' for recognition of impairment loss allowance on

- Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

For assessing increase in credit risk and impairment loss, the group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

3.8. Cash and cash equivalents

Cash and cash equivalents includes cash on hand and at bank, deposits with banks and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.9. Inventories

Inventories are valued at lower of cost or net realisable value. Cost is determined on FIFO basis.

Cost of realty construction / development includes all costs directly related to the project and other expenditure as identified by the management which are incurred for the purpose of executing and securing the completion of the Project (net off incidental recoveries/receipts).

Stock of food, beverages, stores and operating supplies are valued at lower of cost (computed on weighted average basis) and net realizable value.

Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.10. Foreign currency transactions:

The transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currency at the end of year are translated using the closing rate of exchange. Non- monetary items that are to be carried at historical cost are recorded using exchange rate prevailing on the date of transaction. Non- monetary items that are to

be carried at fair value are recorded using exchange rate prevailing on the date of fair value measured. Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the statement of profit or loss, except in respect of long term foreign currency monetary items which are outstanding as on transition date, where the group has availed the optional exemption under Ind AS 101 for capitalization of exchange difference to the cost of property, plant & equipment and intangible assets.

3.11. Classification of assets and liabilities as current and non – current:

The Group presents assets and liabilities in Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
b) Held primarily for the purpose of trading,
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

a) It is expected to be settled in normal operating cycle,
b) It is held primarily for the purpose of trading,
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.12. Equity share capital

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

3.13. Revenue recognition

Revenue is recognised to the extent that it is probable that the future economic benefits will flow to the entity and it can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from license fees and other operating services

Revenue from license fees are recognised on a straight line basis over the license terms, except where the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary operating cost increases.

Revenue from operating services is recognized on satisfaction of performance obligation upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally

due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of services.

Revenue from sale of properties

The Company develops and sells residential properties. Revenue from contracts is recognised when control over the property has been transferred to the customer. Therefore, revenue is recognised at a point in time when the legal title has passed to the customer and the development of the property is completed. The revenue is measured at the transaction price agreed under the contract.

The Company invoices the customers for construction contracts based on achieving performance-related milestones

For the periods ended on or before March 31, 2018, the revenue from the property development activities is recognised based on the 'Percentage of completion method' (POC) when the outcome of the contract can be estimated reliably upon fulfillment as under:

Revenue from sale of properties under construction is recognised on the basis of percentage of completion method subject to transfer of significant risk and rewards to the buyer and outcome of real estate project can be estimated reliably. Percentage of completion is determined with reference to the project cost incurred on balance sheet date versus total estimated project cost determined based upon the judgement of management. Accordingly, cost of construction/ development is charged to Statement of Profit and Loss in proportion to the revenue recognised during the year and balance costs are carried as part of 'Project Work in Progress' under inventories. Accounts receivable/ received are reflected a Debtors/advance from customers, respectively, after considering income recognised in the aforesaid manner. The estimates of saleable area and costs are revised periodically by the management and that are considered as change in estimate accordingly, the effect of such changes to estimates is recognised in the year such changes are determined.

Revenue from hotel component of sale of rooms, foods and beverages

Revenue from hotel component of sale of rooms, banquets, foods and beverages, allied services relating to hotel operations are recognized upon rendering of the services. Sales and services are recorded inclusive of excise duty (wherever applicable) and net of sales tax, service tax and luxury tax. Revenue yet to be billed is recognised as unbilled revenue. Initial non-refundable membership fee is recognised as income over the period of validity of membership which reflects the expected utilization of membership benefits. Annual membership fees are recognised as income on time proportion basis. Contribution to customer loyalty programs calculated as per agreed percentages of qualifying revenues are accounted on accrual basis and the same is reduced from the revenue.

A contract asset (Trade receivable) is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs part of its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on the Company's future performance.

Interest income

Interest income from debt instrument is recognised using effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of financial asset to the gross carrying amount of financial asset. When calculating effective interest rate, the company expects cash flows by considering all contractual terms of financial instrument but does not consider the expected credit losses.

Dividends

Dividends are recognised when the right to receive the payment is established.

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FOR THE YEAR ENDED 31ST MARCH, 2019

3.14. Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for such capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds.

3.15. Employee Benefits

(i) Short-term Employee benefits:

All employees' benefits payable wholly within 12 months rendering services are classified as Short Term obligations. Benefits such as salaries, wages, short term compensated absences, performance incentives, expected cost of bonus and ex-gratia are recognised during the period in which the employees renders related services.

(ii) Post-employment benefits

a. Defined Contribution Plan

The defined contribution plan is post-employment benefit plan under which the Group contributes fixed contribution to a government administered fund and will have no legal or constructive obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund, Labour Welfare Fund and Employee State Insurance Scheme. The Group's contribution to defined contribution plans are recognised in the statement of profit & loss in the period in which the employee renders the related services.

b. Defined benefit plan

The Group has defined benefit plans comprising of gratuity. Group's obligation towards gratuity liability is funded and is managed by Life Insurance Corporation of India (LIC). The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the statement of profit & loss in subsequent periods.

The expected return on plan assets is the Group's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

The interest cost on defined benefit obligation and expected return on plan assets is recognised under employee benefit expense.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

(iii) Other long-term benefits

The Group's employees have other long-term benefits in the form of leave benefits. The present value of the other long term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions are recognised immediately in the statement of profit & loss as income or expense.

Gains or losses on the curtailment or settlement of other long-term benefits are recognised when the curtailment or settlement occurs.

(iv) Share-based payments

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- Including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit & loss, with a corresponding adjustment to other equity.

3.16. Income Taxes:

Current Income Tax:

Current Income Tax liabilities are measured at the amount expected to be paid to the taxation authorities using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and creates provisions where appropriate

Deferred Tax:

Deferred Tax is provided, using the Balance sheet approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred Tax is determined using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period.

Deferred Tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
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Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the company has a legally enforceable right and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit & loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

3.17. Provisions and contingencies

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using the government securities' interest rate for the equivalent period. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the financial statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.18. Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

4. Use of significant accounting estimates, judgments and assumptions

In the process of applying the Group's accounting policies, management has made the following estimates and judgements, which have significant effect on the amounts recognised in the financial statements:

(a) Depreciation and useful lives of Property, Plant and Equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

(b) Investment Property

Management has assessed applicability of Ind AS 40- Investment property to the property held to earn income from licensee fees. In assessing such applicability, management has considered the ownership of assets, terms of license agreement, various services provided to the licensee etc. The Group considers these other services as significant in addition to the License fees charged. Based on such assessment, the management has considered the mall property as owner-occupied property and hence classified as Property, Plant & Equipment.

(c) Recoverability of trade receivables

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. The Group uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

(d) Defined Benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(e) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

(f) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Estimates and judgments are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. They are continuously evaluated.

(g) Fair Value measurement

The Group measures financial instrument e.g. investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

5. Standards Issued but not Effective:

On March 30,2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Group from April 01, 2019.

A. ISSUE OF IND AS 116 - LEASES

Ind AS 116 will replace the existing leasing standard i.e. Ind AS 17 and related interpretations. Ind AS 116 introduces a single lessee accounting model and requires lessee to recognize assets and liabilities for all leases with non-cancellable period of more than twelve months except for low value assets. Ind AS 116 substantially carries forward the lessor accounting requirement in Ind AS 17.

B. AMENDMENT TO EXISTING STANDARD

The MCA has also carried out amendments of the following accounting standards:

i. Ind AS 101- First time adoption of Indian Accounting Standards
ii. Ind AS 103 – Business Combinations
iii. Ind AS 109 - Financial Instruments
iv. Ind AS 111 – Joint Arrangements
v. Ind AS 12 – Income Taxes
vi. Ind AS 19 – Employee Benefits
vii. Ind AS 23 – Borrowing Costs
viii. Ind AS 28 - Investment in Associates and Joint Ventures

Application of above standards are not expected to have any significant impact on the consolidated financial statements.

Note 6
Property, Plant and Equipment

(₹ In Lakhs)

	Free Hold Land	Lease Hold Land	Buildings	Plant & Machinery	Motor Car, Lorries & Vehicles	Office Furniture & Equipments	Software	Goodwill (Acquired)	Licenses & Franchises	Total	Capital Work In Progress	Intangible Assets Under Development
Gross Block :												
As At 1st April 2017	54,334.21	697.61	325,095.39	60,324.92	1,019.17	59,213.68	690.93	-	10.50	501,386.41		
Addition	87,307.64	-	36,520.52	2,737.33	116.75	6,387.70	120.39	26.17	-	133,216.49		
Adjustments/Deletions	-	-	839.97	226.36	60.52	204.89	62.85	-	-	1,394.59		
As at 31st March 2018	**141,641.85**	**697.61**	**360,775.94**	**62,835.89**	**1,075.40**	**65,396.49**	**748.47**	**26.17**	**10.50**	**633,208.32**	**-**	
Adjustments/Deletions												
Addition	84,814.37	-	16,382.52	1,835.36	133.59	3,875.34	75.55	-	-	107,116.73		
Adjustments/Deletions	-	-	23.38	484.05	157.97	1,763.71	(6.08)	-	-	2,423.03		
As at 31st March 2019	**226,456.22**	**697.61**	**377,135.08**	**64,187.20**	**1,051.02**	**67,508.12**	**830.10**	**26.17**	**10.50**	**737,902.02**	**-**	
Accumulated depreciation:												
As At 1st April 2017	-	49.45	37,026.78	19,811.27	559.84	26,107.50	440.61	-	1.90	83,997.35		
Addition	-	-	8,174.85	4,649.45	128.74	6,722.06	152.04	-	1.02	19,828.16		
Adjustments/Deletions	-	-	29.83	79.43	23.30	67.27	62.85	-	-	262.68		
Merger adjustment	-	-	-	-	-	-	-	-	-	-		
As at 31st March 2018	**-**	**49.45**	**45,171.80**	**24,381.29**	**665.28**	**32,762.29**	**529.80**	**-**	**2.92**	**103,562.83**		
Depreciation charge for the year	-	-	8,649.02	4,715.91	121.23	6,852.40	83.50	-	1.14	20,423.20	-	
Deductions / Adjustments	-	-	0.27	224.23	146.56	847.48	(0.13)	-	-	1,218.41	-	
As at 31st March 2019	**-**	**49.45**	**53,820.55**	**28,872.97**	**639.95**	**38,767.21**	**613.43**	**-**	**4.06**	**122,767.62**	**-**	
Net Book Value												
As at 31st March 2019	**226,456.22**	**648.16**	**323,314.53**	**35,314.23**	**411.07**	**28,740.91**	**216.67**	**26.17**	**6.44**	**615,134.40**	**89,603.85**	**21.58**
As at 31st March 2018	**141,641.85**	**648.16**	**315,604.14**	**38,454.60**	**410.12**	**32,634.20**	**218.67**	**26.17**	**7.58**	**529,645.49**	**50,250.66**	**0.31**

NOTES-

(i) Certain property, plant and equipment are pledged as collateral against borrowings, the details related to which have been described in Note 20 (A) and Note 26

(ii) Capital Work in Progress includes pre-operative expenses of ₹ 6,468.65 lakhs (31st March 2018 ₹ 7,680.79 lakhs)

(iii) Building Includes 10 shares in Sukhsagar Premises Co-op. Society Ltd. of 10 each

(iv) At the time of transition to Ind AS, the Company had opted to continue the policy to capitalise foreign currency fluctuation on long term borrowings as per previous Indian GAAP on all long term foreign currency borrowings outstanding on transition date (i.e. 1st April 2015). Accordingly, exchange loss aggregating to ₹ Nil (Previous year ₹ 58.24 Lakhs) was added to the cost of fixed assets by transferring from opening capital work in progress.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Note 7

Non Current Investments

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
A INVESTMENTS MEASURED AT COST	₹	₹	₹	₹
1. INVESTMENT IN EQUITY INSTRUMENTS				
In Associates				
Equity shares of ₹ 10/- each fully Paid up, unless otherwise stated.				
5,208 (P.Y. 5,208) Classic Housing Projects Pvt. Ltd.	1,407.65		1,408.28	
2,500,000 (P.Y. 2,500,000) Star Board Hotels Pvt. Ltd.	28.06		125.13	
5,000 (P.Y. 5,000) Mirabel Entertainment Pvt Ltd.	(6.57)		5.79	
38,49,058 (P.Y. 38,49,058) - Classic Mall Development Company Limited	28,737.67		25,167.02	
5,000 (P.Y. 5,000) Columbus Investment & Advisory Pvt Ltd	56.93		56.90	
		30,223.74		**26,763.12**
2. INVESTMENT IN DEBENTURES				
In Associates				
a) Compulsorily Fully Convertible Debentures (CCD) of ₹ 100/- each fully paid up				
7,000 (P.Y. 7,000) CCD's in Mirabel Entertainment Pvt Ltd	7.00		7.00	
1,383,999 (P.Y. 1,383,999) 0.0001% - Star Board Hotels Pvt Ltd	1,384.00		1,384.00	
3,51,564 (P.Y. 351,564) CCD's in Star Board Hotels Pvt Ltd	351.56		351.56	
		1,742.56		**1,742.56**
b) Optionally Convertible Debentures (OCD) of ₹ 100/- each fully paid up				
3,00,000 (P.Y. 300,000), 0.001% Series B Optionally Convertible Debentures in Classic Housing Projects Pvt. Ltd.	300.00		300.00	
120,000 (P.Y. 120,000) 0.001% Series C Optionally Convertible Debentures in Classic Housing Projects Pvt. Ltd.	120.00		120.00	
		420.00		**420.00**

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
B INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT AND LOSS				
INVESTMENT IN EQUITY INSTRUMENTS OF FACE VALUE ₹ 10/- EACH FULLY PAID UP UNLESS OTHERWISE STATED				
36,325 (P.Y. 36,325) - I.C.I.C.I. Bank Limited - face value of ₹ 2 each ****	144.87		101.14	
20 (P.Y. 20) Clariant Chemicals (India) Ltd.	0.07		0.11	
		144.94		**101.25**
C INVESTMENTS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME				
Equity shares of ₹ 10/- each fully Paid up, unless otherwise stated.				
36,86,484 (P.Y. 36,86,484) Galaxy Entertainment Corporation Ltd.	1,443.26		626.30	
8,05,000 (P.Y. 1,620,551) Graphite India Limited face value of ₹ 2 each	3,597.14		4,038.33	
584,726 (P.Y. 584,726) GKW Limited	4,567.59		11,008.63	
		9,607.99		**15,673.26**
10 (P.Y. 10) Treasure World Developers Pvt. Ltd. **	0.09		0.09	
25,356,940 (P.Y. 25,356,940) Entertainment World Developers Ltd (Refer Note No. 47)**	5,792.70		5,792.70	
5,000 (P.Y. 5000) Bartraya Mall Development Co. Pvt. Ltd **	0.50		0.50	
2,500,000 (P.Y. 2,500,000) Galaxy Entertainment India Pvt Ltd.	250.00		250.00	
80 (P.Y. 80) ordinary shares of ₹ 25/- each -fully paid of Rashtriya Mazdoor Madhyavarti Sahakari Grahak Sangh (Maryadit)	0.02		0.02	
1,000 (P.Y. 1000) The Cosmos Co-operative Bank Ltd Shares of ₹ 100 Each fully paid	1.00		1.00	
5,000 (P.Y. 5000) The Saraswat Co-op Bank Ltd	0.50		0.50	
		6,044.81		**6,044.81**
Investments In Preference Shares				
1,000,000 (P.Y. 1,000,000) 7% Cumulative Optionally Convertible Preference Shares fully paid up of Galaxy Entertainment India Pvt Ltd.	100.00		100.00	
250,000 (P.Y. 250,000) 7% Cumulative Optionally Convertible Preference Shares each Re. 0.50 paid up of Galaxy Entertainment India Pvt Ltd.	1.25		1.25	
50,000 (P.Y. 50,000) 10.50% Perpetual Non-cumulative Preference shares of ₹ 10 each in The Saraswat Co-Operative Bank Limited	5.00		5.00	
		106.25		**106.25**

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

		As at 31st March, 2019	As at 31st March, 2018
	Investments in Debentures		
	a) Compulsorily Fully Convertible Debentures of ₹ 100/- each fully Paid up, unless otherwise stated.		
	66,500 (P.Y. 66500) 0.0001% - Phoenix Retail Pvt. Limited	66.50	66.50
	38,545 (P.Y. 38,545) 0.0001% - Vigilant Developers Pvt. Limited	38.55	38.55
	4,000 (P.Y. 4,000) CCD's in ACME Hospitality Services Pvt Ltd	4.00	4.00
	34,000 (P.Y. 34,000) 0.0001% - Escort Developers Pvt Limited	34.00	34.00
	100,000,000 (P.Y. 100,000,000) Treasure World Developers Pvt. Ltd. - Face value ₹10 each. (refer note no.47)	10,000.00	10,000.00
		10,143.05	**10,143.05**
	b) Optionally Convertible Debentures		
	25,000 (P.Y. 25,000) 0.0001% Optional Fully Convertible Debentures of ₹10 each fully paid Up in UPAL Hotels Pvt Ltd	25.00	25.00
		25.00	**25.00**
D	**INVESTMENT IN CAPITAL OF PARTNERSHIP FIRM (MEASURED AT COST)**		
	Phoenix Construction Company	186.55	188.67
E	**OTHERS**		
	7 years - National Savings Certificates	0.70	0.70
	(Deposited with State Government and other authorities as security)		
		58,645.59	**61,208.67**
	Less: Aggregate provision for dimunition in value of investments (Refer Note No. 47)	(11,425.00)	(11,425.00)
Total Non- Current Investments		**47,220.59**	**49,783.67**

(₹ in Lakhs)

Particulars		As at 31st March, 2019	As at 31st March, 2018
1.	Aggregate Value of Quoted Investment		
	Book Value	9,752.93	15,774.51
	Market Value	9,752.93	15,774.51
2.	Aggregate Book Value of other Unquoted Investment	48,892.66	45,434.16

**** Out of 36,325 shares, 9,975 shares are held by a Bank in their name as security

50% shares of Classic Mall Developments commpany Limited are held subject to a non-disposal undertaking to the lender bank stating that it shall not dispose / transfer /pledge /encumber these shares owned/held in the company until the loans taken by these companies are fully repaid to the bank.

(₹ in Lakhs)

Category wise Non Current Investments	As at 31st March, 2019	As at 31st March, 2018
Financial Assets Measured at Cost	32,572.85	29,114.35
Financial Assets Measured at Fair value through Other Comprehensive Income	25,927.80	31,993.07
Financial Assets Measured at Fair value through Profit & Loss account	144.94	101.25
Total	**58,645.59**	**61,208.67**

Note 7.1 Investments in Associates includes cost of ESOP granted to employees of respective Associates as under :

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Classic Mall Development company Limited	-	20.22

Note 8

Financial Assets- Loans (Unsecured & Good)

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
Inter Corporate Loans and Deposits				
With related parties #	-	21.25	-	21.25
With Others				
Considered good	-	1,100.11	-	3,142.78
Considered doubtful	-	757.25	-	757.25
		1,857.36		3,900.03
Less : Allowances for doubtful receivables	-	(757.25)	-	(757.25)
		1,100.11		3,142.78
Other Loans				
Other Advance	300.00	-	300.00	-
Inter Corporate Deposits to Others	330.25	999.23	330.39	-
	630.25	**2,120.59**	**630.39**	**3,164.03**

Refer Note. 40

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2019

Note 9
Other Financial Assets

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
Fixed Deposit with Bank (Maturity more than 12 Months)*	10,240.06	-	8,576.58	-
Interest accrued but not due on Fixed Deposit	54.28	292.50	838.99	114.38
Interest accrued on Investments	-	1,432.52	-	1,451.48
Interest accrued on ICD's	-	198.67	-	276.10
Unbilled revenue	-	686.18	-	672.66
Deposits with others	306.08	40.13	17.26	37.97
Deposits with Related Parties #	-	5,517.75	-	5,517.75
	10,600.42	**8,167.75**	**9,432.83**	**8070.34**

* Fixed Deposits of The Phoenix Mills Ltd of ₹ 4,414.01 Lakhs (P.Y. ₹ 4,102.17 Lakhs) earmarked towards maintenance of DSRA as per loan agreement and Fixed Deposit of the Phoenix Mills Limited of ₹ Nil (P.Y ₹ 27.7 Lakhs) given as security for bank guarantee.
* Deposit of Pallazzio Hotel & Leisure Ltd of ₹ 443.54 Lakhs (P.Y. ₹570.41 Lakhs) earmarked for EPCG license, liquor license and bank guarantee given to pollution control board & electricity distribution company.

* Fixed deposit of Palladium Constructions Pvt Ltd of ₹113.92 lakhs (P.Y ₹.113.92 lakhs) furnished as Bank Guarantee to the Karnataka VAT Authorities towards the tax demand for Financial Year 2013-14 and ₹ 3,72.60 lakhs (P.Y. ₹726.78 lakhs) earmarked for EPCG license, liquor license and bank guarantee given to pollution control board & electricity distribution company.

* Deposit of Upal Developers Pvt Ltd of ₹28.87 lakhs (P.Y ₹ 3 Lakhs) given as security for Bank Guarantee

* Deposit of Blackwood Developers Pvt Ltd of ₹413 lakhs (P.Y. ₹413 lakhs) earmarked towards maintenance of DSRA as per loan agreement and Fixed Deposit of ₹5 Lakhs (P.Y. ₹Nil) is given as security for bank guarantee

* Deposit of Insight Mall Developers Pvt Ltd of ₹5 Lakhs (P.Y. ₹5 Lakhs) is given as security for Bank Guarantee

* Deposit of Destiny Retail Mall Developers Pvt Ltd of ₹852 lakhs (P.Y. ₹NIL) is given as security against secured loan

* Deposit of Alliance Spaces Pvt. Ltd. of ₹164.06 lakhs (P.Y. ₹NIL) is given as security earmarked towards maintenance of DSRA as per loan agreement

* Deposit of Vamona Developers Pvt. Ltd. of ₹2,959.87 lakhs (P.Y. ₹2,959.87 lakhs) is given as security earmarked towards maintenance of DSRA as per loan agreement and Fixed Deposit of ₹69.93 Lakhs (P.Y. ₹Nil) is given as security for bank guarantee

* Deposit of Upal Developers Pvt Ltd of ₹357 Lakhs (P.Y. ₹357 Lakhs) earmarked toward maintenance of DSRA

Refer Note 40

Note 10
Deferred Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
Deferred Tax Assets				
MAT Credit	4,586.33		5,465.29	
Disallowance under the Income Tax Act. 1961	7,362.64		2,301.90	
Carry Forward of Losses & Depreciation	3,751.25		9,277.99	
		15,700.22		**17,045.18**
Deferred Tax Liability				
Related to Fixed Assets	(1,520.17)		(2,747.36)	
Fair value of gain on investment	(281.93)	**(1,802.10)**	(355.14)	**(3,102.50)**
		13,898.12		**13,942.68**

Note 11

Other Non Current Assets

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
(Unsecured Considered Good)				
Capital Advances				
Others	2,262.05		7,096.94	-
With Related Party #	12.52		20.00	-
Deposits				
Security Deposits	1,044.24	223.70	1,028.84	39.50
Other Deposits	474.39	-	720.78	-
Non - Current Tax Assets (Net)	1,963.29	-	-	-
Others				
Advances recoverable in cash or kind	3,859.14	361.15	3,044.80	643.46
Prepaid Expenses	164.70	636.53	75.26	697.48
Advance to Vendors	669.17	1,644.63	397.19	2,786.86
Balance with statutory/government authorities	334.31	8,249.30	2,058.90	3,573.31
	10,783.81	**11,115.31**	**14,442.71**	**7,740.61**

Refer Note. 40

Note 12

Inventories

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Realty Work- In- Progress	67,567.19	43,192.12
Finished Realty Stock	21,880.11	22,414.19
Food & Beverages	417.56	543.10
Stores and spares	-	0.11
	89,864.86	**66,149.52**

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Note 13

Current Investments (Measured at Fair Value Through Profit & loss)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
4690.996 Units (P.Y 116271.987 Units) of Invesco India Liquid Fund	100.17	2,771.56
9767.278 Units (P.Y NIL) of Reliance Money Market Fund	272.43	-
8212.187 Units (P.Y. NIL) of Reliance Liquid Fund	388.11	-
17,888,532.586 Units (P.Y. NIL) HDFC Ultra Short Term Fund – Regular Growth	1,870.62	-
18,972,811.960 Units (P.Y. NIL) of IDFC Ultra Short Term Fund - Regular Plan Growth	2,009.41	-
196,731.904 Units (P.Y. 50,972.207 Units) of Invesco India Liquiod Fund – Growth	5,039.54	1,215.02
106,622.638 Units (P.Y. 147,316.88 Units) of L&T Liquid Fund - Regular Growth	2,722.75	3,499.98
6,702,075.978 Units (P.Y. NIL) of Kotak Savings Fund - Growth (Regular Plan)	2,008.72	-
166,665.738 Units (P.Y. NiL) of Invesco India Money Market Fund - Growth	3,560.40	-
43,849.298 Units (P.Y. NIL) of UTI Liquid Cash Regular Growth Plan	1,337.37	-
72,024.818 Units (P.Y. NIL) of HSBC Cash Fund - Growth	1,336.55	-
125,399.856 Units (P.Y. NIL) of Axis Liquid Fund - Growth	2,589.63	-
39,369.243 Units (P.Y. NIL) of Reliance Liquid Fund- Growth Plan - Growth Option (P.Y. 48,284.414 Units)	1,787.05	-
889,808.727 Units (P.Y. 2,083,953.142 Units) of Aditya Birla Sun Life Money Manager Growth - Regular Plan	2,226.98	4,815.46
1220.24 Units (P.Y. Nil) of Invesco Mutual Fund	31.26	-
Nil (P.Y. 677,019.567 Units) of India Bulls Liquid Fund- Existing Plan – Growth	-	11,439.32
Nil (P.Y. 2,595,909.979 Units) of JM High Liquidity Fund - Growth Option	-	1,229.84
Nil (P.Y. 48,284.414 Units) of Reliance Liquid Fund- Treasury Plan - Growth Plan - Growth Option	-	2,038.69
Nil (P.Y. 72,399.15 Units) of Kotak Floater Short Term- Growth (Regular Plan)	-	2,059.45
Nil (P.Y. 91,366.236 Units) of Principal Cash Management Fund - Regular Plan Growth	-	1,540.81
Nil (P.Y. 58,950.099 Units) of Edelweiss Liquid -Fund Regular Plan Growth	-	1,309.66
Nil (P.Y. 61709.476 Units) of UTI Money Market Fund	-	1,196.92
	27,280.99	**33,116.71**

Note 14

Trade Receivables

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Unsecured		
(a) Considered good	20,262.04	14,449.29
Less: Allowance for Expected credit loss	(1,125.75)	(1557.46)
(b) Credit impaired	1521.92	976.94
Less: Allowance for Expected credit loss	(1,105.83)	(953.44)
	19,552.38	**12,915.33**

Note 15

Cash and Cash Equivalents

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Cash on hand	93.38	39.96
Balances with banks		
In Current Accounts	3,612.31	2,852.02
In dividend account	186.00	185.23
In Fixed Deposits		
Deposits with original maturity of less than three months#	66.50	5.00
Cheques on hand	-	0.75
	3,958.19	**3,082.96**

#Fixed Deposit of The Phoenix Mills Limited of ₹ 17.19 Lakhs (P.Y ₹ Nil Lakhs) given as security for bank guarantee.

Note 16

Bank Balance other than above

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
In Fixed Deposits		
Deposits with original maturity of more than three months and less than One Year#	14,888.83	628.45
Earmarked balance held as security against borrowings*	350.00	350.00
	15,238.83	**978.45**

Term Deposit of Island Star Mall Private Limited of ₹ 1.27 Lakhs (P.Y ₹ 15.35 Lakhs) earmarked to Bank Guarantee given to Joint Commissioner of Commercial Taxes (Appeals) at Bangalore for disputed tax demand.
Fixed Deposit of Upal Developers Private Limited of ₹ Nil (P.Y ₹ 21.24 Lakhs) given as security for Bank guarantee.
Fixed Deposit of Offbeat Developers Private Limited of ₹ Nil (P.Y ₹ 68.66 Lakhs) given as security for Bank guarantee.
#Fixed Deposit of The Phoenix Mills Limited of ₹ 14.84 Lakhs (P.Y ₹ 14.84 Lakhs) given as security for bank guarantee.-
* Earmarked balance of Island Star Mall Private Limited of ₹ 350 Lakhs (P.Y. 350 Lakhs) represents bank balance, held by the entity that is not available for use by the Company, as it is pledged with a bank to fulfill collateral requirements of the Borrowings taken by the Company.

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Note 17
Current Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advance income tax (net of provisions)	9,291.62	9,280.82
	9,291.62	**9,280.82**

Note 18
Share Capital

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Authorised		
225,000,000 Equity Shares (P.Y. 225,000,000) of ₹ 2 each	4,500.00	4,500.00
Issued, subscribed and paid up		
153,289,801 Equity Shares (P.Y. 153,141,740) of ₹ 2 each	3,065.80	3,062.83
	3,065.80	**3,062.83**
Note 18.1 Reconciliation of number of shares outstanding is set out below:-		
Equity Shares outstanding at the beginning the year	1,531.42	1,530.67
Add : Issued during the year on exercise of employee options	1.48	0.75
Shares outstanding at the end of the year	**1,532.90**	**1,531.42**

Note 18.2 Terms and Rights attached to equity shareholders:-

The Company has only one class equity shares having face value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. Equity shareholder are also entitled to dividend as and when proposed by the Board of Directors and approved by Share holders in Annual General Meeting. In the event of liquidation of the company, the holder of Equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts which shall be in proportion to the number of shares held by the shareholders.

Note 18.3 Shares in the Company held by each shareholder holding more than 5 % Shares

	As at 31st March, 2019		As at 31st March, 2018	
Particulars	**No. of Shares**	**% of Holding**	**No. of Shares**	**% of Holding**
Name of Shareholder				
Ruia International Holding Company Private Limited	49,347,248	32.22%	49,347,248	32.22%
Senior Holdings Private Limited.	15,490,049	10.11%	15,490,049	10.11%
Radhakrishna Ramnarain Private Limited.	11,667,800	7.62%	11,667,800	7.62%
Ashok Apparels Private Limited.	9,670,665	6.31%	9,670,665	6.31%

Note 18.4 Issue of shares for ESOP - PML

During the period of five years immediately preceding reporting date, the company has issued total 4,52,449 shares (P.Y. 3,04,388 shares) on exercise of options granted under the Employees Stock Options (ESOP), wherein part consideration was received in the form of employee services.

Note 19

Other Equity

(₹ in Lakhs)

		As at 31st March, 2019		As at 31st March, 2018
Capital Reserves				
As per Last Balance Sheet		**185.25**		**185.25**
General Reserve				
As per Last Balance Sheet		**22,918.36**		**22,918.36**
Securities Premium				
As per Last Balance Sheet	134,785.61		134,539.95	
Add:- On Issue of Shares	487.80		245.66	
		135,273.41		**134,785.61**
Share Based Payment Reserve				
As per last Balance Sheet	950.73		338.12	
Add: ESOPs Cost for the year	425.05		612.61	
		1,375.78		**950.73**
Capital Reserve (on Consolidation)		-		-
Retained Earnings				
Surplus/(defecit) in the Statement of profit and loss				
As per Last Balance Sheet	110,478.08		53,808.37	
Retrospective application of Ind As-21 Amendment [Refer Note.61(B)]	(165.30)		20.39	
Net Profit for the year	42,101.78		24,216.06	
Impact of Acquisition/Disposal/Change in Controlling Interest	33,786.10		36,851.95	
Adjustment relating to cumulative effect of applying Ind AS-115 [Refer Note 61(A)]	(11,323.26)		-	
Final Dividend (₹ 3.00/- Per share) (P.Y. ₹ 2.40/-Per share)	(3,983.03)		(3,670.75)	
Tax on Dividends	(818.76)		(747.94)	
		170,075.61		**110,478.08**
Other Comprehensive Income				
As per Last Balance Sheet	12,810.45		154.41	
Movement in OCI (net)during the year	1,689.65		12,648.60	
Impact of Acquisition/Disposal/Change in Controlling Interest	17.50	**14,517.60**	7.44	**12,810.45**
TOTAL OTHER EQUITY		**344,346.01**		**282,128.48**

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Nature & Purpose of Reserves

1) Capital Reserve: Capital reserve represents reserve created pursuant to the business combinations upto year end.
2) Securities Premium: Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.
3) Share Based Payment Reserve: Reserve relates to stock options granted by the Group to employees under an employee stock options plan.
4) General Reserve: General reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as dividend payout, bonus issue, etc.

Note 20
Borrowings

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
Secured				
Loans from Financial Institution	43,496.71	2,448.85	15,908.50	433.97
Loans from Banks	2,79,364.92	23,800.15	295,563.75	20,274.56
Vehicle Loans	0.40	19.73	12.05	851.01
Unsecured				
0.0001% Series A Optionally Convertible Debentures of ₹ 100 each	2,300.00	-	-	-
Zero Coupon Non Convertible Fully Redeemable Non Transferrable Debentures series "F"	-	-	2,300.00	-
Loan from other	12,097.26	-	-	-
Optionally Fully Convertible Unsecured Debentures (OFCD) "Series I"	5,934.85	-	5,934.85	-
Less: Amount disclosed under the head "Other Current Liabilities" (Note 22)	-	(26,268.73)	-	(21,559.54)
	343,194.14	**-**	**319,719.15**	**-**

(i) Loans of ₹ 77,838.03 lakhs (P.Y. ₹ 70,452.92 Lakhs) of The Phoenix Mills Limited by Registered Mortgage in respect of certain immovable properties situated at High Street Phoenix, Senapati Bapat Marg , Lower Parel, Mumbai and by hypothecation of rentals receivable from licencees.

(ii) Loans of ₹ 47,812.50 Lakhs (P.Y. ₹ 56,575.90 Lakhs)for Pallazzio Hotels & Leisure Limited, are secured by Registered Mortgage in respect of certain immovable properties goods, movable properties, including movable machinery, machinery spares, tools and accessories both present and future. First pari passu charged / exclusive charge on all the movable fixed assets, current assets and receivables (both present and future), including escrow of the same project.

(iii) Loan of ₹ 54,727.80 Lakhs (P.Y. ₹ 59,252.09 Lakhs) of Vamona Developers Private Limited secured by future Lease Rent Receivables and a pari passu charge over the land and building of the Mall i.e. Phoenix Marketcity at Viman Nagar, Pune.

(iv) Loans of ₹ 37,731.34 Lakhs (P.Y. ₹ 41,476.87 Lakhs) for Island Star Mall Developers Private Limited,are secured on paripassu basis by equitable mortgage of immovable properties namely 'Mall Building' and 'Multiplex Building', admeasuring approximately 93,529 sq. mts. in aggregate, alongwith an undivided interest to the extent of approximately 21,915.59 Sq. Mts. in the land appurtenant to the said structures forming an undivided part of the plot area of approximately 59,995 sq. mts., situated at Whitefield, Bengaluru and hypothecation of lease rental/ sales receivable from retailers and lien on the DSRA/ ESCROW Account.

(v) Loans of ₹ 63,174.39 Lakhs (P.Y. ₹ 63,174.39 Lakhs) for Offbeat Developers Private Limited are secured by pari passu charge over specified area of land and building of Retail mall & AGH and first pari passu charge on escrow of lease rental from mall and art guild house at kurla -mumbai, Loans of ₹ Nil (P.Y. ₹ 12,500 Lakhs) is secured by exclusive charge by way of registered mortgage on entire land of phase II (Art Guild House) along with the super structures built thereon (present and future) and on all moveable fixed assets and current assets including receivables/future receipts and excrow receipts pertaining to Art Guild House project.

(vi) Loans of ₹ 7,322.51 Lakhs (P.Y. ₹ 7,930.72 Lakhs) of Upal Developers Private Limited are secured by Registered mortgage of Shopping Mall and Multiplex Complex known as Phoenix United Mall, and assignment of future rental.

(vii) Loans of ₹ 9,533.50 Lakhs (P.Y. ₹ 8,361.14 Lakhs) of Blackwood Developers Private Limited are secured by Registered mortgage of Shopping Mall and Multiplex Complex known as Phoenix United Mall, and assignment of future rental.

(viii) Loans of ₹ 16,104.22 Lakhs (P.Y. ₹ 16,101.38 Lakhs) for Palladium Constructions Private Limited,are secured on paripassu basis by Registered mortgage of immovable properties namely 'Phase 1 (Tower-1-5)' of Project One Banglore West, 'Phase 2 (Tower-6)' of Project One Banglore West, admeasuring approximately 14,87,000 sq. ft. in aggregate and Paripassu charge over Courtyard Marriott,Agra is a c. 189 key 5 Star hotel, Loan amount includes Bank over draft facility.

(ix) Loans of ₹ 10,736.12 Lakhs (P.Y. ₹ 8,980.85 Lakhs) for Graceworks Realty & Leisure Private Limited, is secured by first and exclusive registered mortgage of immovable property situated at Kurla (Mumbai), and hypothecation of lease rental, lease deposit and sales proceeds.

(ix) Loans of ₹ 19,582.21 Lakhs (P.Y. ₹ Nil) for Destiny Retail Mall Developers Private Limited, is secured by first and exclusive registered mortgage of immovable property situated at Lucknow (Gomtinagar), and hypothecation of lease rental, lease deposit and sales proceeds.

(x) Loans of ₹ 6,000 (P.Y. Nil) for Alliance Spaces Private Limited, is Secured by future Lease Rent Receivables and a pari passu charge over the building and proportionate share of undivided land at Phoenix Marketcity - Viman Nagar, Pune.

B Vehicle Loans are secured by the hypothecation of respective vehicles.

C Maturity Profile of Long Term Borrowings are as under:

1) Repayment of Loans from Financials Institutions will be as under:

(₹ in Lakhs)

Year	For the Year Ended 2019	For the Year Ended 2018
FY 2018-19	-	1,039.74
FY 2019-20	2,448.84	1,410.68
FY 2020-21	2,448.12	1,621.98
FY 2021-22	2,779.77	1,858.40
FY 2022-23	3,150.78	2,123.51
FY 2023-24	7,315.26	2,420.24
FY 2024-25	8,390.20	2,751.76
FY 2025-26	4,545.20	1,548.72
FY 2026-27	3,967.79	1,173.30
FY 2027-28	3,195.99	1,065.26
FY 2028-29	2,275.00	-
FY 2029-30	2,625.00	-
FY 2030-31	2,800.00	-

2) Repayment of Loans from Banks will be as under:

(₹ in Lakhs)

Year	For the Year Ended 2019	For the Year Ended 2018
	Amount	Amount
FY 2018-19	-	19,632.43
FY 2019-20	23,626.16	22,765.28
FY 2020-21	31,689.52	31,447.64
FY 2021-22	38,734.36	41,243.90
FY 2022-23	40,284.50	43,182.63
FY 2023-24	39,049.80	35,712.77
FY 2024-25	31,333.96	31,496.15
FY 2025-26	24,603.49	20,465.30
FY 2026-27	21,690.92	16,347.01
FY 2027-28	20,511.83	16,606.85
FY 2028-29	15,788.51	15,772.32
FY 2029-30	8,296.77	10,572.38
FY 2030-31	7,200.00	9,999.99

3) Vehicle Loans are repayable within 1 to 4 years.

D Terms & Conditions of Debentures are as under :

Unsecured

Pallazzio Leisure & Hotels Limited had issued two zero coupon fully redeemable non convertible unsecured debentures to body corporate of ₹2,300 Lkhs each [including the holding company, Phoenix Mills Limited] with an underlying right to occupy the certain portion of Company's premises. The Company had an option but not an obligation to redeem the series F debentures, only collectively during the option window period of three months from (a) the expiry of 7 years from the date of which Company receives all the statutory approvals to commence business and the debenture holders were allowed to take possession upon payment of the face value of the debentures along with the premium which will be computed as per the terms mentioned in the debenture certificate [for each 12 month period commencing from the date of issue of debentures till redemption] by the Company at an annualized rate equivalent to the average interest rate by the lenders for that year plus 2.5%, quarterly compounded (b) the expiry of 14 years from the date of which Company receives all the statutory approvals to commence business and the debenture holders were allowed to take possession upon payment of the face value of the debentures along with the premium which will be computed as per the terms mentioned in the debenture certificate [for each 12 month period commencing from the date of issue of debentures till redemption] by the Company at an annualized rate equivalent to the average interest rate by the lenders for that year plus 2%, quarterly compounded. During the year, the Company has converted NCD of ₹ 4,600 Lakhs into 0.0001% OCD aggregating to ₹ 4,600 Lakhs and accordingly, right to occupy certain portion of Company's premises by NCD holders has been relinquished.

Pallazzio Leisure & Hotels Limited has issued 21,980,912 (Previous year: 21,980,912) Optionally Fully Convertible ""Series I"" Unsecured Debentures (OFCD) of ₹100 each to body corporate [including the holding company, Phoenix Mills Limited] at face value. The Company has an option to convert OFCD into Equity shares of the Company at any time after 30th March 2017 . In case of conversion, 1 OFCD of ₹100 each will be converted into such number of Equity shares of ₹100 each at a premium of ₹575 per share. Further at the option of the Company, OFCD may be redeemed within 10 years from the date of allotment in one or more tranches at a premium not exceeding ₹10 per OFCD. The OFCDs carries coupon rate @4% which will accrue only at the time of redemption & it will be payable at the time of redemption of the instrument by the Company.
OFCD are convertible into fixed number of equity shares at fixed price and at the option of the Company and hence meet the definition of equity based on the management intention / judgement that it would exercise the option of conversion.

Note 21

Trade Payables

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	
Trade Payables				
Total outstanding dues of micro enterprises and small enterprises	-	453.97	-	103.31
Total outstanding dues of creditors other than micro enterprises and small enterprises	15.25	14,317.03	44.04	10,841.40
	15.25	**14,771.00**	**44.04**	**10,944.71**

Note 22

Other financial liabilities

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
Current maturities of long-term borrowings	-	26,268.73	-	21,559.54
Retention Payable to Contractors	-	-	167.13	-
Security Deposit Received	16,074.09	30,507.38	16,462.06	23,565.19
Interest accrued but not due on borrowings	-	2,012.78	-	682.97
Interest accrued but not due - Related Party	-	661.74	-	245.90
Interest accrued and due on borrowings	-	90.72	-	71.08
Creditors for Capital Expenditure	-	2,225.16	1,043.42	54,898.07
Application money received for allotment	-	8.35	-	-
	16,074.09	**61,774.86**	**17,672.61**	**1,01,022.75**

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Note 23
Provisions:

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
Provision for Employee Benefits				
Provision for Gratuity	352.82	97.33	182.96	40.62
Provision for compensated absenses	400.88	276.86	355.32	252.78
Other Provisions				
Property Tax #	-	4,828.00	-	3,851.00
Others	26.91	316.65	-	940.09
Provision for premium on redemption of zero coupon non convertible debentures series "F" (Refer Note 60)	-	-	4,809.89	-
	780.61	**5,518.84**	**5,348.17**	**5,084.49**

Provision for Property Tax

(₹ in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Opening Balance	3,851.00	2,874.00
Add: Provision during the year	977.00	977.00
Closing Balance	**4,828.00**	**3,851.00**

Note 24
Deferred Tax Liability

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Related to Fixed Assets	33.21	18.08
	33.21	**18.08**

Note 25
Other Non Current Liabilities

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Non Current	Current	Non Current	Current
Statutory Dues	-	6,483.00	-	7,409.72
Other Payables #	597.13	16,591.97	179.60	7,937.88
Security Deposits/Advance From Occupants/ Licensees or Customers	594.40	13,566.91	752.67	9,653.89
Deposit from Related Party##	-	125.00	-	125.00
Deposit/ received from Customers	-	-	371.31	-
Other Deposit	-	0.44	-	-
Income Received in Advance	363.31	6,062.98	-	6,078.65
Unpaid Dividends*	-	186.00	-	185.24
	1,554.84	**43,016.30**	**1,303.58**	**31,390.38**

* These Figures do not include any amounts, due and outstanding to be credited to investor education & protection fund

Others include advance of ₹ 1,918.80 Lakhs (P.Y. ₹ 1,918.80 Lakhs) received against the debentures of TWDL (Refer Note 47)
Refer Note. 40

Note 26
Short Term Borrowings:

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Secured		
Loans from Bank	34,591.35	20,199.31
Unsecured		
Loans and Advances from related parties	19,987.76	4,842.24
Loan from Others	330.37	330.37
	54,909.48	**25,371.92**

Bank Overdraft/Cash Credit facility of ₹ 20,692.12 Lakhs (P.Y. ₹ 18,116.62 lakhs) are secured against assets stated in Note 20 (i) to (x)

Note 27
Current Tax Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Tax Provision (net of taxes paid)	205.86	12.91
	205.86	**12.91**

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Note 28
Revenue From Operations

(₹ in Lakhs)

	2018-19	2017-18
Sales		
From Reality Sales	37,984.09	15,617.33
License Fees and Rental Income	86,643.36	76,239.07
Service Charges	31,032.05	31,216.21
Room Rent Income	15,360.57	13,936.85
Food, Beverages and Banquet Income	17,615.74	17,228.72
Other Operating Income	9,520.24	7,747.13
	198,156.05	**161,985.31**

Note 29
Other Income

(₹ in Lakhs)

Particulars	2018-19	2017-18
Interest at amortised cost	3,715.69	1,675.74
Dividend Income	363.99	140.13
Income from assets measured at fair value through Profit & Loss		
Profit on sale of Financial Assets	2,173.09	2,060.12
Financial assets measured at FVTPL	975.90	1,219.58
Profit on sale of Assets	2.19	0.24
Others		
Project Technical Services/Professional Fees	8.00	167.15
Foreign Exchange (Gain)/Loss	-	0.01
Miscellaneous Receipts	182.76	277.59
Balance/(Provisions) Written Back	1,091.77	21.76
	8,513.39	**5,562.32**

Note 30
Cost of Materials Consumed

(₹ in Lakhs)

	2018-19		2017-18	
Food and Beverage Consumed				
Purchases	4,813.17		4,887.34	
Realty Sales				
Construction & Other related costs	41,277.04		12,800.85	
		46,090.21		**17,688.19**

Note 31
Change In Inventory

(₹ in Lakhs)

	2018-19		2017-18	
Food and Beverage Consumed				
Stock at begning of the year	543.10		505.24	
Stock at closing of the year	417.56		543.10	
Net (Increase)/Decrease		**125.54**		**(37.86)**
Realty Sales				
Opening Work In Progress	71,242.89		93,578.08	
Closing work in progress	89,346.73		71,242.89	
Adjustment Ind As 115/Transfer to FA	6,235.03		26,810.07	
Net (Increase)/Decrease		**(24,338.87)**		**(4,474.88)**
Opening Finished Goods	113.20		128.16	
Closing Finished Goods	100.57		113.20	
		12.63		**14.96**
		(24,200.70)		**(4,497.78)**

Note 32
Employee Benefits Expense

(₹ in Lakhs)

	2018-19	2017-18
Salaries, Wages & Bonus	14,493.83	13,747.08
Contribution to Provident Fund & Other Funds	874.76	454.66
Staff Welfare Expenses	325.46	367.50
Share based payments cost	456.24	158.00
	16,150.29	**14,727.24**

Note 33
Finance Costs

(₹ in Lakhs)

	2018-19	2017-18
Interest Expenses for financial liabilities at amortised cost	34,688.69	32,905.22
Premium on Non Convertible Debenture	-	1,034.28
Other Borrowing Costs	369.22	821.23
	35,057.91	**34,760.73**

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Note 34
Other Expenses

(₹ in Lakhs)

	2018-19		2017-18	
Electricity		16,412.02		17,504.71
Repairs and Maintenance:-				
Buildings	4,019.34		1,787.43	
Machinery & Vehicles	2,650.41		2,582.67	
Others	1,425.36		822.32	
		8,095.11		5,192.42
Foreign Exchange (Gain)/Loss		50.21		19.98
Insurance		497.65		461.34
Stores and Operating Supplies		1,539.90		1,620.41
Rent, Rates & Taxes		322.96		625.98
Property Tax		4,336.90		4,301.30
Water Charges		681.76		679.47
Communication expenses		452.16		446.33
Postage & Courier		6.81		5.92
Prinitng & stationary expenses		130.77		154.47
Legal and Professional charges		5,118.96		3,390.87
Travelling Expenses		585.34		573.67
Auditors' Remuneration		172.50		146.41
Directors' sitting fees & Commission		28.75		10.80
Compensation		189.53		184.08
Donation		288.71		222.79
Loss on Assets Sold/Discarded		776.67		536.22
Loss on sale of Investment		1.52		108.70
Advertisement & Sales Promotion		7,971.10		7,887.97
Bank charges		47.55		104.56
Brokerage		382.07		206.62
Rebate & Settlement		478.46		604.69
Bad debts & Sundry balances written off	7.61		7.07	
Provision for Expected Credit Loss & Advances	268.27	275.88	467.16	474.23
Parking Expenses		267.49		274.87
Office Expenses		95.64		112.32
Management Fee		1,809.47		1,152.31
Security Charges		2,436.82		3,595.46
Housekeeping Expenses		4,221.62		2,783.60
General Expenses		1,261.55		959.14
Miscellaneous Expenses		1,864.26		1,957.78
Share of Loss from a Partnership Firm		2.12		1.98
		60,802.26		**56,301.40**

35 Taxation

Income tax related to items charged or credited to profit or loss during the year:

(₹ in Lakhs)

		2018-19	2017-18
A	**Statement of Profit or Loss**		
1.	Current Income Tax	10,911.18	6,872.20
		10,911.18	**6,872.20**
2.	Adjustments in respect of Income Tax of previous year		
	Current Income Tax	59.43	8.58
		59.43	**8.58**
3.	Minimum Alternate Tax credit entitlement	(2,723.61)	(3,205.18)
		(2,723.61)	**(3,205.18)**
4.	Deferred Tax expenses/ (benefits):		
	Relating to origination and reversal of temporary differences	2,740.30	3,903.99
		2,740.30	**3,903.99**
Total Income tax Expenses (1 to 4)		**10,987.30**	**7,579.59**
B	**Reconciliation of Current Tax expenses:**		
	Profit /(Loss) from Continuing operations	57,156.16	28,739.69
	Applicable Tax Rate	34.94%	34.61%
	Computed tax expenses	**19,972.64**	**9,946.33**
	Additional allowances As per Income Tax Act	(9,888.71)	(8,001.20)
	Income not allowed/exempt for tax purposes	(1,855.52)	(2,079.23)
	Expenses not allowed for tax purposes	3,133.03	3,105.72
	Carry Forward Loss utilised	(1,440.78)	(1,533.49)
	Other temporary allowances	227.09	(361.28)
	Additional Tax payable due to MAT provisions	1,522.67	6,356.21
	Non Taxable Subsidiarie and Effect of Differential Tax Rate	(699.81)	(552.18)
		10,970.61	**6,880.78**
	Effective Tax Rate	19.19%	23.94%
C.	**Deferred Tax Recognised in statement of profit and Loss relates to the following:**		
	Accelerated depreciation for tax purpose	(3,636.56)	1,968.17
	Remeasurement Gain on Mutual Fund	(91.02)	372.96
	Expenses allowable on payment basis	(106.70)	(1,353.85)
	Provision for loss allowance	2,049.38	(27.38)
	Other temporary differences	5,332.47	2,377.57
	Unused Carry Forward losses	(807.27)	566.52
	MAT Credit	(2,723.61)	(3,205.18)
	Deferred Tax Liabilities/ (Asset)	**16.69**	**698.81**

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(₹ in Lakhs)

	2018-19	2017-18
D. Reconciliation of deferred tax liabilites/(asset) net:		
Opening balance as on 1st April	(13,924.60)	(12,517.17)
Tax expenses/ (income) for the year	16.69	698.81
Add/(Less): MAT/Opening balance adjustment	43.00	(2,260.11)
Add/(Less): On Account of Acquisition/Merger/Disposal of Subsidiary	-	153.87
Closing balance as on 31st March	**(13,864.91)**	**(13,924.60)**

E. The Group has not recognised any deferred tax liabilities for taxes that would be payable on the Group's share in unremitted earnings of certain of its subsidiaries because the Group controls when the liability will be incurred and it is probable that the liability will not be incurred in the foreseeable future.

F. In case of certain Subsidiaries Deffered Tax Assets has not been recognised on Carry Forward Losses.

36. Fair Value of Financial Assets and Liabilities:

Set out below is the comparison by class of carrying amounts and fair value of Company's financial instruments that are recognised in the financial statements.

(₹ in Lakhs)

	As at 31st March, 2019		As at 31st March, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets designated at fair value through Profit and Loss				
Investments				
- in Equity shares	144.94	144.94	101.25	101.25
Financial assets designated at fair value through Other Comprehensive Income				
Investments				
- Equity Shares*	15,653.50	15,653.50	21,718.77	21,718.77
- Preference Shares	106.25	106.25	106.25	106.25
- Compulsorily Convertible Debentures	10,143.05	10,143.05	10,143.05	10,143.05
- Optionally Convertible Debentures	25.00	25.00	25.00	25.00
- Capital Investment in Partnership Firm	186.55	186.55	188.67	188.67
Trade Receivables	19,552.38	19,552.38	12,915.33	12,915.33
Cash and Cash Equivalents	3,958.19	3,958.19	3,082.96	3,082.96
Loans and Advances	2,750.84	2,750.84	3,794.42	3,794.42
Deposits with Banks	15,238.83	15,238.83	978.45	978.45
Other financial assets	18,768.17	18,768.17	17,503.17	17,503.17
TOTAL	**86,527.70**	**86,527.70**	**70,557.32**	**70,557.32**
Financial liabilities designated at amortised cost				
Borrowings	424,372.35	424,372.35	366,650.61	366,650.61
Trade payables and others	14,786.25	14,786.25	10,988.75	10,988.75
Other financial liabilities	51,580.22	51,580.22	97,135.82	97,135.82
TOTAL	**4,90,738.82**	**4,90,738.82**	**4,74,775.18**	**4,74,775.18**

*In respect of Investment in equity shares of EWDL having carrying value of ₹ 5,792.70 Lakhs and in CCD's of TWDPL having carrying value of ₹ 10,000 Lakhs the financial information on the assets and liabilities position of these companies for determining the fair value for the current period is not available, same has been carried at cost.

During the year, groups sold equity investments recognised at fair value through other comprehensive income having fair value of ₹ 7,904.87 Lakhs (P.Y. ₹ 2,736.25 Lakhs) on the respective date of sale to maximise the returns.

Fair valuation techniques:

The Group maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values

Fair value of the Equity Shares are based on price quoted on stock exchange.

Fair value of unquoted equity shares and CCD's is taken at intrinsic value.

Fair value of Long term Borrowings is calculated based on discounted cash flow.

Fair value of Financial Assets & Financial Liability(except Long term Borrowings) are carried at amortised cost and is not materially different from it's carrying cost.

Fair Value hierarchy:

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

Level 1: Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). Fair value of the financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on The Group specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(₹ in Lakhs)

	As at 31st March, 2019			As at 31st March, 2018		
Particulars	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Assets /Liabilities measured at fair value						
Financial Asset:						
Investments						
- in Equity shares	9,753.63	-	6,044.81	15,775.21	-	6,044.81
- Compulsorily Convertible Debentures	-	-	10,143.05	-	-	10,143.05
- Optionally Compulsorily Convertible Debentures	-	-	25.00	-	-	25.00
- Preference Shares	-	-	106.25	-	-	106.25

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Reconciliation of fair value of mesurement categorised within level 3 of the value hierarchy

Particulars	(₹ in Lakhs)
Fair value as at 1st April, 2017	24,501.12
Purchase/Sales of Financial Instruments	(8,182.00)
Amount transferred to/from level 3	-
Fair value as at 31st March, 2018	16,319.12
Purchase/Sales of Financial Instruments	-
Amount transferred to/from level 3	-
Fair value as at 31st March, 2019	16,319.12

Financial Instruments measured at Fair value - Level III

Type	Valuation Technique	Significant Observable Input	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in unquoted equity shares, OFCDs and CCDs	Adjusted NAV (Net Asset Value) method. Adjusted NAV method involves determination of fair values of asset/ liability/business based on its book value with appropriate relevant adjustments.	Not Applicable	Not Applicable

37. Financial risk Management:

The Group's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

- **Market risk:**

  Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and investments in securities.

- **Foreign currency risk**

  Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.
  The groups is exposed to foreign exchange risk through purchases of goods or services from overseas supplier in foreign currency. The group generally transacts in US dollar. The foreign exchange rate exposure is balanced by purchasing of goods or services in the respective currency.
  The group is exposed to insignificant foreign exchange risk as at the respective reporting dates.

- **Interest rate risk**

  Fluctuation in fair value or future cash flows of a financial instrument because of changes in market interest rates gives rise to interest rate risk. Almost 100% of the company's borrowings are linked to BR + 1.75% p.a. floating at Monthly rest including TP. With all other variables held constant, the following table demonstrates the impact of change in interest rate on borrowing cost on floating rate portion of loans.

Increase/ (decrease) in Interest cost of Long term borrowings for the year:

(₹ in Lakhs)

Change in Rate of Interest	Effect on Profit/(Loss) before tax	
	2018-19	2017-18
+1%/-1%	3,694.63	3,412.79

- **Commodity and Other price risk**

  The group is not exposed to the commodity and other price risk.

- **Credit Risk**

  Credit risk is the risk of financial loss to The Group that a customer or counter party to a financial instrument fails to meet its obligations. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds, financial institutions and other financial instruments.

  Trade and other receivables:

  The group extends credit to customers in normal course of business. The group considers factors such as credit track record in the market and past dealings for extension of credit to customers. To manage credit risk, 1he group periodically assesses the financial reliability of the customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Outstanding customer receivables are regularly monitored to make an assessment of recoverability. Receivables are provided as doubtful / written off, when there is no reasonable expectation of recovery. Where receivables have been provided / written off, the group continues regular followup , engage with the customers, legal options / any other remedies available with the objective of recovering these outstandings.

  The group is not exposed to concentration of credit risk to any one single customer since services are provided to vast specturm and hence, the concentration of risk with respect to trade receivables is low. The Group also takes security deposits, advances , post dated cheques etc from its customers, which mitigate the credit risk to an extent."

  Cash and cash equivalents and other investments

  The Group is exposed to counter party risk relating to medium term deposits with banks and investment in mutual funds.

  The Group considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which The Group has also availed borrowings. The Group does not maintain significant cash and deposit balances other than those required for its day to day operations.

  Exposure to credit risk

  The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at 31st March 2019 and 31st March 2018 is as follows:

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Financial assets for which loss allowances is measured using 12 months Expected Credit Losses (ECL):

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Cash and cash equivalents	3,958.19	3,082.96
Bank Deposits	15,238.83	978.45
Loans	2,750.84	3,794.42
Other financial assets	18,768.17	17,503.17
Financial assets for which loss allowances is measured using Life time Expected Credit Losses (ECL):		
Trade receivables	19,552.38	12,915.33

Life time Expected credit loss for Trade receivables under simplified approach

(₹ in Lakhs)

	Past Due				
Aging of Trade Receivables	**0-90 days**	**90-180 days**	**180 - 360 days**	**over 360 days**	**Total**
As at 31st March, 2019					
Gross Carrying Amount	14,668.49	2,638.76	876.34	3,600.37	21,783.96
Expected credit losses (Loss allowance provision)	67.53	82.54	106.80	1,974.71	2,231.58
Net Carrying Amount	**14,600.96**	**2,556.22**	**769.54**	**1,625.66**	**19,552.38**
As at 31st March, 2018					
Gross Carrying Amount	9,565.25	988.63	1,082.51	3,774.90	15,411.29
Expected credit losses (Loss allowance provision)	74.54	68.06	225.03	2,128.33	2,495.96
Net Carrying Amount	**9,490.71**	**920.57**	**857.48**	**1,646.57**	**12,915.33**

Reconciliation of Changes in the life time expected credit loss allowance:

(₹ in Lakhs)

	2018-19	2017-18
Loss allowance on 1 April,	2,495.96	3,778.00
Provided during the year	455.98	615.44
Amount written off during the year	(584.72)	(1,897.48)
On Account of reversal of provision	(135.64)	-
Loss allowance on 31st March,	2,231.58	2,495.96

Cash and Cash equivalent, other Investment, Loans an other financial assets are neither past due nor impaired. Management is of view that these financial assets are considered good and 12 months ECL is not provided.

- **Liquidity risk**

  Liquidity risk is the risk that the group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Group objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current borrowings are sufficient to meet its short to medium term expansion needs. Management monitors The Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Group is required to maintain ratios (such as debt service coverage ratio and secured coverage ratio) as mentioned in the loan agreements at specified levels and also cash deposits with banks to mitigate the risk of default in repayments. In the event of any failure to meet these covenants , these loans become callable to the extent of failure at the option of lenders, except where exemption is provided by lender.

(₹ in Lakhs)

	As at March 31, 2019					
Particulars	**Carrying Amount**	**On Demand**	**Less than 12 months**	**1-5 years**	**>5 years**	**Total**
Borrowings	424,372.35	58,383.68	39,331.45	172,699.79	153,957.43	424,372.35
Other Financial Liabilities	51,580.22	29,650.16	16,425.18	5,504.88	-	51,580.22
Trade and other payables	14,786.25	2,264.45	6,794.71	5,727.09	-	14,786.25

	As at March 31, 2018					
Particulars	**Carrying Amount**	**On Demand**	**Less than 12 months**	**1-5 years**	**>5 years**	**Total**
Borrowings	3,66,650.61	28,428.47	22,337.18	1,47,884.93	1,68,000.03	366,650.61
Other Financial Liabilities	97,135.82	72,001.08	14,508.63	10,626.11	-	97,135.82
Trade and other payables	10,988.75	5,207.16	5,722.72	58.87	-	10,988.75

38. Capital management

The primary objective of the Group's capital management is to maximize the shareholder value. The Group's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard The Group's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Group also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2019 and March 31, 2018.
For the purpose of The Group's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and short term deposits.

(₹ in Lakhs)

Pariculars	**As at 31st March, 2019**	**As at 31st March, 2018**
Loans and Borrowings	424,372.35	366,650.61
Less: Cash and cash equivalents + Bank Deposits	19,197.02	4,061.41
Net Debt	405,175.33	362,589.20
Total Capital	347,411.81	2,85,191.31
Capital+Net Debt	752,587.14	6,47,780.51
Gearing Ratio	54%	56%

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39. Segment Reporting

The Group's primary segment is identified as business segment based on nature of products, risks, returns and the internal business reporting system as per Ind AS 108. The Group has two reportable segments as under:

Reportable Segment	Nature of operations
Property and related services	Providing mall /office areas on licence basis and development of commercial / residential properties
Hospitality	Operation of hotels and restaurants

Operating segment disclosures are consistent with the information provided to and reviewed by the chief operating decision maker. The measurement principles of segments are consistent with those used in Significant Accounting Policies with following additional policies for segment reporting.

a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

(₹ in Lakhs)

Sr no.	Particulars	Property & Related Services		Hospitality Services		Unallocted		Total	
		2018-2019	2017-2018	2018-2019	2017-2018	2018-2019	2017-2018	2018-2019	2017-2018
A	**Revenue**								
	Revenue From Operations	162,235.44	127,599.44	35,920.61	34,385.87	-	-	198,156.05	161,985.31
	Other Income	-	-	-	-	8,513.39	5,562.32	8,513.39	5,562.32
	TOTAL	**162,235.44**	**127,599.44**	**35,920.61**	**34,385.87**	**8,513.39**	**5,562.32**	**206,669.44**	**167,547.63**
B	**Results**								
1	Profit Before Tax & Interest	70,124.28	54,508.81	8,766.52	3,429.29	8,513.38	5,562.32	87,404.18	63,500.42
2	Less: Interest	-	-	-	-	(35,057.91)	(34,760.73)	(35,057.91)	(34,760.73)
	Profit Before Tax & Exceptional Item	70,124.28	54,508.81	8,766.52	3,429.29	(26,544.53)	(29,198.41)	52,346.27	28,739.69
	Exceptional Item	-	-	4,809.89	-	-	-	4,809.89	-
	Profit after Exceptional Item & Before Tax	70,124.28	54,508.81	13,576.41	3,429.29	(26,544.53)	(29,198.41)	57,156.16	28,739.69
	Less: Provision for Tax	-	-	-	-	(10,987.30)	(7,579.59)	(10,987.30)	(7,579.59)
	Net Profit after Tax	70,124.28	54,508.81	13,576.41	3,429.29	(37,531.83)	(36,778.00)	46,168.86	21,160.10
	Add/(less) Share of Profit/ (loss) from Associates	-	-	-	-	3,530.68	4,423.01	3,530.68	4,423.01
	Profit After Tax	70,124.28	54,508.81	13,576.41	3,429.29	(34,001.15)	(32,354.99)	49,699.54	25,583.10

(₹ in Lakhs)

Sr no.	Particulars	Property & Related Services		Hospitality Services		Unallocted		Total	
		2018-2019	2017-2018	2018-2019	2017-2018	2018-2019	2017-2018	2018-2019	2017-2018
C	**Other Information**								
	Segment Assets	769,675.99	611,304.46	113,410.95	119,797.08	128,503.55	118,632.92	1,011,590.49	849,734.46
	Segment Liabilities	459,921.78	426,778.35	81,687.62	91,136.37	239.08	18.07	541,848.48	517,932.79
D	**Other Disclosures**								
	Capital Expenditure	106,523.05	54,785.92	593.69	1,309.87	-	-	107,116.74	56,095.79
	Investment in Associates	-	-	-	-	-	-	30,223.74	26,763.12
	Depreciation	13,578.17	13,588.47	6,845.03	6,239.69	-	-	20,423.20	19,828.16

All the activities of the group and its subsidiaries are located in India. There are no secondary reportable segments.

40. Related Party Disclosure

In view of the Ind As 24 "Related Parties Disclosures", the disclosure in respect of related party transactions for the year ended on 31st March, 2019 is as under:

a) RELATIONSHIPS

Category I: Associates
Classic Housing Projects Private Limited
Mirabel Entertainment Private Limited
Starboard Hotels Private Limited
Classic Mall Development Pvt Ltd
Columbus Investment Advisory Private Limited

Category II: Key Managerial Personnels

Key Person	Designation
Atul Ruia	Chairman & Managing Director (w.e.f. 8th August 2018)
Atul Ruia	Joint Managing Director (Up to 8th August 2018)
Ashokkumar R Ruia	Chairman & Managing Director (Up to 8th August 2018)
Shishir Shrivastava	Jt. Managing Director
Rajendra Kalkar	Whole-time Director (w.e.f 10th December 2018)

Category III: Other Related Parties where common control exists
R.R.Hosiery Private Limited
R.R. Hosiery
Phoenix Retail Private Limited
Ruia International Holdings Company Private Limited
Phoenix Construction Company
Ashok Apparels Private Limited
Vigilance Developers Private Limited
Padmshil Hospitality & Leisure Private Limited

Category IV: Relatives of Key Managerial Personnel
Gayatri A Ruia

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b) Transaction during the year :

(₹ in Lakhs)

Sr. No.	Transactions	Category I	Category II	Category III	Category IV	Total
1	Rent,Compensation & Other recoveries	488.20	-	-	19.42	507.62
		(351.99)	-	-	(19.53)	(371.52)
2	Interest Received	2.55	-	-	-	2.55
		(35.23)	-	-	-	(35.23)
3	Remuneration/Salaries/Other Expense	-	999.60	-	-	999.60
		-	(488.50)	-	-	(488.50)
4	Administrative & Other Charges paid (Excluding GST)	-	41.84	61.29	90.63	193.76
		(1.24)	(7.96)	(56.18)	(60.04)	(125.42)
5	ICD Given	-	-	-	-	-
		(345.00)	-	-	-	(345.00)
6	ICD returned by Parties	-	-	-	-	-
		(365.00)	-	-	-	(365.00)
7	ICD received	15,000.00	-	-	-	15,000.00
		(4,750.00)	-	-	-	(4,750.00)
8	Interest Paid	623.74	-	-	-	623.74
		(273.22)	-	-	-	(273.22)
9	Share of Loss from partnership firm	-	-	(2.12)	-	(2.12)
		-	-	(1.98)	-	(1.98)

c) The following balances were due from / to the related parties as on 31-03-2019

(₹ in Lakhs)

Sr. No.	Balances	Category I	Category II	Category III	Category IV	Total
1	Investment in Equity Shares / pref shares	30,223.74	-	-	-	30,223.74
		(26,763.12)	-	-	-	(26,763.12)
2	Investment in OCD/CCD	2,162.56	-	105.05	-	2,267.61
		(2,162.56)	-	(109.05)	-	(2,271.61)
3	Investment in Capital of Partnership Firm	-	-	186.55	-	186.55
		-	-	(188.67)	-	(188.67)
4	Capital Advances	12.52	-	-	-	12.52
		(20.00)	-	-	-	(20.00)
5	Loans Taken	19,895.52	-	92.24	-	19,987.76
		(4,750.00)	-	(92.24)	-	(4,842.24)
6	Inter Corporate Deposits Given	21.25	-	-	-	21.25
		(21.25)	-	-	-	(21.25)
7	Advances Received	-	-	1.50	-	1.50

(₹ in Lakhs)

Sr. No.	Balances	Category I	Category II	Category III	Category IV	Total
		-	-	(1.50)	-	(1.50)
8	Trade receivables	42.31	-	-	2.31	44.62
		(473.09)	-	-	(4.25)	(477.34)
9	Trade Payables	-	30.63	-	30.63	61.26
		(2.43)	-	(234.90)	-	(237.33)
10	Deposits received	125.00	-	-	-	125.00
		(125.00)	-	-	-	(125.00)
11	Interest Payable	661.74	-	-	-	661.74
		(245.90)	-	-	-	(245.90)
12	interest receivable	0.57	-	-	-	0.57
		-	-	-	-	-
13	Deposits Given	-	-	5,517.75	-	5,517.75
		-	-	(5,517.75)	-	(5,517.75)

Compensation of key management personnel

The remuneration of director and othe member of key management personnel during the year was as follows :

(₹ in Lakhs)

Particulars	2018-19	2017-18
Short term benefits	703.99	488.50
other long term benefits	38.94	63.60

Note : Figuers in brackets indicates previous year figuers

1. The transaction with related partiesnare are made on term equivalent to those that prevail in arm's length transactions.
2. Review of outstanding balances is undertaken each financial year through examining the financial position of the related party and the market in which realted party operates. These balances are unsecured and their settlement occurs through banking channel.

41. Earning Per share

Basic as well as Diluted EPS	2018-19	2017-18
Net Profit after Tax (₹ in Lakhs)	42,101.78	24,236.46
Weighted Average No. of Equity Shares for Basic EPS	153,220,369	153,086,782
Dilution due to ESOPs Granted	462,086	431,331
Weighted Average No. of Equity Shares for Diluted EPS	153,682,456	153,518,113
Nominal Value of Equity Shares	2	2
Basic Earnings Per Share	27.48	15.83
Diluted Earnings Per Share	27.40	15.77

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42. Contingent liabilities not provided for in respect of: -

i) Estimated amount of contracts remaining to be executed on capital account and not provided for in the accounts is ₹ 3,835.92 Lakhs (P.Y. ₹ 5,715.50 Lakhs) net of advance paid.

ii) Disputed Statutory demands on account of :

(₹ In Lakhs)

Sr No.	Particulars	31st March 2019	31st March 2018
1	Income Tax	6,906.46	5,843.98
2	Service Tax	7,056.18	4,217.98
3	VAT	2,538.19	2,145.21
4	Luxury Tax	20.91	20.91
5	Property Tax	369.12	-

iii) Demand notices received on account of arrears of Provident Fund dues ₹ 82.12 Lakhs (P.Y. ₹ 82.12 Lakhs) are disputed by the Company. The Company's has paid ₹ 10 Lakhs and has also furnished a Bank Guarantee for ₹ 14.72 Lakhs against P.F. demands to the P.F. authorities.

iv) Other Claims against the company not acknowledged of ₹ 1,941.01 Lakhs (P.Y ₹ 1,924.96 Lakhs)

v) Demand against property tax of ₹ 6,135.14 Lakhs (P.Y. ₹ 5,583.19 Lakhs). However provision for the same made in book

vi) Outstanding guarantees given by Banks ₹480.33 Lakhs (P.Y. ₹ 459.58 Lakhs).

vii) Guarantees given by the company for EPCG Licence ₹ 251.51 Lakhs (P.Y. ₹ 274.58 Lakhs)

viii) An order of Commissioner of GST & Central Excise from Service Tax Department, in respect of the RAI related matter. The order states to recover the interest for delayed payment of service tax at an appropriate rate. The company has filed an appeal with CESTAT against the said order. The interest liability on such delayed payments of service tax shall be determined on the basis of the Supreme Court judgement on the RAI Parties Service Tax matter, which is pending.

ix) The above litigations are not expected to have any material adverse effect on the financial position of the company

43. Expenditure incurred during construction period :

The Group's various projects relating to construction of commercial, retail, hotel and entertainment complexes are in progress. The expenditure incurred during the construction period is treated as "Project Development Expenditure" pending capitalisation. The same has been included under Capital Work In Progress and will be apportioned to fixed assets on the completion of the project.

(₹ In Lakhs)

Particulars	31st March 2019	31st March 2018
Opening Balance Expenditure	7,680.79	7,328.47
Property Taxes	6.19	45.90
Interest & Finance charges	2,387.53	96.43
Administration Expences	625.04	209.99
Less:- Capitalised During year	(4,230.90)	-
Closing Balance	6,468.65	7,680.79

44. The Subsidiary companies considered in these consolidated financial statements are:

Sr No.	Name of the Company	Country of incorporation	Proportion of Ownership 2018-2019	Proportion of Ownership 2017-2018
1	Alliance Spaces Private Limited (Subsidiary of PHCPL)	India	75.02%	75.02%
2	Blackwood Developers Private Limited (Subsidiary of BARE)	India	100.00%	100.00%
3	Bellona Hospitality Services Limited	India	100.00%	100.00%
4	Big Apple Real Estate Private Limited (BARE)	India	100.00%	100.00%
5	Butala Farm Lands Private Limited	India	100.00%	100.00%
6	Enhance Holdings Private Limited	India	100.00%	100.00%
7	Gangetic Developers Private Limited (Subsidiary of BARE)	India	97.08%	97.08%
8	Grace Works Realty & Leisure Private Limited (Subsidiary of PHCPL)	India	66.69%	66.69%
9	Island Star Mall Developers Private Limited (ISML)	India	51.00%	70.00%
10	Market City Resources Private Limited	India	100.00%	100.00%
11	Market City Management Private Limited	India	100.00%	100.00%
12	Mugwort Land Holding Private Limited	India	94.86%	94.86%
13	Offbeat Developers Private Limited	India	100.00%	100.00%
14	Palladium Constructions Private Limited	India	79.45%	79.45%
15	Pallazzio Hotels & Leisure Limited	India	72.98%	72.98%
16	Phoenix Hospitality Company Private Limited (PHCPL)	India	56.92%	56.92%
17	Pinnacle Real Estate Development Private Limited	India	100.00%	100.00%
18	Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Pvt. Ltd.)	India	100.00%	100.00%
19	Sangam Infrabuild Corporation Private Limited (Subsidiary of BARE)	India	100.00%	100.00%
20	Upal Developers Private Limited (Subsidiary of BARE)	India	100.00%	100.00%
21	Vamona Developers Private Limited	India	99.97%	99.97%
22	Savannah Phoenix Pvt Ltd (Associate upto 06/04/2015)	India	100.00%	100.00%
23	Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Private Limited)"	India	51.00%	100.00%
24	Alysum Developers Pvt Ltd (Subsidiary of ISML)	India	51.01%	70.01%
25	Sparkle One Mall Developers Private Limited (Subsidiary of ISML)	India	51.01%	70.01%
26	Sparkle Two Mall Developers Private Limited (Subsidiary of ISML)	India	51.00%	-

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Sr No.	Name of the Company	Country of incorporation	Proportion of Ownership 2018-2019	Proportion of Ownership 2017-2018
27	Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Private Limited)	India	100.00%	-
28	Mindstone Mall Developers Private Limited	India	100.00%	-
29	SGH Realty LLP	India	50.00%	-
30	True Value LLP	India	50.00%	-

45. The associate companies considered in the consolidated financial statements are:

Sr No.	Name of the Company	Country of incorporation	Proportion of Ownership 2018-2019	Proportion of Ownership 2017-2018
1	Classic Housing Projects Pvt ltd	India	50.00%	50.00%
2	Starboard Hotels Private Limited	India	28.47%	28.47%
3	Mirabel Entertainment Private Limited (Associate through PHCPL)	India	28.47%	28.47%
4	Classic Mall Development Company Limited	India	50.00%	50.00%
5	Columbus Investment Advisory Private Limited (Associate through MCRPL)	India	50.00%	50.00%

46. Capital work in progress includes ₹ 10,557.19 Lakhs (P.Y. ₹ 10,511.29 Lakhs) comprising mainly the cost incurred on acquiring long term tenancies on the plot of land admeasuring 7617.51 sq mtrs at High Street Phoenix. The Company is exploring various alternatives for the development of the said plot of land.

47. The Group carries, as at the year end, Investments of ₹ 5,792.70 Lakhs in the equity shares of Entertainment World Developers Limited (EWDL), ₹ 10,000 Lakhs in FCDs of Treasure world Developers Pvt. Ltd. (TWDPL), subsidiary of EWDL and interest accrued thereon, upto 31-03-2012, of ₹ 1,432.51 Lakhs (net of TDS). The company had exercised the put option available as per the Share and Debenture Subscription Deed for the said FCDs in earlier year against which EWDL has paid a part amount of ₹1,918.80 lakhs in November 2013. Pending receipt of the balance consideration, the amount received has not been adjusted against the investments/ accrued Interest and has been shown under other liability. The Networth of EWDL/TWDPL has been eroded as per latest available unaudited accounts as at 31-03-2015. The Company's Board has, out of abundant caution and as a prudent practice in line with the standard accounting practices, made an impairment provision of ₹ 2,300 Lakhs in the year ended 31st March 2016 and ₹ 9,125 Lakhs for the year ended 31st March 2015. During the year under review, the Company has initiated legal proceedings in High Court of Mumbai to set aside the transfer of certain asset by EWDL and TWDPL after commencement of Winding up proceedings. Pending final outcome of the legal proceedings, in the opinion of the Board, the amounts provided till date against impairment of its investments are adequate.

48. The balances in respect of Trade Receivables & Payables and loans and advances, as appearing in the books of accounts are subject to confirmations from the respective parties and are pending reconciliations/adjustments arising there from, if any.

49. The Leave and License agreements are generally for a period of 1 to 5 years. The terms also provide for escalation of License fees on a periodical basis. Generally, the company has a right to terminate these agreements by giving advance notice as stipulated therein.

Future minimum License Fees receivable under Leave and License agreements for non-expired lock in period as at 31st March 2019 are as follows:

(₹ In Lakhs)

Particulars	Within one year	After one year but not more than five years	More than five years	Total
As on 31st March 2019	38,859.87	45,654.27	-	84,514.14
As on 31st March 2018	40,185.69	62,770.24	93.01	1,03,048.94

Contingent License Fees comprising of Revenue Share income (computed as a % of sales) charged to the Licensees during the year is ₹ 9,333.27 Lakhs (P.Y. ₹ 9,110.60 Lakhs)

50. The Company is a partner in a partnership firm M/s. Phoenix Construction Company. The accounts of the partnership firm have been finalised upto the financial year 2017-18. The details of the Capital Accounts of the Partners as per the latest Financial Statements of the firm are as under:-

(₹ In Lakhs)

Sr. No.	Name of the Partners	Profit Sharing Ratio	Total Capital on	
			31/03/2018	31/03/2017
1	The Phoenix Mills Ltd	50%	157.55	159.77
2	Gold Seal Holding Pvt. Ltd.	50%	109.00	111.21

The Company has accounted for its share of loss amounting to ₹ 2.12 Lakhs (P.Y.₹ 1.98 Lakhs) pertaining to the financial year 2017-18 in the year. The share of profit/loss for the current financial year will be accounted in the books of the Company on the finalisation of the accounts of the firm.

51. Event after Reporting date

The Board of Directors have recommended dividend of ₹ 3/- per fully paid up equity share of ₹ 2 /- each, aggregating ₹ 5,543.97 lakhs, including ₹ 945.28 lakhs dividend distribution tax for the financial year 2018-19, which is based on relevant share capital as on March 31, 2019. The actual dividend amount will be dependent on the relevant share capital outstanding as on the record date / book closure.

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52. Additional information as required under Section 186 (4) of the Companies Act, 2013 :

a Investment made in Body Corporate are mentioned in Note 7.

b No Guarantee is given by the Company.

c Loans given by the company to Body Corporate or Person are as under:

(₹ In Lakhs)

Particulars	As at 31s March, 2019	Purpose
Anushikha Investments Pvt. Ltd.	132.33	General Corporate Purpose
Excel Telesonic India Private Limited.	55.38	General Corporate Purpose
Hbs Realtors Pvt Ltd.	203.21	General Corporate Purpose
Kalani Industries Pvt Ltd	941.98	General Corporate Purpose
Orson Holdings Co Limited	107.18	General Corporate Purpose
Pratitha Multitrading Pvt Ltd.	28.85	General Corporate Purpose
Prime Hitech Textile LLP	110.80	General Corporate Purpose
Saphire Intrex Limited.	1,315.25	General Corporate Purpose
Sona Promoters Pvt Ltd	4.02	General Corporate Purpose
Treasure World Developers Pvt.Ltd.	57.25	General Corporate Purpose
Vrinda Ispat Private Limited.	0.44	General Corporate Purpose
York Financial Services Pvt. Ltd.	98.00	General Corporate Purpose

53. Corporate Social Responsibility:

a CSR amount required to be spent by the company as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof during the year is ₹ 465.38 Lakhs (P.Y. ₹ 327.96 Lakhs).

b Expenditure related to Corporate Social Responsibility is ₹ 144.65 lakhs (Previous Year ₹ 162.58 Lakhs). Details of Amount spent towards CSR given below:

(₹ In Lakhs)

Particulars	2018-19	2017-18
Construction of check dams	119.50	130.00
Promoting Employment enhancing vocation skills amongst differently – abled children	25.15	32.58
Total	**144.65**	**162.58**

54. Investment In Associates

The Group has investment in Classic Mall Development Company Private Limited (CMPL), The company's interest in associate is accounted using the equity method in the consolidated financial statements. The summarised financial information of the company's investment in associate is given below.

(₹ in Lakhs)

Summarised balance sheet	As at 31st March, 2019	As at 31st March, 2018
Current assets	59,053.41	36,663.67
Current Liabilities	9,827.28	3,972.52
Net current assets	**49,226.13**	**32,691.15**
Non-current assets	75,334.07	70,522.90
Non-current liabilities	70,548.92	56,355.26
Net non-current assets	**4,785.15**	**14,167.64**
Net assets	**54,011.28**	**46,858.79**

(₹ in Lakhs)

Summarised statement of profit or loss	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Net Profit for the year	7,070.27	8,978.38
Other comprehensive income	71.03	68.62
Total Comprehensive income	**7,141.30**	**9,047.00**
Group's share of profit	**3,570.65**	**4,523.50**

55. Non-Controlling Interest:

a. Details of non-wholly owned subsidiaries that have material non-controlling interests (NCI):

(₹ In Lakhs)

Particulars	Place of incorporation and principal place of business	Proportion of ownership interests by NCI	Proportion of voting interest held by NCI	Total comprehensive income allocated to NCI	Accumulated NCI
Pallazio Hotels & Leisure Limited	Mumbai - India	-	27.02%	1,733.59	1,301.17
Palladium Construction Pvt Ltd	Bangalore and Agra - India	20.55%	20.55%	2,554.31	11,633.93
Grace Works Realty & Leisure Private Limited	Mumbai - India	33.31%	33.31%	30.24	-441.03
Island Star Mall Developers Pvt Ltd	Bangalore - India	49.00%	49.00%	3,416.11	92,446.67

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b. Information relating to Non-Controlling Interest:

(₹ In Lakhs)

Particulars	Pallazio Hotels & Leisure Limited		Palladium Construction Pvt Ltd	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Current Assets	3,894.31	3,679.09	107,235.41	74,681.68
Non Current Assets	99,233.11	103,846.46	16,324.78	17,281.57
Total Assets	**103,127.42**	**107,525.55**	**123,560.19**	**91,963.25**
Current Liabilities	19,259.08	16,667.89	50,148.22	19,959.61
Non Current Liabilities	48,331.30	66,148.62	16,710.14	16,438.41
Total Liabilities	**67,590.38**	**82,816.51**	**66,858.36**	**36,398.02**
Equity attributable to owners of the Company	34,235.87	23974.84	45,067.90	44,129.31
Non-controlling interests	1,301.17	734.21	11,633.93	11,435.93

(₹ In Lakhs)

Particulars	Grace Works Realty & Leisure Private Limited		Island Star Mall Developers Pvt Ltd	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Current Assets	939.23	1,005.97	43,217.29	47,744.17
Non Current Assets	25,506.62	25,516.82	192,832.00	92,011.96
Total Assets	**26,445.85**	**26,522.79**	**236,049.29**	**139,756.13**
Current Liabilities	7,708.59	13,150.21	34,170.85	5,932.08
Non Current Liabilities	11,340.10	9,876.20	12,550.34	43,496.00
Total Liabilities	**19,048.69**	**23,026.41**	**46,721.19**	**49,428.08**
Equity attributable to owners of the Company	7,838.19	4,331.87	96,881.43	63,243.20
Non-controlling interests	(441.03)	(835.49)	92,446.67	27,084.85

(₹ In Lakhs)

Particulars	Pallazio Hotels & Leisure Limited		Palladium Construction Pvt Ltd	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Revenue	35,313.46	27,975.89	42,465.75	19,956.65
Expenses (including tax)	28,851.89	30,389.78	30,036.04	16,302.85
Profit for the year	6,461.57	(2,413.89)	12,429.71	3,653.80
Other Comprehensive Income	(45.60)	32.22	-	-
Total Comprehensive Income	**6,415.97**	**(2,381.67)**	**12,429.71**	**3,653.80**
Total Comprehensive Income attributable to NCI	1,733.59	(643.53)	2,554.31	750.86
Net cash (outflow) from operating activities	13,743.23	9,531.89	(11,585.89)	(4,683.05)

(₹ In Lakhs)

Particulars	Pallazio Hotels & Leisure Limited		Palladium Construction Pvt Ltd	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Net cash (outflow) / inflow from investing activities	(341.21)	1,618.35	(121.00)	4,291.57
Net cash inflow from financing activities	(13,519.07)	(12,524.47)	12,391.22	158.51
Net cash (outflow) / inflow	(117.05)	(1,374.23)	684..33	(232.97)

(₹ In Lakhs)

Particulars	Grace Works Realty & Leisure Private Limited		Island Star Mall Developers Pvt Ltd	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Revenue	3,582.24	2,194.41	24,249.32	22,992.95
Expenses (including tax)	3,489.97	3,291.36	17,277.44	16,542.78
Profit for the year	92.27	(1,096.95)	6,971.88	6,450.17
Other Comprehensive Income	(1.49)	(1.60)	(0.23)	(9.97)
Total Comprehensive Income	**90.78**	**(1,098.55)**	**6,971.65**	**6,440.19**
Total Comprehensive Income attributable to NCI	30.24	(614.62)	3,416.11	1,932.06
Net cash (outflow) from operating activities	(2,755.97)	1,366.52	10,013.80	19,444.30
Net cash (outflow) / inflow from investing activities	(470.38)	(631.99)	(94,462.19)	(69,256.41)
Net cash inflow from financing activities	3,215.71	(446.51)	84,550.18	49,828.59
Net cash (outflow) / inflow	(10.64)	144.53	101.79	16.48

56. Details required as per Schedule III of the Companies Act 2013 as below:-

i) Details of Net Assets & share in profit or loss

(₹ In Lakhs)

Sr No.	Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share In other Comprehensive Income		Share In Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount
	1. Parent	58.43%	274,459.66	34.83%	17,309.10	202.35%	3,390.48	40.29%	20,699.58
	Subsidiaries								
	A) Indian								
1	Alliance Spaces Private Limited	3.81%	17,890.64	-0.78%	(389.35)	-0.18%	(2.97)	-0.76%	(392.32)
2	Blackwood Developers Private Limited	0.88%	4,135.60	0.01%	6.62	-0.08%	(1.40)	0.01%	5.22

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(₹ In Lakhs)

Sr No.	Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share In other Comprehensive Income		Share In Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount
3	Bellona Hospitality Services Limited	0.00%	0.10	0.00%	(0.01)	-99.04%	(1,659.51)	-3.23%	(1,659.52)
4	Big Apple Real Estate Private Limited	2.55%	11,988.54	0.00%	(1.99)	0.00%	-	0.00%	(1.99)
5	Butala Farm Lands Private Limited	0.11%	497.60	0.00%	(0.25)	0.00%	-	0.00%	(0.25)
6	Enhance Holdings Private Limited	-0.19%	(902.32)	0.00%	(0.09)	0.00%	-	0.00%	(0.09)
7	Gangetic Developers Private Limited	0.67%	3,142.85	-0.01%	(6.94)	0.00%	-	-0.01%	(6.94)
8	Grace Works Realty & Leisure Private Limited	1.57%	7,397.16	0.19%	92.27	-0.09%	(1.49)	0.18%	90.77
9	Island Star Mall Developers Private Limited	40.30%	189,328.10	14.03%	6,971.88	-0.01%	(0.23)	13.57%	6,971.65
10	Market City Resources Private Limited	0.32%	1,500.27	0.27%	133.78	-1.82%	(30.46)	0.20%	103.32
11	Market City Management Private Limited	0.00%	9.87	0.00%	0.05	0.00%	-	0.00%	0.05
12	Mugwort Land Holding Private Limited	0.00%	8.34	0.00%	(0.37)	0.00%	-	0.00%	(0.37)
13	Offbeat Developers Private Limited	7.69%	36,108.13	4.71%	2,340.46	-0.32%	(5.37)	4.55%	2,335.09
14	Palladium Constructions Private Limited	12.07%	56,701.89	25.01%	12,429.71	0.00%	-	24.19%	12,429.71
15	Pallazzio Hotels & Leisure Limited	7.57%	35,537.04	13.00%	6,461.57	-2.72%	(45.60)	12.49%	6,415.96
16	Phoenix Hospitality Company Private Limited	3.83%	17,979.16	-0.01%	(3.70)	0.00%	-	-0.01%	(3.70)
17	Pinnacle Real Estate Development Private Limited	0.00%	(1.92)	0.00%	(0.16)	0.00%	-	0.00%	(0.16)
18	Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Pvt. Ltd.)	0.00%	(1.09)	0.00	(0.51)	0.00%	-	0.00%	(0.51)
19	Sangam Infrabuild Corporation Private Limited	0.07%	318.63	0.00%	(0.15)	0.00%	-	0.00%	(0.15)

(₹ In Lakhs)

Sr No.	Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share In other Comprehensive Income		Share In Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount	As % of consolidated Profit	Amount
20	Savannah Phoenix Pvt. Ltd.	0.00%	(21.48)	0.17%	84.95	0.00%	-	0.17%	84.95
21	Upal Developers Private Limited	0.76%	3,557.17	1.89%	941.73	0.05%	0.87	1.83%	942.60
22	Vamona Developers Private Limited	4.60%	21,618.82	9.64%	4,793.42	-0.30%	(4.94)	9.32%	4,788.48
23	Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Pvt Ltd)	5.58%	26,197.49	-0.02%	(9.10)	0.00%	-	-0.02%	(9.10)
24	Alyssum Developers Pvt. Ltd.	7.43%	34,891.75	-0.15%	(73.62)	-0.05%	(0.82)	-0.14%	(74.44)
25	Sparkle One Mall Developers Private Limited	15.18%	71,284.91	-0.03%	(15.99)	0.00%	-	-0.03%	(15.99)
26	Sparkle Two Mall Developers Private Limited (Subsidiary of ISML)	0.00%	0.19	0.00%	(0.81)	0.00%	-	0.00%	(0.81)
27	Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Pvt Ltd)	4.91%	23,050.74	-0.01%	(4.03)	0.00%	-	-0.01%	(4.03)
28	Mindstone Mall Developers Private Limited	0.11%	525.75	0.00%	(0.25)	0.00%	-	0.00%	(0.25)
29	SGH Realty LLP	3.62%	16,990.49	-0.02%	(9.52)	0.00%	-	0.00%	(9.52)
30	True Value LLP	0.00%	-0.36	0.00%	(2.29)	0.00%	-	-0.02%	(2.29)
	Minority Interest in all subsidiaries	26.04%	122,330.21	15.29%	7,597.76	-0.84%	(14.10)	14.76%	7,583.66
	Associates (investment as per Equity Method)								
1	Classic Housing Projects Private Limited	1.04%	4,888.98	0.00%	(2.15)	0.09%	1.52	0.00%	(0.63)
2	Mirabel Entertainment Private Limited	0.00%	22.61	-0.01%	(5.99)	0.01%	0.09	-0.01%	(5.90)
3	Starboard Hotels Private Limited	2.85%	13,375.63	0.01%	4.67	-0.01%	(0.12)	0.01%	4.55
4	Classic Mall Development Company Ltd	11.50%	54,011.29	7.11%	3,535.13	2.12%	35.52	6.95%	3,570.65
5	Columbus Investment Advisory Private Limited	0.02%	116.96	0.00%	0.03	0.00%	-	0.00%	0.03

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57. Disclosure as per Ind AS 19 "Employee Benefits"

i) Change in Defined Benefit Obligation during the year

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Present value of the obligation at the beginning of the year	729.29	578.89
Current Service Cost	158.77	122.47
Interest Cost	70.40	50.94
Actuarial (Gain) / Loss on Obligation	27.55	(42.62)
Benefits Paid	(83.60)	(83.22)
Past Service Cost	12.09	102.83
Present value of the obligation at the end of the year	914.50	729.29

ii) Change in Fair Value of Assets and Obligations

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Fair value of Plan Assets at the beginning of the year	506.99	477.74
Expected Return on plan assets	40.69	35.33
Contribution	34.55	86.61
Benefits paid during the year	(83.60)	(83.22)
Actuarial (gain)/loss on Plan Asset	(21.46)	(9.48)
Fair value of Plan Assets at the end of the year	477.17	506.99

iii) Amount to be recognized in Balance sheet (Net)

(₹ in Lakhs)

Particulars	2018-19 Gratuity	2017-18 Gratuity
Present Value of Defined Benefit Obligation	914.50	729.29
Fair value of Plan Assets at the end of the year	477.17	506.99
Amount to be recognized in Balance sheet	437.33	222.30

iv) Current/Non-Current bifurcation

(₹ in Lakhs)

Particulars	2018-19 Gratuity	2017-18 Gratuity
Current Benefit Obligation	89.28	41.94
Non - Current Benefit Obligation	348.05	180.35

v) Expense recognised in the Statement of Profit & Loss for the year

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Current Service Cost	158.77	122.47
Interest cost on Obligation	70.40	50.94
Expected Return on plan assets	(40.69)	(35.33)
Past Service Cost	12.09	102.83
Net Cost Included in Personnel Expenses	200.57	240.91

vi) Recognised in Other Comprehensive (Income)/Loss at Period-End

(₹ in Lakhs)

Particulars	2018-19 Gratuity (Funded)	2017-18 Gratuity (Funded)
Amount recognized in OCI, Beginning of Period	(148.17)	(164.93)
Divestiture (SPPL)	3.88	-
Remeasurement due to :		
Effect of Change in financial assumptions	35.77	36.77
Effect of Change in demographic assumptions	-	14.43
Effect of experience adjustments	(71.87)	(25.81)
Actuarial (Gains)/Losses	(36.10)	25.39
Return on plan assets (excluding interest)	21.46	(8.63)
Total remeasurements recognized in OCI	**(14.64)**	**16.76**
Amount recognized in OCI, End of Period	(158.93)	(148.17)

58. Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programmes (equity-settled)

The Company has granted stock options under the following employee stock option scheme:
1. 30,00,000 Equity Shares are reserved for allotment of equity shares under Employee Stock Option Scheme 2011. During the year 1,99,998 Equity Shares have been issued and allotted to the eligible employees against exercise of Options under ESOS 2011.

2. 30,00,000 Equity Shares are reserved for allotment of equity shares under Employee Stock Option Scheme 2015. During the year Nil Equity Shares have been issued and allotted to the eligible employees against exercise of Options under ESOS 2015.

Each option when exercised would be converted into one fully paid-up equity share of ₹ 2 each of the Company. The options granted under ESOP 2011 and options granted under the ESOS 2015 scheme carry no rights to dividends and no voting rights till the date of exercise."

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ESOP 2007

Date of grant	Number of options (Gross)	Exercise Price	Date of vesting	Vesting period	Fair Value of Option
10-Jun-08	650,000	270.00	09-Jun-16	12	153.26
25-Mar-15	10,556	316.80	25-Mar-16	12	118.69
25-Mar-15	15,833	316.80	25-Mar-17	24	138.36
25-Mar-15	21,111	316.80	25-Mar-18	36	154.97
25-Mar-15	26,389	316.80	25-Mar-19	48	169.26
25-Mar-15	31,667	316.80	25-Mar-20	60	181.67
24-Oct-16	124,000	333.90	23-Oct-17	12	112.84
24-Oct-16	186,000	333.90	23-Oct-18	24	128.32
24-Oct-16	248,000	333.90	23-Oct-19	36	144.12
24-Oct-16	310,000	333.90	23-Oct-20	48	158.33
24-Oct-16	372,000	333.90	23-Oct-21	60	171.52

B. Measurement of fair values

i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The requirement that the employee has to save in order to purchase shares under the share purchase plan has been incorporated into the fair value at grant date by applying a discount to the valuation obtained. The discount has been determined by estimating the probability that the employee will stop saving based on historical behavior.

ESOP 2007

Grant Date	24-Oct-16	25-Mar-15	10-Jun-08
Vesting Period/ Expected Life	From grant date - 12 months to 60 months	From grant date - 12 months to 60 months	1 to 8 years
Fair value of option at grant date	112.84 - 171.52	118.69 - 181.67	153.26
Share price at grant date	371.00	353.05	274.07
Exercise price	333.90	316.80	270.00
Historical volatility	31.1% - 29.6%	35%	45%
Time to Maturity (Years)	2.50 years to 6.50 years	2.50 years to 6.50 years	1 years to 8 years
Dividend Yield	0.66%	0.80%	0.63%
Risk free Rate	6.85%	8.23%	8.07%

Weighted average remaining contractual life of the options as at 31-Mar-19 - 1.42 (31-Mar-18 - 1.87) years

Valuation Methodology, Approach & Analysis:

Particulars	Description of the inputs used
Market Price of the optioned Stock	For ESOP weighted average market price as available from the website of BSE as on the date of grant. This price holds good for our Black Scholes Fair Valuation analysis for the grants made by the company on 21st October, 2016.
Exercise price	The exercise price as per the Employees Stock Option Scheme 2007 formulated by the Company per equity share is ₹ 333.90/-
Time to Maturity/ Expected Life of the Option	It is the period for which the Company expects the options to be alive. The minimum life of stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the option cannot be exercised. As per the' scheme, options are vested to the employees over a period of five years as under:

Vesting Date	Maximum % of Option that shall vest
12 Months from Grant Date	10%
24 Months from Grant Date	15%
36 Months from Grant Date	20%
48 Months from Grant Date	25%
60 Months from Grant Date	30%

The following table lists the average inputs to the models used for the plans for the year ended 31st March, 2019

Particulars	Description of the inputs used
Expected volatility (weighted-average)	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Expected dividends	Dividend yield of the options is based on recent dividend activity.
Risk-free interest rate (based on government bonds)	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Option Exercise Period	Option can be Exercise anytime in three year from the Vesting date.

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programmes were as follows.

ESOP 2007

	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31st March, 2019	31st March, 2019	31st March, 2018	31st March, 2018
Options outstanding as at the beginning of the year	1,120,668	332.69	1,335,001	332.68
Add: Options granted during the year	-	-	-	-
Less: Options lapsed during the year	64,000	333.90	139,500	333.90
Less: Options exercised during the year	148,061	331.46	74,833	330.28
Options outstanding as at the year end	908,607	332.81	1,120,668	332.69

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59. Goodwill Impairment

Goodwill is tested for impairment on annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGU) is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value in use and fair value less cost to sell. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which Goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment.

Goodwill is allocated to the following CGU for impairment testing purpose.

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Goodwill relating to Property & Related Services	42,025.63	42,025.63
Goodwill relating to Hospitality Services	257.16	257.16
Total	**42,282.79**	**42,282.79**

The Group uses discounted cash flow based methods to determine the recoverable amount. These discounted cash flow calculations use five year projections that are based on financial forecasts. Cash flow projections take into account past experience and represent management's best estimate about future developments.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the risks specific to the CGU, taking into considerations the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC).

60. In respect of Pallazzio Hotels & Leisure Ltd., a subsidiary, pursuant tothe consent provided by the holders of zero coupon non-convertible fully redeemable non-transferable debentures series F (in aggregate holding NCD of ₹ 4,600 Lakhs) & approved by the Board of Directors of subsidiary vide resolution dated 30th March 2019, the Non-Convertible debentures aggregating to ₹ 4,600 Lakhs have been converted into 0.0001% Optionally Convertible Debentures Series - J (OCD-series J) aggregating to ₹ 4,600 Lakhs and as a result of this all the securities attached to the said Non-Convertible Debentures have been released. Consequent to the said change in terms, the provision for premium on redemption of the said non-convertible debentures of ₹ 4,809.89 Lakhs made in the earlier years has been written-back since it is no longer payable and has been disclosed as an exceptional item in the Statement of Profit & Loss. Further, provision for premium on redemption of non-convertible debentures aggregating to ₹ 812.84 Lakhs debited to finance cost and fair value adjustments aggregating to ₹ 164.46 Lakhs made to revenue from operations and finance cost for the period April 2018 to December 2018 have been reversed

61. Impact of new pronouncements as applicable from 01.04.2018

A) IND-AS 115- Revenue from contracts with customers.

The Ministry of Corporate Affairs vide notification dated 28th March 2018 has made Ind AS 115 "Revenue from Contracts with Customers" mandatory w.e.f. 1st April 2018. Palladium Constructions Private Limited, a subsidiary company, has aligned its policy of revenue recognition with Ind AS 115 'Revenue from Contracts with Customers" which is effective from 1st April, 2018. Accordingly, revenue in realty business is recognised on completion of contracts as against recognition based on percentage completion method followed hitherto in accordance with the Guidance note issued by ICAI. The company has followed modified retrospective approach to the contracts that were not completed as at 1st April, 2018 and cumulative effect of initial application has been adjusted in opening retained earnings as permitted by the standard. The transitional adjustment of ₹ 11,323.26 Lakhs (net of deferred tax) has been adjusted against the opening retained earnings. For year ended 31st March, 2019, Income from Sale of property as per note no. 28 is higher by ₹ 9,703.99 lakhs, Cost of Sales as per note no. 30 is higher by ₹ 4,083.24 lakhs,

Profit after tax is higher by ₹ 5,620 .75 lakhs. These changes are due to recognition of revenue based on satisfaction of performance obligation (at a point in time), as opposed to the previously permitted percentage of completion method. Accordingly, the comparatives have not been restated for the full year ended March 31, 2018 and hence not comparable.

B) IND-AS 21 The effect of change in foreign exchange rates.

The Ministry of Corporate Affairs vide notification dated 28th March 2018 has made Ind AS 21 "The effect of change in foreign exchange rates" mandatory w.e.f 1st April 2018. In respect of Pallazzio Hotels & Leisure Private Limited, a subsidiary company has given a retrospective effect of this amendment as per transitional provisional as per IND-AS 21. The retrospective effect is given in respect of the non-monetary liability with respect to key money received from hotel operator which is valued at the exchange rate on the date of receipt of advance. Hence, opening Retained Earnings increased by ₹ 20.39 Lakhs. Due to the application IND AS As 21 a result of retrospective effect of IND-AS 21, Income from revenue from operation as per note no 28 is lower by ₹ 6.91 Lakhs ,Other Expenses as per note no 34 is higher by ₹ 383.20 Lakhs, Profit after tax is higher by ₹ 376.29 Lakhs

C) The basic and diluted EPS for the year ended 31st, March 2019 due to change in (A) and (B) is ₹ 27.48 per share and ₹ 27.40 per share respectively instead of ₹ 24.38 per share and ₹ 24.31 per share respectively.

62. Based on the pronouncements/clarifications by the professional bodies/institutions and general accounting practice followed by Industry, the Company has during the year reclassified the following items of financial statements:

Items of financial statements reclassified	Amount as at 31st March, 2018 ₹ In Lakhs	Earlier classified as	Reclassified as
MAT Credit entitlement	776.95	Current Tax Assets (Net)	Deferred Tax Assets
Balance with statutory government authorities	4,688.34	Other Current Assets	Deferred Tax Assets
Deposit with related parties	5,517.75	Other Non-Current Assets	Other Financial Assets (Current)
Security Deposits for lease rentals – Non-Current	16,462.06	Other Non-Current Liabilities (As at 31st March 2018 :- ₹ 34,262.26 Lakhs)	Other Financial Liabilities (Non-Current)
Security Deposits for lease rentals – Current	23,565.19	Other Current Liabilities (As at 31st March 2018:- ₹ 5,942.81 Lakhs)	Other Financial Liabilities (Current)

63. The previous year figures have been regrouped, reworked, rearranged and reclassified, wherever necessary and are to be read in relation to the amounts and other disclosures relating to the current year

For and on behalf of the Board of Directors

For **D T S & Associates**
Chartered Accountants
FRN: 142412W

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Ashish G. Mistry
Partner
Membership No. 132639

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

Place: Mumbai
Dated: 15th May, 2019

Form AOC-I

(Pursuant to first proviso to sub-section 129 read with rule 5 of companies (Accounts) Rules 2014)
Statement containing salient features of the financial subsidiaries/associate company/joint ventures

Part "A" Subsidiaries

(information in respect of each subsidiary to be presented with amount in Lakh)

Sr No.	Name of Subsidiary Co	Reporting Currency	Share Capital	Reserve & Surplus	Total Asset	Total Liabilities	Investment	Turnover /Total Income	Profit Before Tax	Provision for Tax	Profit After Tax	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend	% Shareholding
	Subsidiary														
1	Alliance Spaces Private Limited	INR	199.87	17,690.77	27,202.65	9,312.01	-	320.66	-380.73	8.62	-389.35	-2.97	-392.32	-	75.02%
2	Blackwood Developers Private Limited	INR	1,873.17	2,262.43	15,298.30	11,162.70	-	3,864.09	8.00	1.39	6.62	-1.40	5.22	-	100.00%
3	Bellona Hospitality Services Limited	INR	438.71	9,877.25	10,998.94	682.98	-	2,080.47	-1,034.51	-	-1,034.51	-1,659.51	-2,694.01	-	100.00%
4	Big Apple Real Estate Private Limited	INR	2,558.59	9,429.95	11,989.55	1.01	10,780.26	0.04	-1.99	-	-1.99	-	-1.99	-	100.00%
5	Butala Farm Lands Private Limited	INR	1.25	496.35	501.17	3.57	500.00	-	-0.25	-	-0.25	-	-0.25	-	100.00%
6	Enhance Holdings Private Limited	INR	1.00	-903.32	391.70	1,294.03	391.46	0.20	-0.09	-	-0.09	-	-0.09	-	100.00%
7	Gangetic Developers Private Limited	INR	898.60	2,244.25	3,148.98	6.13	2,811.00	6.27	-0.47	6.47	-6.94	-	-6.94	-	97.08%
8	Grace Works Realty & Leisure Private Limited	INR	6.76	7,390.40	26,445.85	19,048.69	-	3,582.24	89.77	-2.49	92.27	-1.49	90.77	-	66.69%
9	Island Star Mall Developers Private Limited	INR	19,974.64	1,69,353.46	2,36,049.29	46,721.19	26,489.02	24,249.32	9,048.25	2,076.37	6,971.88	-0.23	6,971.65	-	70.00%
10	Market City Resources Private Limited	INR	1.00	1,499.27	1,970.35	470.08	55.50	4,183.88	178.34	44.57	133.78	-30.46	103.32	-	100.00%
11	Market City Management Private Limited	INR	10.00	-0.13	10.09	0.22	0.01	0.50	0.07	0.02	0.05	-	0.05	-	100.00%
12	Mugwort Land Holding Private Limited	INR	1.00	7.34	100.88	92.54	-	-	-0.37	-	-0.37	-	-0.37	-	94.86%
13	Offbeat Developers Private Limited	INR	3,157.98	32,950.15	1,26,358.87	90,250.74	1.25	24,963.52	2,938.62	598.16	2,340.46	-5.37	2,335.09	-	100.00%

Sr No.	Name of Subsidiary Co	Repo rting Curr-ency	Share Capital	Reserve & Surplus	Total Asset	Total Liabil -ities	Invest ment	Turnover /Total Income	Profit Before Tax	Prov-ision for Tax	Profit After Tax	Other Comp -rehe nsive Income	Total Compreh ensive Income	Prop-osed Divid-end	% Share hol-ding
14	Palladium Constructions Private Limited	INR	3,303.17	53,398.71	1,23,560.18	66,858.30	-	42,465.75	16,084.40	3,654.69	12,429.71	-	12,429.71	-	79.45%
15	Pallazzio Hotels & Leisure Limited	INR	1,200.00	34,337.04	1,03,127.42	67,590.37	5.95	30,503.21	6,045.66	-415.90	6,461.57	-45.60	6,415.96	-	72.98%
16	Phoenix Hospitality Company Private Limited	INR	232.14	17,747.02	18,469.17	490.01	18,428.55	15.75	-3.70	-	-3.70	-	-3.70	-	56.92%
17	Pinnacle Real Estate Development Private Limited	INR	1.00	-2.92	1.51	3.43	0.01	0.20	-0.16	-	-0.16	-	-0.16	-	100.00%
18	"Plutocrat Commercial Real Estate Private Limited (Formerly known as Plutocrate Asset & Capital Management Co. Pvt. Ltd.)"	INR	1.00	-2.09	52.37	53.45	-	-	-0.51	-	-0.51	-	-0.51	-	100.00%
19	Sangam Infrabuild Corporation Private Limited	INR	334.60	-15.97	452.80	134.16	-	0.46	-0.15	-	-0.15	-	-0.15	-	100.00%
20	Savannah Phoenix Pvt. Ltd.	INR	83.40	-104.88	94.79	116.28	-	100.58	84.95	-	84.95	-	84.95	-	100.00%
21	Upal Developers Private Limited	INR	1,960.00	1,597.17	13,476.07	9,918.89	-	5,042.66	941.45	-0.28	941.73	0.87	942.60	-	99.97%
22	Vamona Developers Private Limited	INR	2,500.00	19,118.82	97,236.91	75,618.09	8,980.00	24,791.72	6,120.66	1,327.24	4,793.42	-4.94	4,788.48	-	100.00%
23	"Insight Mall Developers Private Limited (Formerly known as Insight Hotels & Leisures Pvt Ltd)"	INR	10.00	26,187.49	26,684.99	487.50	-	-	-9.10	-	-9.10	-	-9.10	-	100.00%
24	Alyssum Developers Pvt. Ltd.	INR	1.00	34,890.75	36,843.89	1,952.14	-	-	-19.64	53.98	-73.62	-0.82	-74.44	-	51.01%

Sr No.	Name of Subsidiary Co	Repo rting Curr- ency	Share Capital	Reserve & Surplus	Total Asset	Total Liabil -ities	Invest ment	Turnover /Total Income	Profit Before Tax	Prov- ision for Tax	Profit After Tax	Other Comp -rehe nsive Income	Total Compreh ensive Income	Prop- osed Divid- end	% Share hol- ding
25	Sparkle One Mall Developers Private Limited	INR	1.00	71,283.91	72,246.87	961.95	-	-	-9.19	6.80	-15.99	-	-15.99	-	51.01%
26	Sparkle Two Mall Developers Private Limited (Subsidiary of ISML)	INR	1.00	-0.81	0.29	0.10	-	-	-0.81	-	-0.81	-	-0.81	-	51.00%
27	"Destiny Retail Mall Developers Private Limited (Formerly known as Destiny Hospitality Services Pvt Ltd)"	INR	1.00	23,049.74	55,663.16	32,612.42	-	-	-4.03	-	-4.03	-	-4.03	-	100.00%
28	Mindstone Mall Developers Private Limited	INR	1.00	524.75	531.06	5.31	-	-	-0.25	-	-0.25	-	-0.25	-	100.00%
29	SGH Realty LLP	INR	17,000.01	-9.52	43,775.49	26,785.00	-	-	-2.40	7.12	-9.52	-	-9.52	-	50.00%
30	True Value LLP	INR	1.93	-2.29	17,790.38	17,790.74	-	-	-2.29	-	-2.29	-	-2.29	-	50.00%

Notes:

1 Names of subsidiaries which are yet to commence operations:
- a) Butala Farm Lands Private Limited
- b) Enhance Holdings Private Limited
- c) Mugwort Land Holding Private Limited
- d) Pinnacle Real Estate Development Private Limited
- e) Plutocrat Assets And Capital Management Private Limited
- f) Sangam Infrabuild Corporation Private Limited

Part "B": Associates and Joint Ventures:

"Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures"

Sl. No.	1	2	3	4	5
Name of Associates / Joint Ventures	**Classic Housing Projects Private Limited**	**Mirabel Entertainment Private Limited**	**Starboard Hotels Private Limited**	**Columbus Investment Advisory Private Limited**	**Classic Mall Development Company Private Limted**
Latest Audited Balance sheet Date	31.3.2019	31.3.2019	31.3.2019	31.3.2019	31.3.2019
Shares of Associates/ Joint Ventures held by the Company/ Subsidiary Companies on the year end					
(i) No.	5,208	5,000	24,99,374	5,000	38,49,058
(ii) Amount of Investment in Associates / Joint Venture	1,407.65	-0.11	129.68	56.93	28,737.67
(iii) Extend of Holding	50.00%	28.47%	28.47%	50.00%	50.00%
Description of how there is significant influence	Refer Note 3	Refer Note 3	Refer Note 3		
Reason why the associate/joint venture is not consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated
Networth attributable to Shareholding as per latest audited Balance sheet	4,888.98	22.61	13,375.63	116.96	54,011.29
Profit/Loss for the Year	(4.30)	(21.06)	16.39	0.06	7,070.27
(i) Considered in Consolidation	(2.15)	(10.53)	8.20	0.03	3,535.13
(i) Not Considered in Consolidation	-	-	-	-	-

Notes:

1. Names of Associates or joint ventures which are yet to commence operations Nil
2. Name of associates or joint venture which have been liquidated or sold during the year Nil
3. There is a significant influence due to percentage (%) of shareholding.

For and on behalf of the Board of Directors

Atul Ruia
(Chairman & Managing Director)
DIN - 00087396

Shishir Shrivastava
(Jt. Managing Director)
DIN - 01266095

Pradumna Kanodia
(Director Finance)
DIN - 01602690

Gajendra Mewara
(Company Secretary)
Membership No. A22941

Place: Mumbai
Dated: 15th May, 2019

NOTICE

NOTICE is hereby given that the 114th Annual General Meeting of The Phoenix Mills Limited will be held on Tuesday, September 24, 2019 at 4.00 P.M. at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai – 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Auditors thereon.
3. To declare a dividend at the rate of Rs. 3.00 per Equity Share of face value Rs. 2.00 each, for the Financial Year ended on March 31, 2019.
4. To appoint a Director in place of Mr. Pradumna Kanodia (DIN: 01602690), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajendra Kalkar (DIN: 03269314), who was appointed as an Additional Director of the Company with effect from December 10, 2018, and who holds office up to the date of this Annual General Meeting of the Company, and who is eligible for being appointed and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(18), 2(51), 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Rajendra Kalkar (DIN: 03269314), as a Whole-Time Director ("WTD") of the Company, w.e.f. December 10, 2018 for a period of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto;

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee constituted /to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives and retirement benefits) payable to Mr. Rajendra Kalkar during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such increase shall not exceed an amount permitted to be paid to Mr. Rajendra Kalkar under the applicable law without obtaining requisite approvals;

   RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Rajendra Kalkar as a WTD, the Company has no profits or its profits are inadequate, Mr. Rajendra Kalkar shall be paid, the then current remuneration as altered by the Board (including fixed salary, incentives and retirement benefits) as minimum remuneration, subject to obtaining necessary approvals and making necessary disclosures as per the applicable provisions of the Act and Rules made thereunder;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board."

6. Re-appointment of Mr. Amit Dabriwala (DIN: 00164763) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amit Dabriwala (DIN: 00164763), who was appointed as an Additional Director of the Company with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting of the Company, and who is eligible for being re-appointed and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Articles of Association of the Company, Mr. Amit Dabriwala (DIN: 00164763), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024, on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

7. Re-appointment of Mr. Amit Dalal (DIN: 00297603) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amit Dalal (DIN: 00297603), who was appointed as an Additional Director of the Company with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for re-appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and the Articles of Association of the Company, Mr. Amit Dalal (DIN: 00297603), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024 and on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company;

NOTICE

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

8. Re-appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sivaramakrishnan Iyer (DIN: 00503487), who was appointed as an Additional Director of the Company with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for re-appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and the Articles of Association of the Company, Mr. Sivaramakrishnan Iyer (DIN: 00503487), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024 and on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board of Directors

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Registered Office:
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
CIN : L17100MH1905PLC000200
E-mail – investorrelations@highstreetphoenix.com
Website : www.thephoenixmills.com
Tel No. : 022 – 24964307
Fax No : 022 - 24938388

Date: August 7, 2019
Place: Mumbai

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the Special Businesses as set out in the Notice is annexed hereto and forms part of this Notice.

   Messrs DTS & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 112th Annual General Meeting held on September 25, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

2. As per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, information regarding appointment/re-appointment of Directors (Item no. 5 to 8) is annexed hereto.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

4. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

5. The instrument appointing a Proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

6. Attendance slip, Proxy form and route map of the venue of the meeting are annexed hereto.

7. In case of joint holders attending the meeting, any such joint holder who is higher in the order of names will be entitled to vote.

8. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited ('Link Intime') having their office premises situated at C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 19, 2019 to Tuesday, September 24, 2019 (both days inclusive) for the annual closing and for the purpose of determining the entitlement for payment of dividend.

10. Dividend for the Financial Year ended March 31, 2019 as recommended by the Board of Directors, if declared at the Annual General Meeting, shall be paid after September 24, 2019 to those Shareholders :

    a) whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, September 18, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

    b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Wednesday, September 18, 2019 after giving effect to:

        i. valid request(s) received for transmission/ transposition of shares and

        ii. valid requests of transfer of shares in physical form (re-lodgement cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents)

    lodged with the Company/its Registrar & Share Transfer Agent on or before Wednesday, September 18, 2019.

NOTICE

11. Under the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of ₹ 21,06,163 being unclaimed/unpaid dividend of the Company for the financial year ended March 31, 2011 was transferred in November, 2018 to IEPF. Last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year 2011-12 and thereafter is as under :

Financial Year ended	Date of Declaration of Dividend	Last date for claiming the dividend from the Company prior to transfer to IEPF
2011-12	August 21 , 2012	September 27, 2019
2012-13	August 21, 2013	September 27, 2020
2013-14	August 26, 2014	October 2, 2021
2014-15	September 9, 2015	October 15, 2022
2015-16 Interim Dividend	March 19, 2016	April 25, 2023
2015-16 Final Dividend	September 8, 2016	October 14, 2023
2016-17	September 25, 2017	October 31, 2024
2017-18	September 18, 2018	October 24 , 2025

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime well in advance of the above due dates. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 18, 2018, (date of last Annual General Meeting) on the website of the Company at www.thephoenixmills.com.

Further, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, during the FY 2018-19, the Company has transferred 19,194 Equity Shares to the IEPF. The shareholders whose equity shares have been transferred to the IEPF can request the Company or Link Intime as per the prescribed provisions to claim their shares out of IEPF.

In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published notice in newspapers. The Shareholders whose dividend/shares is/will be transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority www.iepf.gov.in/IEPF/refund.html.

12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

13. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to Link Intime/ Company to update their Bank Account details.

Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Link Intime cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

14. SEBI has vide its Notifications dated June 08, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialised form from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

15. Pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/Link Intime, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

    Members may note that the Annual Report 2018-19 along with Notice of the Meeting, Attendance Slip and Proxy Form are available on the website of the Company.

16. As a measure towards Green Initiative, the Company encourages its Members to receive documents like Notices of Meetings / Postal Ballot, Annual Reports, and other shareholder communications electronically at their email address. Members are requested to support the Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime (in case of Shares held in physical form).

17. Members are requested to:

    a. inform of changes, if any, in their registered address at the earliest to the Company or Link Intime, for shares held in physical form, or to their concerned DP for shares held in electronic form.

    b. quote ledger folio numbers/DP ID and Client ID numbers in all correspondence.

    c. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names

    d. register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and Link Intime/ Company, in case of Shares held in physical form, as directed by SEBI

    e. bring their copy of the Annual Report to the Annual General Meeting.

18. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.

PROCEDURE FOR REMOTE E-VOTING

19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the remote e-voting facility to its Members enabling them to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited ('CDSL') on all resolutions set forth in this Notice.

    Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

NOTICE

The remote e-voting period will commence on Saturday, September 21, 2019 [9:00 A.M. (IST)] and will end on Monday, September 23, 2019 [05:00 P.M. (IST)]. During this remote e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. September 18, 2019, may cast their vote electronically. At the end of the remote e-voting period, the remote e-voting facility shall forthwith be blocked by CDSL and Members shall not be allowed to vote through remote e-voting beyond the said date and time.

Any person who becomes a member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date may obtain their User Id and password in the manner as mentioned hereinafter. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

I. The instructions for e-voting are as under:

a) For casting votes, the Members should log on to the CDSL e-voting website www.evotingindia.com.

b) Click on 'Shareholders/Members'

c) Enter your Login credentials:

   a. For CDSL: 16 digits beneficiary ID

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

   c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.

d) Next, enter the image verification as displayed and Click on 'Login'.

e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.

f) If you are a first time user follow the steps given below:

		For members holding shares in demat and physical form
PAN	-	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
	-	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the attendance slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	-	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	-	If both the details are not recorded with the Depository or the company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (c).

g) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

h) After entering these details appropriately, click on 'Submit' tab.

i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice

k) Click on the EVSN for 'The Phoenix Mills Limited'.

l) On the voting page, you will see 'Resolution Description' and against the same option 'Yes/No' for voting. Select the option as desired. The option 'Yes' implies that you assent to the Resolution and the option 'No' implies that you dissent to the Resolution.

m) On the voting page enter the number of shares (which represents no. of votes) as on the cut-off date under 'For/Against'.

n) Click on the 'Resolutions File Link' if you wish to view the entire Resolution details.

o) After selecting the resolution you have decided to vote on, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Ok', else to change your vote, click on 'Cancel' and accordingly modify your vote.

p) Once you 'Confirm' your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

q) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

r) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

s) During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

t) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting.

u) Note for non–individual shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

II. In case of shareholders receiving the Notice by post:

For shareholders whose email IDs are not registered with the Company/Depository Participant(s) and who receives the physical copy of the AGM Notice, the following instructions may be noted:

i. The User ID and initial password is provided at the bottom of the AGM Notice.

ii. Please follow all the steps from (a) to (u) mentioned above to cast your vote successfully.

III. In case you have any queries or issues or grievances regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 18002005533 or contact Mr. Rakesh Dalvi, Manager, CDSL, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 at +91 22 2305 8542.

IV. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

V. The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the Meeting. The Company will make necessary arrangements in this regard at the venue of the Meeting. The facility for voting through electronic voting system or through ballot paper shall be made available at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

NOTICE

VI. Details of person to be contacted for issues relating to voting through Physical Ballot and e–voting:
Mr. Mangesh Satvilkar
The Phoenix Mills Limited,
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel No.: 022-30016600
Fax No.: 022-30016818
Email: evoting@highstreetphoenix.com

VII. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 18, 2019.

VIII. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting by way of Ballot Paper / electronic voting at the venue of the Meeting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote by any other mode shall be treated as invalid.

IX. The Company has appointed Mr. Himanshu Kamdar (Membership No. FCS 5171) Partner of M/s. Rathi & Associates, Practising Company Secretaries, Mumbai to act as the Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting venue (through electronic voting or through ballot paper) in a fair and transparent manner.

X. The Scrutinizer will, immediately upon conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and within a period of forty eight hours from the conclusion of the meeting, make and submit a consolidated Scrutinizer's Report to the Chairman of the Company.

XI. The voting results shall be declared not later than forty-eight hours from the conclusion time of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at www.thephoenixmills.com and the website of CDSL at: www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorised by the Board in this regard and will simultaneously be sent to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office as well as the Corporate Office of the Company.

20. A certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme– 2007 is being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Company will be available for inspection by the Members at the Annual General Meeting.

21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

22. All documents referred to in the accompanying Notice and Explanatory Statement are available for inspection in physical or electronic form at the Registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at 2nd Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Compound, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 as well as during the AGM at the venue thereof.

23.. Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at investorsrelations@highstreetphoenix.com at least seven (7) days in advance of the Meeting so as to enable the Board/ Management to respond suitably.

24. As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice. The prominent landmark for the venue is Opposite Churchgate Station.

By Order of the Board of Directors

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Registered Office:

462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
CIN : L17100MH1905PLC000200
E-mail – investorrelations@highstreetphoenix.com
Website : www.thephoenixmills.com
Tel No. : 022 – 24964307
Fax No : 022 - 24938388

Date: August 7, 2019
Place: Mumbai

NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Pursuant to provisions of Section 152 of the Companies Act 2013 ("the Act"), the Board of Directors of the Company basis the recommendation of the Nomination and Remuneration Committee of the Board, approved the appointment of Mr. Rajendra Kalkar (DIN 03269314), as an Additional Director on the Board of the Company, with effect from December 10, 2018, liable to retire by rotation. He was also appointed as the Whole-Time Director of the Company with effect from December 10, 2018, subject to approval of the Members at the Annual General Meeting.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder Mr. Kalkar holds office upto the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received his consent to act as a Director and declaration in the specified form that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing from a member under Section 160 of the Act proposing his candidature for office of Director of the Company.

The terms and conditions for appointment of Mr. Kalkar are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration are given below:

Sr. No.	Particulars	Amount Per annum (₹)
1	Basic Salary	83,16,328
2	Perquisites and Allowances	35,18,719
3	Retirement Benefits	6,91,680
	Total Fixed Salary	**1,25,26,727**

(i) **Other Benefits :-** Performance Linked Incentives, Bonus, Car facility, Club membership, Medi-claim Coverage, telecommunication facility, Leave Encashment etc. as per Company's policy.

(ii) **Stock Options -** As may be granted by Compensation Committee from time to time as per ESOP Schemes of the Company.

(i) **Other Terms :**

a) Mr. Kalkar has the responsibility to lead and manage strategic initiatives & operations of the Company subject to the superintendence, control & direction of the Board of Directors

b) Mr. Kalkar shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The Board of Directors or Committee thereof may, at its discretion, vary, alter or widen the scope of remuneration within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act.

Further details relating to Mr. Kalkar including his qualifications, other Directorships, membership of Committees of other Boards are given in Annexure forming part of this Notice. This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India.

Save and except for Mr. Rajendra Kalkar, none of the other Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 5 of the Notice.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NOS. 6, 7 AND 8

Mr. Amit Dabriwala (DIN: 00164763), Mr. Amit Dalal (DIN: 00297603) and Mr. Sivaramakrishnan Iyer (DIN: 00503487) were appointed as Non-Executive Independent Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of five consecutive years commencing from April 1, 2014 to March 31, 2019 by the Members of the Company at its Annual General Meeting held on August 26, 2014 ("first term").

Accordingly, pursuant to the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder the first term of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Independent Directors of the Company concluded on March 31, 2019.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Further, Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and basis the results of the performance evaluation carried out by the said Committee and the Board, at their meeting held on March 29, 2019, re-appointed Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Additional Non-Executive Independent Directors, not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company commencing from April 1, 2019 to March 31, 2024, subject to the approval of the Members by way of passing special resolution.

The performance evaluation of Independent Directors were based on various criteria, inter-alia, including attendance at Board and Committee Meetings of the Board, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

Copies of the draft Letter of Appointment setting out the terms and conditions of the appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Independent Directors and all the relevant documents referred to in this Notice and Explanatory Statement, are available for inspection in physical or electronic form at the Registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at 2nd Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Compound, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 as well as during the AGM at the venue thereof.

As per Section 161(1) of the Act and Articles of Association of the Company, Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer, being Additional Directors, hold office upto the forthcoming Annual General Meeting of the Company and are eligible to be re-appointed as Directors of the Company.

Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer have consented to act as Non-Executive Independent Directors and are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received notices in writing from Member(s) of the Company under Section 160 of the Act proposing the candidature of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer for the office of Director of the Company. The Company has also received declarations from Mr. Amit Dabriwala (DIN: 00164763), Mr. Amit Dalal

NOTICE

(DIN: 00297603) and Mr. Sivaramakrishnan Iyer (DIN: 00503487) stating that they meet the criteria of independence as prescribed under sub Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer fulfil the conditions for re-appointment as Independent Directors as specified in the Act and Listing Regulations and are independent of the management and the Board considers that the proposed re-appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Independent Directors, considering their skills, experience & knowledge in diverse areas, and also given their background and experience and their continued association will be of immense value and benefit and in the best interest of the Company.

Further details relating to Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer including their qualifications, other Directorships, membership of Committees of other Boards are given in Annexure forming part of this Explanatory Statement of the Notice. This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Save and except Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 6, 7 and 8 of the Notice.

The Board recommends Special Resolutions for appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Non-Executive Independent Directors of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024, as set out at Item nos. 6, 7 and 8 of the Notice for approval of Members.

By Order of the Board of Directors

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Registered Office:
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
CIN : L17100MH1905PLC000200
E-mail – investorrelations@highstreetphoenix.com
Website : www.thephoenixmills.com
Tel No. : 022 – 24964307
Fax No : 022 - 24938388

Date: August 7, 2019
Place: Mumbai

ANNEXURE TO ITEM NOS. 4,5,6,7 AND 8 OF THE NOTICE CONVENING THE 114TH ANNUAL GENERAL MEETING OF THE COMPANY

Details of Directors seeking appointment/ re-appointment at 114th Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name	Mr. Pradumna Kanodia	Mr. Rajendra Kalkar
Director Identification Number (DIN)	01602690	03269314
Age	54 years	51 years
Nationality	Indian	Indian
Date of first appointment on the Board	April 24, 2011	December 10, 2018
Qualifications	Qualified Chartered Accountant and Company Secretary	Bachelor of Engineering (Electrical) from NIT Jaipur, Rajasthan
Capacity	Director - Finance	Whole-Time Director
Experience and Expertise	Mr. Pradumna Kanodia has over 28 years of experience in corporate management, finance and commercial matters, fiscal and strategic planning, budgeting and cash flow management. He heads the finance and accounts teams and plays a key role in fund raising and liaisoning with banks for debt funding of Company.	Mr. Rajendra Kalkar has over 27 years of experience with an expertise in P&L responsibility and driving the strategic intent for the overall business of large retail and mall management companies. He has been associated with the Company since January 2010, and is responsible for driving the various functions of leasing, marketing, finance, operations and achieving the P&L of the Company's Mall i.e. High Street Phoenix and Phoenix MarketCity complexes in Mumbai, Pune and Bengaluru.
Details of Directorships held in other companies	**Indian Companies** • Classic Housing Projects Private Limited • Acme Hospitality Services Private Limited • Pallazzio Hotels & Leisure Limited • Butala Farm Lands Private Limited	**Indian Companies** • Market City Resources Private Limited • Mugwort Land Holdings Private Limited • Big Apple Real Estate Private Limited • Blackwood Developers Private Limited • Calypso Retail Private Limited
Chairman in the Committees of the Boards of companies	None	None

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Name	Mr. Pradumna Kanodia	Mr. Rajendra Kalkar
Membership in the Committees of the Boards of companies	**The Phoenix Mills Limited** Risk Management Committee Finance and Investment Committee Corporate Social Responsibility Committee	**The Phoenix Mills Limited** Risk Management Committee
Number of shares held in the Company	11,426 Equity shares	1,000 Equity Shares
Last drawn Remuneration	NIL	For F.Y. 2018-19 (for the period from December 10, 2018 to March, 31, 2019) Remuneration: ₹ 34,62,807
Terms and Conditions of Appointment/Reappointment	Executive Director, liable to retire by rotation.	Appointment as Whole-time Director of the Company for a period of five years commencing from December 10, 2018 on such terms and conditions as may be decided by the Board and/or a duly constituted Committee of the Board.
Details of Remuneration sought to be paid	Not Applicable	As per explanatory statement to Item No.5
Number of Board meetings attended during the year 2018-19	11 out of 11	4 out of 4
Relationship with other Directors/ KMPs'/Manager	Not related to any Director / Key Managerial Personnel of the Company.	Not Related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	Not-Applicable	Not-Applicable

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Director Identification Number (DIN)	00164763	00297603	00503487
Age	46 years	56 years	52 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	Appointed on December 31, 2005 and subsequently, he was appointed for the first term of 5 (five) years commencing from April 1, 2014 to March 31, 2019.	Appointed on February 21, 2007 and subsequently, he was appointed for the first term of 5 (five) years commencing from April 1, 2014 to March 31, 2019.	Appointed on October 21, 2006 and subsequently, he was appointed for the first term of 5 (five) years commencing from April 1, 2014 to March 31, 2019
Qualifications	Graduate from Calcutta University.	• Bachelor's Degree in Commerce from the University of Mumbai, • Postgraduate Diploma in Business Management from the University of Massachusetts, USA • A Master's Degree in Business Administration from the University of Massachusetts, USA	• Bachelor's degree in Commerce from the University of Mumbai, • Qualified Chartered Accountant from Institute of Chartered Accountants of India (the "ICAI").

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Capacity	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director
Experience and Expertise	Mr. Amit Dabriwala as a Promoter Director of United Credit Securities Limited (UCSL), a member of the National Stock Exchange, has been associated with the capital markets since 1996 and was responsible for setting up the Mumbai branch of UCSL In 2004, he promoted JNR Securities Broking Private Limited which is a member of the Bombay Stock Exchange. Through the United Credit group companies, he is also involved in real estate development, leasing and hire purchase.	Mr. Amit Dalal has been the Managing Director of Amit Nalin Securities Private Limited since October 1997 and also serves as its Director of Research. He earned experience as an Investment Analyst in USA for 2 years. He has been the Executive Director of Investments at Tata Investment Corporation Limited (TICL) since January 1, 2010 and is engaged in the development of the Portfolio of TICL. He is also Director on the Board of various companies and is associated with certain Charitable Institutions. He is a member of the Investment Committee of The Cricket Club of India Limited and The Willingdon Sports Club and a Member of Rotary Club of Mumbai Queens Necklace.	Mr. Sivaramakrishnan Iyer specializes in corporate finance and advises companies on Capital Structuring, Systems & process improvements, risk management, setting up MIS systems, fund raising either as debt or equity, etc.
Details of Directorships held in other companies	**Indian Companies** • JNR Securities Broking Private Limited • Sattyaahomes Development Private Limited • Adibhuta Investments Private Limited • Alyssum Developers Private Limited • Palladium Constructions Private Limited • Alliance Spaces Private Limited • Vamona Developers Private Limited • United Credit Securities Limited • Edmond Finvest Private Limited • Graceworks Realty & Leisure Private Limited • Offbeat Developers Private Limited	**Indian Companies** • Tata Investment Corporation Limited • Manugraph India Limited • Sutlej Textiles and Industries Limited • Simto Investment Company Limited • Nexgen Lifin Private Limited • Amit Nalin Securities Private Limited • Sew Engineering (India) Private Limited • Milestone Capital Advisors Private Limited	**Indian Companies** • Praj Industries Limited • Praj Hipurity Systems Limited • Samco Ventures Private Limited

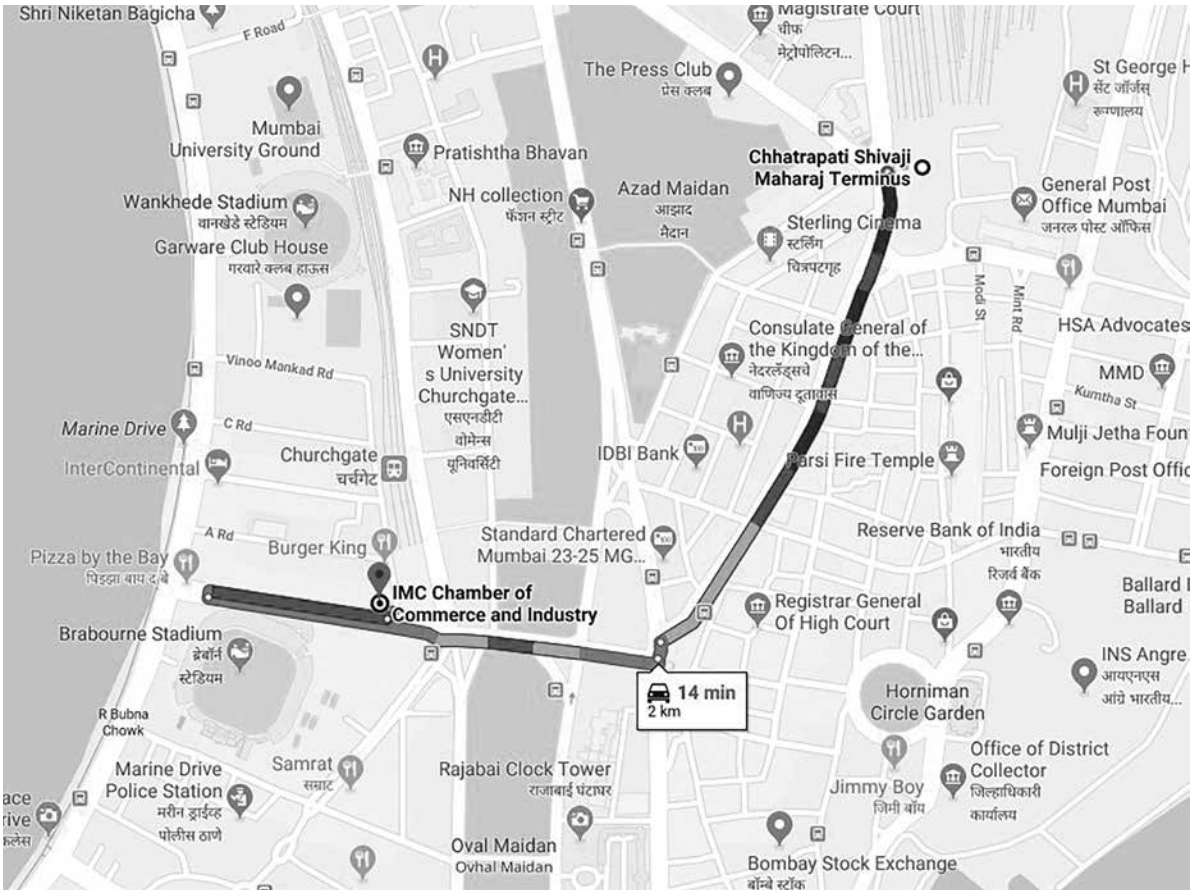
NOTICE

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Chairman in the Committees of the Boards of companies	**The Phoenix Mills Limited** Audit Committee Stakeholders' Relationship Committee **Palladium Constructions Private Limited** Audit Committee	**Sutlej Textiles and Industries Limited** Stakeholder Relationship Committee	**Praj Industries Limited** Stakeholder Relationship Committee **Praj Hi Purity Systems Limited** Audit Committee
Membership in the Committees of the Boards of companies	**The Phoenix Mills Limited** Nomination and Remuneration Committee Compensation Committee **Offbeat Developers Private Limited** Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee **Vamona Developers Private Limited** Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee- **Palladium Constructions Private Limited** Nomination & Remuneration Committee Corporate Social Responsibility Committee- **Alliance Spaces Private Limited** Audit Committee Nomination and Remuneration Committee **Alyssum Developers Private Limited** Audit Committee Nomination and Remuneration Committee **Graceworks Realty and Leisure Private Limited** Audit Committee Nomination and Remuneration Committee	**Sutlej Textiles and Industries Limited** Audit Committee Corporate Social Responsibility Committee **Tata Investment Corporation Limited** Stakeholder Relationship Committee Asset Liability & Risk Management Committee Corporate Social Responsibility	**Praj Industries Limited** Audit Committee

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Number of shares held in the Company as on Date	Nil	Nil	Nil
Last drawn Remuneration	For F.Y. 2018-19 Sitting Fees: ₹ 4,65,000 Commission: ₹ 3,25,000	For F.Y. 2018-19 Sitting Fees: ₹ 3,00,000 Commission: ₹ 3,25,000	For F.Y. 2018-19 Sitting Fees: ₹ 1,80,000 Commission: ₹ 3,25,000
Terms and Conditions of Appointment/Reappointment	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a Second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a Second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of five years commencing from April 1, 2019 to March 31, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.
Details of Remuneration sought to be paid	Sitting fees for attending Board/Committee Meetings. Reimbursement of expenses incurred for attending Board/ Committee Meetings, if any. Payment of Commission as approved by the Nomination and remuneration Committee not exceeding the 1% p.a. (one percent) of the net profits of the Company calculated as per section 198 of Companies Act, 2013 and as approved by the Members at the Annual General Meeting held on September 09, 2015.	Sitting fees for attending Board/Committee Meetings. Reimbursement of expenses incurred for attending Board/ Committee Meetings, if any. Payment of Commission as approved by the Nomination and remuneration Committee not exceeding the 1% p.a. (one percent) of the net profits of the Company calculated as per section 198 of Companies Act, 2013 and as approved by the Members at the Annual General Meeting held on September 09, 2015.	Sitting fees for attending Board/Committee Meetings. Reimbursement of expenses incurred for attending Board/ Committee Meetings, if any. Payment of Commission as approved by the Nomination and remuneration Committee not exceeding the 1% p.a. (one percent) of the net profits of the Company calculated as per section 198 of Companies Act, 2013 and as approved by the Members at the Annual General Meeting held on September 09, 2015.
Number of Board meetings attended during the year 2018-19	11 out of 11	10 out of 11	6 out of 11
Relationship with other Directors/ KMPs'/Manager	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	The Nomination and Remuneration Committee and the Board evaluated performance of Mr. Amit Dabriwala and rated him satisfactory on all parameters and recommended his re-appointment.	The Nomination and Remuneration Committee and the Board evaluated performance of Mr. Amit Dalal and rated him satisfactory on all parameters and recommended his re-appointment	The Nomination and Remuneration Committee and the Board evaluated performance of Mr. Sivaramakrishnan Iyer and rated him satisfactory on all parameters and recommended his re-appointment.

ROUTE MAP TO THE VENUE OF AGM

Venue of 114th Annual General Meeting : Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai – 400 020.



Prominent Landmark : Opposite Churchgate Station.

Closest Railway Station : Churchgate Railway Station (Western Railway), Mumbai

Distance from Chatrapati Shivaji Terminus : 2.0 Km

Distance from Churchgate Railway Station : 30 Mtrs

The Phoenix Mills Limited

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
CIN: L17100MH1905PLC000200
Tel: (022) 2496 4307 / 8 / 9 Fax: (022) 2493 8388 Email: investorrelations@highstreetphoenix.com
Website: www.thephoenixmills.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L17100MH1905PLC000200
Name of the Company: The Phoenix Mills Limited
Registered office: 462, Senapati Bapat Marg, Lower Parel, Mumbai-400013

Name of the Member(s)
Email ID
Registered address
DP ID Client Id/ Folio No.

I/We, being the member(s) of .....shares of the above named company, hereby appoint

1. Name: _____
   Address: _____
   E-mail Id: _____ Signature: _____ or failing him / her _____
2. Name: _____
   Address: _____
   E-mail Id: _____ Signature: _____ or failing him / her _____
3. Name: _____
   Address: _____
   E-mail Id: _____ Signature: _____ or failing him / her _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 114th Annual General Meeting of the Company, to be held on Tuesday, September 24, 2019 at 4.00 P.M. at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Auditors thereon		
3.	To declare a dividend at the rate of Rs. 3.00 per Equity Share of face value Rs. 2.00 each, for the Financial Year ended on March 31, 2019.		

Resolution No.	Description	For	Against
4.	To appoint a Director in place of Mr. Pradumna Kanodia (DIN: 01602690), who retires by rotation and, being eligible, offers himself for re-appointment		
Special Business			
5.	Appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director		
6.	Re-appointment of Mr. Amit Dabriwala (DIN: 00164763) as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.		
7.	Re-appointment of Mr. Amit Dalal (DIN: 00297603) as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.		
8.	Re-appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.		

Signed this_____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Re. 1 revenue Stamp

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, either in person or through post, not less than 48 hours before the commencement of the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

(2) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting

The Phoenix Mills Limited

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
CIN: L17100MH1905PLC000200
Tel: (022) 2496 4307 / 8 / 9 Fax: (022) 2493 8388 Email: investorrelations@highstreetphoenix.com
Website: www.thephoenixmills.com

ATTENDANCE SLIP

114th Annual General Meeting – Tuesday, September 24, 2019

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID & Client ID/ Folio No.	
Name & Address of First named Member	
Name of Joint Holder(s), If any	
No. of equity shares held	

I/We certify that I/We am/are Member(s) / Proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 114th Annual General Meeting of the Company held on Tuesday, September 24, 2019 at 4:00 P.M. (IST) at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai – 400 020 and/or any adjournment thereof.

Name of Proxy/Authorised Representative, if any _____

Signature of Member(s)/Proxy/ Authorised Representative _____

Notes:

1. Only Members of the Company or their Proxy/Authorised Representative(s) will be allowed to attend the Meeting;
2. You are requested to bring your copy of the Annual Report to the Meeting;
3. Joint Shareholder(s) desiring to attend the Meeting may obtain additional attendance slips on request.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN
190813020		

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN mentioned in the PAN field.

Notes:

(1) The remote e-voting period will commence on Saturday, September 21, 2019 at 09:00 A.M. (IST) and will end on Monday, September 23, 2019 at 05:00 P.M (IST).

(2) Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Wednesday, September 18, 2019, shall be entitled to avail the facility of remote e-voting or voting at the venue of 114th Annual General Meeting.

CORPORATE INFORMATION

Board of Directors

Mr. Atul Ruia
Chairman & Managing Director

Mr. Shishir Shrivastava
Joint Managing Director

Mr. Pradumna Kanodia
Director - Finance

Mr. Rajendra Kalkar
President - West &
Whole-time Director

Mr. Amit Dabriwala
Non-Executive Independent
Director

Mr. Amit Dalal
Non-Executive Independent
Director

Mr. Sivaramakrishnan Iyer
Non-Executive Independent
Director

Ms. Shweta Vyas
Non-Executive Independent
Director

Company Secretary

Mr. Gajendra Mewara

Registrar and Share Transfer Agent

Link Intime India Private Limited,
C-101, 247 Park,
L.B.S. Marg,
Vikhroli (West),
Mumbai - 400 083.
Tel. No.: 022-4918 6000
Fax No.: 022-4918 6060

Bankers

Standard Chartered Bank
HongKong & Shanghai Banking Corporation
Kotak Mahindra Bank Limited
HDFC Bank
IndusInd Bank
YES Bank
Corporation Bank
Punjab National Bank
Tata Capital Limited
Saraswat Co-op Bank Limited
South Indian Bank
Axis Bank
ICICI Bank
State Bank of India
Bajaj Finance
Aditya Birla Finance Limited

Auditors

DTS & Associates
Chartered Accountants

Registered Office

462, Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013.
Tel: 022 - 2496 4307
Fax: 022 - 2493 8388
Website: www.thephoenixmills.com
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highstreetphoenix.com

Corporate Office

Shree Laxmi Woollen Mills Estate,
R. R. Hosiery Bldg,
Off. Dr. E. Moses Rd.,
Mahalaxmi,
Mumbai - 400 011.

THE PHOENIX MILLS LIMITED

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dickenson www.dickensonworld.com