

D T S & Associates

Chartered Accountants

To
The Board of Directors,
The Phoenix Mills Limited.
Phoenix Mill Premises,
462-Senapati Bapat Marg,
Lower Parel, Mumbai- 400013.

Independent Auditor's Certificate certifying the accounting treatment contained in the Draft Scheme of Amalgamation of Phoenix Hospitality Company Private Limited with The Phoenix Mills Limited and their respective shareholders in terms of the provisions of section(s) 230 to 232 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013.

1. This certificate is issued at the request of the Company. We, D T S & Associates, the statutory auditors of The Phoenix Mills Limited ("the Company"), have examined the proposed accounting treatment specified in Clause 15 of the Draft Scheme of Amalgamation of Phoenix Hospitality Company Private Limited with The Phoenix Mills Limited and their respective shareholders (herein after referred to as "Scheme") in terms of the provisions of section(s) 230 to 232 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("Act"), read with rules made there under and Other Generally Accepted Accounting Principles.

Management's Responsibility

2. The responsibility for the preparation of the scheme and ensuring its compliance with all applicable laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

3. Our responsibility is only to examine and report whether the accounting treatment referred to in clause 15 of the Scheme referred above comply with the applicable accounting standards notified by the Central Government under section 133 of Act, read with rules made there under and Other Generally Accepted Accounting Principles. The Appointed Date for the purpose of this certificate is considered as April 1, 2019
4. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 3 above. We have performed the following procedures :

Obtained the Scheme, read and understood the accounting treatment in the books of Company specified in Clause 15 of the Scheme along with Applicable Accounting Standards.

5. We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



Opinion

6. Based on our examination and according to the information and explanations given to us, we are of the opinion that the accounting treatment in the books of the Company contained in Clause 15 of the Scheme and as reproduced in Annexure 1, is in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified under section 133 of the Act read with the rules made there under, and other Generally Accepted Accounting Principles, as applicable.
7. For ease of references, Clause 15 of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initiated by us only for the purposes of identification.

Restriction on Distribution and Use

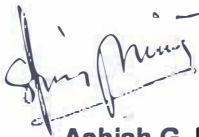
This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for onward submission by the Company to the Stock Exchange(s), Regional Director of Registrar of Company and National Company Law Tribunal. This certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Nothing contained in the Certificate, nor anything said or done in the course of or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

For **D T S & Associates**

Firm Registration No. 142412W

Chartered Accountants



Ashish G. Mistry

Partner

Membership No. 132639

UDIN No. 19132639AAAABO1999



Mumbai , August 7, 2019



**THE PHOENIX
MILLS LIMITED**

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CIN No. : L17100MH1905PLC000200

Annexure 1 to the Certificate dated August 7, 2019

Relevant extract of the Draft Scheme of Amalgamation of Phoenix Hospitality Company Private Limited ("PHCPL") with The Phoenix Mills Limited ("PML") and their respective shareholders in terms of the provisions of section(s) 230 to 232 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013.

"15. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, PML shall account for the amalgamation as under:

15.1 *PML shall account for the Amalgamation of PHCPL as per Ind- AS 103 – Business Combinations (pooling of interest method) as described in Appendix C for the entities under common control as referred to in section 133 of the Companies Act, 2013 read with the rules thereunder:*

A) *Upon this Scheme becoming effective and with effect from the Appointed Date, all the assets, liabilities, of PHCPL transferred to it in pursuance of this Scheme shall be recorded in the books of PML at their respective book values appearing in the books of PHCPL.*

B) *The balance, if any, in the Reserves account or credit or debit balance of profit and loss account of PHCPL, as the case may be, as on the Appointed dates, shall be transferred to and aggregated with the corresponding reserves in the books of PML.*

15.2 *PML shall credit to its share capital account, the aggregate face value of the Equity Shares issued by it pursuant to this Scheme.*

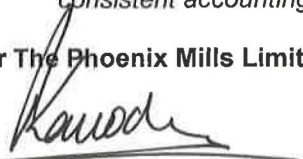
15.3 *The book value of investments, if any, held by PML in PHCPL shall stand cancelled.*

15.4 *The excess or deficit between the net assets and reserves taken over as stated in (15.1) above, share capital issued as stated in (15.2) above and cancellation of investment as stated in (15.3) above shall, be adjusted to Capital Reserve Account in the books of PML.*

15.5 *Upon coming into effect of this Scheme, to the extent that there are inter-corporate loans/advances or balances between PHCPL and PML, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of PHCPL and PML for the reduction of any assets or liabilities, as the case may be.*

15.6 *Adjustment for differences in accounting policies*
In case of any differences in the accounting policy between PHCPL and PML, the impact of the same till the Amalgamation will be quantified and adjusted in Statement of Profit and Loss of PML to ensure that the financial statements of PML reflects the financial position on the basis of consistent accounting policy."

For The Phoenix Mills Limited


Authorized Signatory

Mumbai , August 7, 2019

