THE PHOENIX MILLS LIMITED

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

September 01, 2026

BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza,
Dalal Street, Fort,	Bandra-Kurla Complex, Bandra East,
Mumbai- 400 001	Mumbai- 400051
Security code: 503100	Symbol: PHOENIXLTD

Dear Sirs/Madam,

Sub: Intimation regarding Rating - Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that India Ratings and Research Private Limited (formerly Fitch Ratings India Private Limited), the Credit Rating Agency, has upgraded its ratings on the bank facilities of the Company from IND AA to IND AA+ and also affirmed IND A1+ rating for Commercial Papers. Rating rationale published by aforesaid Credit Rating Agency, is enclosed herewith for your reference.

The aforesaid information is also being uploaded on the Company's website at https://www.thephoenixmills.com/investors/FY2027/Exchange-Intimations.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For The Phoenix Mills Limited

BHAVIK MANILAL GALA

Digitally signed by BHAVIK MANILAL GALA
Date: 2026.09.01 14:46:39 +05'30'

Bhavik Gala
Company Secretary
Membership No. F8671

Encl. As above

India Ratings Upgrades The Phoenix Mills's Bank Loan Facilities to 'IND AA+'/Stable; Affirms CPs at 'IND A1+'

Aug 31, 2026 | The Phoenix Mills Limited | Residential | Commercial Projects

India Ratings and Research (Ind-Ra) has upgraded The Phoenix Mills Limited's (TPML) bank loan facilities long-term rating to 'IND AA+' from 'IND AA'. The Outlook is Stable. The instrument-wise rating actions are as follows:

Details of Instruments

Instrument Type	Regulator of Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (INR million)	Rating Assigned with Outlook/Watch	Rating Action
Bank loan facilities	RBI	-	-	-	7,500	IND AA+/Stable/IND A1+	Long-term rating upgraded; short-term rating affirmed
Commercial paper#	RBI	-	-	Up to 365 days	1,000	IND A1+	Affirmed

Commercial paper limits shall be carved out of working capital limits which are under bank loan facilities; nil outstanding

Analytical Approach

Ind-Ra continues to fully consolidate TPML's subsidiaries and joint ventures (JVs), collectively referred to as the TPML Group, to arrive at the ratings, as they operate in a similar line of business, with some sharing of the brand name, and are strategically important for TPML. However, TPML does not guarantee the debt of its subsidiaries and JVs.

Detailed Rationale of the Rating Action

The upgrade reflects Ind-Ra's expectation of a resilient credit profile, supported by strong cash generation and moderate net leverage. The operating EBITDA increased to INR26.37 billion in FY26 (FY25: INR21.61 billion), leading to an improvement in the net leverage (net debt/operating EBITDA) to 1.57x (1.61x) and interest coverage (operating EBITDA/gross interest expense) to 6.82x (5.36x). Ind-Ra expects the net leverage to remain below 3.0x despite an annual construction capex of INR15 billion-17 billion and remaining Island Star Mall Developers Private Limited (ISMDPL) payments of about INR41.93 billion, supported by internal accruals, phased funding and incremental earnings from the completed and upcoming assets in 2025.

The upgrade also factors in the strong retail performance and growth potential from the recently completed offices. Retail consumption increased 21% yoy to INR165.87 billion in FY26 and 32% yoy to INR47.30 billion in 1QFY27. The completed office portfolio expanded to about 4.8 million square feet (msf), with rising occupancy likely to support annuity cash flows. The ratings further benefit from TPML's market leadership, diversified cash flows, adequate liquidity and entitlement to ISMDPL's full cash flows from the transaction's effective date. These strengths are partly offset by execution and funding risks from the large development pipeline, lease-renewal risk and exposure to cyclicality.

List of Key Rating Drivers

Strengths

- Market leadership supported by scale, premium assets and strong execution track record
- Sustained consumption and rental growth across retail portfolio
- Diversified annuity portfolio supported by ramp-up of recently completed offices
- Strong internal cash generation and comfortable net leverage
- ISMDPL buyout provides immediate access to full cash flows, with deferred payment structure
- Residential monetisation and planned launches provide additional cash flow support

Weaknesses

- Large development pipeline entails execution and funding risks
- Lease renewal risk
- Exposure to cyclicality across business segments

Detailed Description of Key Rating Drivers

Market Leadership Supported by Scale, Premium Assets and Strong Execution Track Record: Ind-Ra expects TPML to maintain its leading position in India's retail-led mixed-use segment, supported by its large portfolio, established Phoenix and Palladium brands, premium city-centric locations, diversified tenant base and strong execution capabilities. As of June 2026, the group has an operational retail portfolio of over 11msf across 12 malls in eight cities and has demonstrated its ability to develop, lease and stabilise large destination malls. TPML's integrated destinations combine retail with offices, hospitality, residential and experiential offerings, supporting customer engagement and asset productivity. Its current development pipeline across Kolkata, Surat, Thane, Coimbatore and Chandigarh, along with brownfield expansions at existing assets will increase the operational retail portfolio to over 18 msf by 2030 as per the management.

Sustained Consumption and Rental Growth Across Retail Portfolio: Ind-Ra expects TPML's retail consumption, rental income and EBITDA to sustain healthy growth over the medium term, supported by high occupancy, premiumisation, tenant remixing, rental resets and experiential offerings. Retail consumption increased to INR165.87 billion in FY26 (FY25: INR137.50 billion) despite no addition of any new operational mall and further increased 32% yoy to INR47.30 billion in 1QFY27. Retail rental income increased 10% yoy to INR21.57 billion in FY26 and 17% yoy to INR5.94 billion in 1QFY27, while retail asset EBITDA increased 12% yoy to INR22.46 billion and 17% yoy to INR6.25 billion in 1QFY27. As per Ind-Ra, weighted-average leased occupancy improved to about 92% in 1QFY27 (1QFY26: about 88%) and expects the portfolio's average occupancy rate to remain above 90% in the medium term.

Diversified Annuity Portfolio Supported by Ramp-up of Recently Completed Offices: Ind-Ra expects the group's annuity cash flow pool to broaden as the recently completed offices increase occupancy and commence rental billing, while the hospitality pipeline adds further diversification. The completed office portfolio increased to about 4.8 msf as of June 2026 following the completion of Millennium Towers, Phoenix Asia Towers and One National Park, during 2025, which aggregate about 2.8 msf and were 79%, 40% and 63% leased, respectively. Overall office leased occupancy stood at about 72% in June 2026 (June 2025: about 70%), comprising 84% across established assets and 64% across offices completed during 2025. Office income increased 44% yoy to INR750 million in 1QFY27 and EBITDA rose 31% yoy to INR420 million. The hospitality portfolio comprises 588 operational keys across The St. Regis, Mumbai and Courtyard by Marriott, Agra, with Grand Hyatt at Bengaluru of approximately 400 keys under development.

Strong Internal Cash Generation and Comfortable Net Leverage: Ind-Ra expects TPML's consolidated net leverage to remain below 3.0x over the medium term despite elevated development expenditure and acquisition-related outflows, supported by recurring annuity income, strong internal accruals, refinancing access and incremental EBITDA from the recently completed and upcoming assets. The consolidated revenue increased 16% yoy to INR44.23 billion in FY26, while EBITDA increased 22% yoy to INR26.37 billion and operating free cash flow increased 23% yoy to about INR21.40 billion. The net leverage (net debt/operating EBITDA) improved to 1.57x in FY26 (FY25: 1.61x) despite sizeable capital deployment. The group incurred about INR14.66 billion towards construction, land and development rights in FY26 and INR10.85 billion in 1QFY27, including INR7.16 billion for the balance payment for the Chandigarh land parcel.

The gross interest coverage improved to 6.82x in FY26 (FY25: 5.36x), indicating continued strength in operating cash flows. On an attributed basis — where operating EBITDA is proportionate to TPML's ownership stake in each SPV, TPML's consolidated attributed net leverage (net debt/operating attributed EBITDA) improved to 1.98x in FY26 (FY25:

2.15x). Ind-Ra expects this ratio to increase, although remaining broadly around 3.0x, primarily due to the planned ISMDPL acquisition. Additionally, adjusted net leverage, after including the entire outstanding ISMDPL consideration as a debt-like obligation, stood at about 3.16x in FY26 and is likely to moderate to about 3.0x by FY28 supported by EBITDA growth and operating cash generation.

ISMDPL Buyout Provides Immediate Access to Full Cash Flows, with Deferred Payment Structure: Ind-Ra expects the acquisition of CPP Investments' 49% stake in ISMDPL to strengthen TPML's attributable cash flows and eliminate minority-interest leakage, as TPML is entitled to 100% of ISMDPL's cash flows from the transaction's effective date, notwithstanding the deferred payment schedule. The total consideration of about INR54.49 billion is payable in four tranches over 36 months and will be funded through internal accruals and incremental debt, as per the management. The first tranche of INR12.57 billion was completed in November 2025, increasing TPML's legal shareholding to 58.33% (earlier: 51.0%). The remaining consideration of about INR41.93 billion is payable through three annual tranches until November 2028. The immediate access to the platform's full cash flows and deferred consideration provide funding support, although the outstanding payments and related debt will moderate leverage and liquidity headroom during the acquisition period.

Residential Monetisation and Planned Launches Provide Additional Cash Flow Support: Ind-Ra expects sales of completed inventory and collections from planned launches to provide additional cash flow support. Residential bookings increased to INR4.71 billion in FY26 (FY25: INR 2.12 billion), while the average sales realisation rose to INR36,000/sf in 1QFY27 (FY26: INR28,000-29,000/sf). As of June 2026, completed inventory available for sale stood at about 0.15 msf, while the planned pipeline comprises about 0.66 msf at One Bangalore West and about 1 msf at One Belvedere, Kolkata. Cash flow generation will, however, depend on timely approvals, project launches and sales velocity.

Large Development Pipeline Entails Execution and Funding Risks: Ind-Ra expects TPML's execution and funding risks to remain elevated over the medium term, given the simultaneous development pipeline across Kolkata, Surat, Lower Parel, Bengaluru, Thane, Coimbatore and Chandigarh, along with the remaining ISMDPL payments. Management expects annual construction and development capex of INR15 billion-17 billion and annual land-acquisition outflow of INR4 billion-5 billion over the medium term. Projects under construction, had an aggregate budgeted cost of about INR120.21 billion as of March 2026, with around INR38.49 billion incurred and the balance expenditure of about INR 81.72 billion. Pre-leasing provides revenue visibility, with Kolkata approaching around 90%, while Surat, the Phoenix Palladium expansion and Bengaluru Phase 2 retail were more than 50% pre-leased. TPML's execution track record, internal accruals, lender access and ability to phase longer-dated projects partly mitigate the risks; however, approval delays, cost overruns or weaker leasing could increase funding requirements and defer the expected earnings ramp-up.

Lease Renewal Risk: Ind-Ra expects the sizeable upcoming lease expiries to result in recurring renewal and tenant-replacement risk. Leases covering about 50% of operational retail gross leasable area, are scheduled to expire during FY27-FY29.. Non-renewals, tenant improvements and associated fit-out periods could lead to temporary vacancies and affect rental income. The risk is mitigated by TPML's high portfolio occupancy, diversified strong retailer demand and ability to improve tenant mix and rental productivity. The group achieved a blended rental uplift of about 20% across renewals and new transactions in FY26. Ind-Ra does not expect a substantial long-term downside to lease rentals, given TPML's leadership position and established tenant relationships.

Exposure to Cyclicality Across Business Segments: Ind-Ra expects TPML's premium locations, diversified portfolio, and contractual rental structure to provide resilience, although the group remains exposed to fluctuations in retail consumption, office demand, hospitality performance and residential sales. The large development pipeline and acquisition commitments could increase liquidity pressure during a downturn. The risk is partly mitigated by the group's geographic and tenant diversification and minimum-guaranteed rental structure, with fixed rentals contributing about 90% to the retail rental income.

Liquidity

Adequate: Ind-Ra expects TPML group's liquidity to remain adequate, supported by internal accruals, liquid investments, undrawn sanctioned facilities and refinancing flexibility. At 1QFYE27, the group's total liquidity stood at INR20 billion (FYE26: INR20 billion; FYE25: INR17 billion), comprising cash and cash equivalents, liquid investments, deposits with original maturities exceeding three months, debt service reserve account (DSRA) balances and cash held at associate entities. The DSRA stood at INR1.36 billion as of June 2026. Cash and cash equivalents stood at about INR11.9 billion at FYE26 (FYE25: INR12.1 billion).

The group also had undrawn sanctioned facilities of INR64.06 billion, including overdraft limits of INR13.61 billion as of June 2026. Under Ind-Ra's base case, cumulative operating cash flow of INR75 billion-78 billion over FY27-FY29, together with available liquidity and sanctioned facilities, is expected to support capex of INR50 billion and remaining ISMDPL payments of INR41.93 billion. Funds available after these outflows are likely to adequately cover aggregate principal and interest obligations of INR29 billion-31 billion. Liquidity is further supported by the group's demonstrated refinancing ability and access to project and lease rental discounting loans, providing additional funding flexibility during the peak development and acquisition period.

Rating Sensitivities

Positive: Developments that could, individually or collectively, lead to a positive rating action include:
- sustained strengthening of the business and financial profile, while maintaining healthy occupancy and rental growth across the operational portfolio;
- the timely completion and ramp-up of the planned expansion;

Negative: Developments that could, individually or collectively, lead to a negative rating action include:
- any significant drop in the occupancy/rentals and/or delays in the ramp-up of the occupancy levels across its under-construction portfolio,
- retail and commercial EBITDA cumulatively falling below 70% of overall EBITDA;
- aggressive debt-funded capex, leading to the net leverage rising above 3.0x on a sustained basis over the next three years.

Any Other Information

Standalone Performance: TPML's standalone revenue from operations increased to INR5.44 billion in FY26 (FY25: INR4.86 billion), supported by growth in rentals. Standalone operating EBITDA increased to INR3.58 billion in FY26 (FY25: INR3.00 billion), with the operating EBITDA margin improving to 65.8% (61.7%), reflecting rental growth and controlled operating expenses. Net cash generated from operating activities increased to INR4.18 billion (FY25: INR3.20 billion), while term borrowings declined to INR6.46 billion (INR7.49 billion), indicating healthy standalone cash generation.

ESG Issues

ESG Factors Minimally Relevant to Rating: Unless otherwise disclosed in this section, the ESG factors are credit neutral or have only a minimal credit impact on TPML, due to either their nature or the way in which they are being managed by the entity. For more information on Ind-Ra's ESG Relevance Disclosures, please click here. For answers to frequently asked questions regarding ESG Relevance Disclosures and their impact on ratings, please click here.

About the Company

TPML is one of India's leading owners, operators and developers of retail-led mixed-use destinations with its developments spread across retail, hospitality, commercial offices, and residential asset classes, with strong brand strength and operational track record. As of June 2026, TPML Group has an operational retail portfolio of over 11 million sf, spread across 12 malls in eight major cities of India (Mumbai, Bengaluru, Chennai, Pune, Lucknow, Indore, Ahmedabad, and Bareilly), which is likely to reach over 18 msf by 2030 as guided by the management.

TPML group's mixed-use destinations also include Grade A offices with an operational office portfolio of about 4.8msf across Mumbai, Bengaluru, Pune and Chennai with further office developments of about 4 msf in the pipeline.. TPML Group also owns and operates two hotels – The St. Regis, Mumbai and Courtyard by Marriot, Agra and currently has a Grand Hyatt hotel under development at Whitefield Bengaluru. The group has also developed two residential projects in Bengaluru and plans to launch two more towers admeasuring about 0.66msf, along with a residential project of about 1 msf in Kolkata The company is publicly traded on both the BSE Limited and The National Stock Exchange of India Limited, having an operational history of more than 100 years.

Key Financial Indicators

Consolidated Financial Summary

Particulars (Consolidated)	FY26	FY25
Revenue (INR billion)	44.2	38.1
Operating EBITDA (INR billion)	26.4	21.6
EBITDA margin (%)	59.6	56.7
Gross interest expense (INR billion)	3.9	4.0
Interest coverage (x)	6.82	5.36
Net leverage(x)	1.57	1.61
Source: TPML; Ind-Ra		

Status of Non-Cooperation with Previous Rating Agency

Not applicable

Rating History

Instrument Type	Current Rating/Outlook			Historical Rating/Outlook			
	Rating Type	Rated Limits (INR million)	Current Rating	03 September 2025	12 September 2024	22 September 2023	13 September 2023
Bank loan facilities	Long-term/Short-term	7,500	IND AA+/Stable/IND A1+	IND AA/Positive/ IND A1+	IND AA/Positive/ IND A1+	-	IND AA-/Stable/IND A1+
Commercial paper	Short-term	1,000	IND A1+	IND A1+	IND A1+	-	IND A1+
Issuer rating	Long-term	-	-	-	-	WD	IND AA-/Stable

Disclosure on instruments / activities and names of regulators:

A list of products/activities or ratings of instruments falling under the purview of various financial sector regulators (FSRs) along with the names of respective FSRs has been duly disclosed by Ind-Ra on its website. A link to the same has been provided below for ready reference:

Rating Activities

Note: Kindly note that for activities or instruments falling under the purview of FSRs other than SEBI, the grievance/dispute redressal mechanisms and investor protection mechanisms provided by SEBI shall not be available.

Bank wise Facilities Details

The details are as reported by the issuer as on (31 Aug 2026)

#	Bank Name	Instrument Description	Rated Amount (INR million)	Rating
1	HDFC Bank Limited	Term loan	510	IND AA+/Stable / IND A1+

2	Hongkong Shanghai Banking corporation	Term Loan	6990	IND AA+/Stable / IND A1+

Complexity Level of the Instruments

Instrument Type	Complexity Indicator
Bank loan facilities	Low
Commercial paper	Low

For details on the complexity level of the instruments, please visit https://www.indiaratings.co.in/complexity-indicators.

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About India Ratings

India Ratings and Research (Ind-Ra) is India's SEBI registered credit rating agency committed to providing India's credit markets accurate, timely and prospective credit opinions. Built on a foundation of independent thinking, rigorous analytics, and an open and balanced approach towards credit research, Ind-Ra has grown rapidly during the past decade, gaining significant market presence in India's fixed income market.

Ind-Ra currently maintains coverage of corporate issuers, financial institutions (including banks and insurance companies), finance companies, urban local bodies, and structured finance and project finance companies.

Headquartered in Mumbai, Ind-Ra has seven branch offices located in Ahmedabad, Bengaluru, Chennai, Gurugram, Hyderabad, Kolkata and Pune. Ind-Ra is recognised by the Securities and Exchange Board of India and the Reserve Bank of India.

Ind-Ra is a 100% owned subsidiary of the Fitch Group.

Solicitation Disclosures

Additional information is available at www.indiaratings.co.in. The ratings above were solicited by the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

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APPLICABLE CRITERIA AND POLICIES

Corporate Rating Methodology

Short-Term Ratings Criteria for Non-Financial Corporates

The Rating Process

Evaluating Corporate Governance

DISCLAIMER

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