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

Date: August 14, 2024

To,

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

Security Code: 503100

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

SYMBOL: PHOENIXLTD

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 - Resignation of Statutory Auditor from Pallazzio Hotels & Leisure Limited, a Material Subsidiary of the Company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** read with SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, we wish to inform that M/s. Khandwala & Shah, Chartered Accountants (Firm Registration No.: 105069W) has resigned as the Statutory Auditors from Pallazzio Hotels & Leisure Limited **("PHLL")**, a Material Subsidiary of The Phoenix Mills Limited **("Company")** with effect from August 13, 2024.

The copy of the resignation letter dated August 13, 2024 with annexure as required as per SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, as received from M/s. Khandwala & Shah, Chartered Accountants is attached herewith.

Further, please be informed that, pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, pursuant to the recommendation of the Audit Committee of the PHLL, the Board of Directors of PHLL has approved the appointment of M/s. A. M. Ghelani & Company, Chartered Accountants (Firm Registration No: 103173W) as the Statutory Auditors of PHLL, to fill the casual vacancy caused by the resignation of M/s. Khandwala & Shah, Chartered Accountants with effect from August 14, 2024.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and CIR/CFD/CMD1/114/2019 dated October 18, 2019 are annexed herewith.

THE PHOENIX MILLS LIMITED

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CIN No. : L17100MH1905PLC000200

This same is also being uploaded on the Company's website at: https://www.thephoenixmills.com/investors/FY2025/Exchange-Intimations.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For The Phoenix Mills Limited

GAJENDRA MEWARA
Digitally signed by GAJENDRA MEWARA
Date: 2024.08.14 18:23:23 +05'30'

Gajendra Mewara
Company Secretary
Membership No. A22941

THE PHOENIX MILLS LIMITED

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Tel: (022) 3001 6600 Fax: (022) 3001 6601
CIN No. : L17100MH1905PLC000200

ANNEXURE - A

Details with respect to resignation of Statutory Auditor of Pallazzio Hotels & Leisure Limited ("PHLL"), a material subsidiary of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Details
1.	Name of the Material Subsidiary	Pallazzio Hotels & Leisure Limited ("PHLL").
2.	Name of the Statutory Auditors of the Material Subsidiary	M/s. Khandwala & Shah, Chartered Accountants, Chartered Accountants (Firm Registration No.: 105069W).
3.	reason for change viz. ~~appointment, re-appointment,~~ resignation, ~~removal, death or otherwise~~	The reasons for the resignation of the Statutory Auditors have been provided in their letter dated August 13, 2024. This letter includes all the information required under SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
4.	date of ~~appointment/re-appointment/~~cessation ~~(as applicable) & term of appointment/re-appointment~~	August 13, 2024
5.	Brief profile	Not applicable
6.	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

THE PHOENIX MILLS LIMITED

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Tel: (022) 3001 6600 Fax: (022) 3001 6601
CIN No. : L17100MH1905PLC000200

ANNEXURE - B

Details with respect to appointment of Statutory Auditors of Pallazzio Hotels & Leisure Limited ("PHLL"), "), a material subsidiary of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Details
1.	Name of the Material Subsidiary	Pallazzio Hotels & Leisure Limited **("PHLL").**
2.	Name of the Statutory Auditor of the Material Subsidiary	M/s. A. M. Ghelani & Company (Firm Registration No: 103173W)
3.	reason for change viz. appointment, ~~re-appointment, resignation, removal, death or otherwise~~	M/s. A. M. Ghelani & Company, Chartered Accountants (Firm Registration No: 103173W) is appointed as the Statutory Auditors of PHLL to fill the casual vacancy caused by the resignation of M/s. Khandwala & Shah, Chartered Accountants.
4.	date of appointment~~/re-appointment/cessation (as applicable) & term of appointment/re-appointment~~	August 14, 2024
5.	Brief profile	M/s. A. M. Ghelani & Company, Chartered Accountants is registered with The Institute of Chartered Accountants of India under registration number 103173W. The firm has over 50 years of experience and is well-versed in handling a wide range of assignments. Their expertise includes conducting statutory audits for entities across various industries, including listed companies. Additionally, they specialize in internal audits, particularly for malls, mixed-use retail developments, and real estate projects. The firm also offers comprehensive services in taxation matters, including Income Tax and GST. They also provide certification services and other ancillary services that fall broadly within the ambit of a CA firm.
6.	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

Khandwala & Shah

CHARTERED ACCOUNTANTS

PREMAL P. GANDHI
B. COM., F.C.A.

G/3, 8th Floor, " EVEREST"
156 Tardeo Road, Tardeo,
Mumbai - 400 034.
Mobile : 9820668152
Email : caudaypremal@gmail.com

To,
The Board of Directors
Pallazzio Hotels & Leisure Limited
426, Senapati Bapat Marg,
Lower Parel,
Mumbai- 400 013

13th August 2024

Subject: Resignation as statutory auditor with immediate effect

Dear Sirs,

As you are aware, I was appointed as the Statutory Auditor of Pallazzio Hotels & Leisure Limited ('the Company'), pursuant to the shareholder's resolution dated 20th September 2022, for the period of five years i.e. from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting to be held in the year 2027.

I refer to our discussions / communications with respect to proposed change in the auditors to bring synergies and efficiency in audit work from cost and efforts perspective for the financial year 2024-25.

In view of the above, I hereby tender my resignation as statutory auditor of the company.

I thank the company and the management for the kind co-operation extended to me and my team during my tenure as statutory auditor of the Company.

As per the requirements of the Companies Act, 2013, I shall be forwarding the copy of the Form ADT-3, as filed with the Registrar of Companies, in due course.

Please find attached in 'Annexure A' being the information to be obtained by the Company from the auditor for the resignation as required by Securities and Exchange Board of India circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.

Yours faithfully,

For Khandwala & Shah
Chartered Accountants
Firm's Registration Number: 105069W

PREMAL GANDHI

Premal P. Gandhi
Proprietor
Membership No.: 045462
Place: Mumbai

Khandwala & Shah

CHARTERED ACCOUNTANTS

Annexure A

Disclosure of information from the statutory auditor upon resignation

Sr. No.	Particulars	Details
1.	Name of the listed entity/ material subsidiary	Pallazzio Hotels & Leisure Limited, ('the Company) [subsidiary of The Phoenix Mills Limited]
2.	Details of the statutory auditor:	
	a. *Name*	Khandwala & Shah Chartered Accountants
	b. *Address*	G/3, 8th Floor, Everest, 156 Tardeo Road, Tardeo, Mumbai 400 034.
	c. *Phone number*	+91 9820 668 152
	d. *Email*	caudaypremal@gmail.com
3.	Details of association with the listed entity/material subsidiary:	
	a. *Date on which the statutory auditor was appointed*	20th September 2022
	b. *Date on which the term of the statutory auditor was scheduled to expire*	Conclusion of the Company's 32nd AGM scheduled to be held in the year 2027.
	c. *Prior to resignation, the latest audit report / limited review report submitted by the auditor and date of its submission*	Limited Review reports dated 22nd July 2024 on the Company's financial results for the quarter ended 30th June 2024.
4.	Detailed reasons for resignation	Refer attached resignation letter dated 13th August 2024
5.	In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)	No concerns The resignation is based on the changes proposed by the company's board of directors in the auditors of the company to bring synergies and efficiencies in audit work from cost as well as effort perspective.
6.	In case the information requested by the auditor was not provided, then following shall be disclosed:	Not Applicable
	a. *Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management.*	Not Applicable
	b. *Whether the lack of information would have significant impact on the financial statements/results.*	Not Applicable

	c. *Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)*	Not Applicable
	d. *Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.*	Not Applicable
7.	Any other facts relevant to the resignation	No.

Declaration

1. I hereby confirm that the information given in this letter and its attachments is correct and complete.
2. I hereby confirm that there is no other material reason other than those provided above for the resignation of my firm.

Yours faithfully,

For Khandwala & Shah
Chartered Accountants
Firm's Registration Number: 105069W

PREMAL GANDHI

Digitally signed by PREMAL GANDHI
DN: c=IN, o=PERSONAL, title=6774, pseudonym=27c9e966ea104811b90b70080b913980, 2.5.4.20=4438181895e0e8189ef69fe8b19e4ea6cc9ffb582df6 0ff7787 1fbddb3b5d8992, postalCode=400069, st=Maharashtra, serialNumber=ab2dd529a1a8b9e84057e21bf1f667398dbce 02e3ee9f4d87a1951db52e4e85560, cn=PREMAL GANDHI
Date: 2024.08.13 18:07:40 +05'30'

Premal P. Gandhi
Proprietor
Membership No.: 045462

Place: Mumbai
Date: 13th August 2024