

September 19, 2018

**The Corporate Relationship Department
BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

**The Listing Department,
National Stock Exchange of India Ltd**
Bandra-Kurla Complex, Mumbai – 400 051.

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)
**Sub.: Voting Results of the 113th Annual General Meeting of the Company held on
Tuesday, September 18, 2018**

Dear Sir(s),

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the 113th Annual General Meeting of the Company held on Tuesday, September 18, 2018 in the prescribed format along with the Report of the Scrutinizer and the Results declared by the Company.

Kindly take the same on record.

Thanking you,

**Regards,
For The Phoenix Mills Limited**



Puja Tandon
Company Secretary & Compliance Officer
Membership no.: A21937



Encl.: as above

The Phoenix Mills Limited

Voting Results for the Annual General Meeting held on September 18, 2018, pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Date of AGM	September 18, 2018
Total No. of Shareholders as on record date. (Book Closure from September 13, 2018 to September 18, 2018)	13350
No. of shareholders present in the meeting either in person or through proxy.	
Promoters and Promoter Group	18
Public	98
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Nil
Public	Nil

Resolution Required : (Ordinary)	1 - Adoption of financial statement (including the consolidated financial statement) for the year ended March 31, 2018.
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Whether promoter/ promoter group are interested in the agenda/resolution?	NO
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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled*	% of Votes against on votes polled*
Promoter and Promoter Group	E-Voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public Institutions	E-Voting	49104052	42370358	86.29	42370358	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		42370358	86.29	42370358	0	100.00	0.00
Public Non Institutions	E-Voting	7878417	134597	1.71	134595	2	100.00	0.00
	Poll		101879	1.29	101629	250	99.75	0.25
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		236476	3.00	236224	252	99.89	0.11
Total		153193351	138817716	90.62	138817464	252	100.00	0.00

*Rounded off to nearest percentage



Resolution Required : (Ordinary)		2 - Declaration of dividend on equity shares for the financial year ended March 31, 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled*	% of Votes against on votes polled*
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public Institutions	E-Voting	49104052	42370358	86.29	42370358	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		42370358	86.29	42370358	0	100.00	0.00
Public Non Institutions	E-Voting	7878417	134597	1.71	134595	2	100.00	0.00
	Poll		101879	1.29	101629	250	99.75	0.25
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		236476	3.00	236224	252	99.89	0.11
Total		153193351	138817716	90.62	138817464	252	100.00	0.00

*Rounded off to nearest percentage



Resolution Required : (Ordinary)			3 - Appoint a Director in place of Mr. Shishir Shrivastava who retires by rotation and being eligible, has offered himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled* [6]={[4]/[2]}*100	% of Votes against on votes polled* [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public Institutions	E-Voting	49104052	42370358	86.29	38894119	3476239	91.80	8.20
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		42370358	86.29	38894119	3476239	91.80	8.20
Public Non Institutions	E-Voting	7878417	134597	1.71	134588	9	99.99	0.01
	Poll		101879	1.29	101629	250	99.75	0.25
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		236476	3.00	236217	259	99.89	0.11
Total		153193351	138817716	90.62	135341218	3476498	97.50	2.50

*Rounded off to nearest percentage



Resolution Required : (Special)			4 - Adoption of new set of Articles of Association of the Company as per Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled*	% of Votes against on votes polled*
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public Institutions	E-Voting	49104052	38512355	78.43	28691423	9820932	74.50	25.50
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38512355	78.43	28691423	9820932	74.50	25.50
Public Non Institutions	E-Voting	7878417	134597	1.71	93075	41522	69.15	30.85
	Poll		101879	1.29	101629	250	99.75	0.25
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		236476	3.00	194704	41772	82.34	17.66
Total		153193351	134959713	88.10	125097009	9862704	92.69	7.31

*Rounded off to nearest percentage



Resolution Required : (Special)		5 - Revision in terms of appointment of Mr. Atul Ruia.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled*	% of Votes against on votes polled*
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public Institutions	E-Voting	49104052	42305058	86.15	26046295	16258763	61.57	38.43
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		42305058	86.15	26046295	16258763	61.57	38.43
Public Non Institutions	E-Voting	7878417	134597	1.71	93075	41522	69.15	30.85
	Poll		101879	1.29	101629	250	99.75	0.25
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		236476	3.00	194704	41772	82.34	17.66
Total		153193351	138752416	90.57	122451881	16300535	88.25	11.75

*Rounded off to nearest percentage



Declaration of results of E-voting / Ballot Forms voting in respect of 113th Annual General Meeting of The Phoenix Mills Limited held on September 18, 2018

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 113th AGM of the Company was convened and held on September 18, 2018 at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 at 4.00 p.m. to seek the approval of members of the Company on the resolutions contained in notice dated August 8, 2018.

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, **The Phoenix Mills Limited** ('the Company') provided E-voting facility and facility of voting through Ballot Forms to the Members vide Notice of 113th Annual General Meeting (AGM) dated August 8, 2018 dispatched on August 24, 2018.

Members voting through e-voting / Ballot forms till September 17, 2018 (upto 5.00 p.m.) being the last date fixed for e-voting and for receipt of Ballot forms have been considered by the Scrutinizer. Further, to enable those Members who could not vote through e-voting or Ballot forms, physical Ballot Forms were distributed on September 18, 2018, i.e. the day of the 113th AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner - M/s. Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the 113th AGM of the Company in a fair and transparent manner.

Based on the Scrutinizer's Report dated September 19, 2018, ***I hereby declare that all the 5 (Five) resolutions, as set out in the Notice of the 113th AGM of the Company held on September 18, 2018, have been duly passed with requisite majority***, the details of which are specified herein below:





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

Item No.	Brief description	% Votes in Favour* (Assent)	% Votes Against* (Dissent)	Passed as
1.	Adoption of Financial Statement (including the Consolidated Financial Statements) for the Financial Year ended March 31, 2018	100.00	0.00	Ordinary Resolution
2.	Declaration of final dividend on equity shares for the year ended March 31, 2018	100.00	0.00	Ordinary Resolution
3.	To appoint a Director in place of Mr. Shishir Shrivastava who retires by rotation and being eligible, has offered himself for re-appointment.	97.50	2.50	Ordinary Resolution
4.	Adoption of new set of Articles of Association as per Companies Act, 2013	92.69	7.31	Special Resolution
5.	Revision in terms of appointment of Mr. Atul Ruia	88.25	11.75	Special Resolution

* Rounded off to nearest percentage

The Scrutinizer's Report on the voting process conducted for the 113th AGM is annexed herewith.

For The Phoenix Mills Limited

Date: September 19, 2018

Place: Mumbai



Ms. Puja Tandon
Company Secretary

Enclosure: Scrutinizer's Report

Rathi & Associates

COMPANY SECRETARIES

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

19th September 2018

The Chairman

THE PHOENIX MILLS LIMITED

462, Senapati Bapat Marg,

Lower Parel Mumbai – 400013

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and physical voting through ballot papers conducted at the 113th Annual General Meeting of the Members of The Phoenix Mills Limited held on 18th September, 2018:

The Phoenix Mills Limited('the Company') vide resolution of its Board of Directors dated 8th August 2018 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot papers at the 113th Annual General Meeting ('AGM') held on Tuesday, 18th September, 2018 on the resolutions contained in the Notice dated 8th August 2018 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical voting by ballot papers on the resolutions contained in the aforesaid Notice of the 113th Annual General Meeting ('AGM') of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and ballotpapers is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ('CDSL'),the agency engaged by the Company to provide remote e-voting facility prior to the AGMand physical voting through ballot papersat the AGM as provided by Link Intime (India) Private Limited, the Company's Registrar and Transfer Agent (RTA).



As required under Section 101 of the Act, Notice of AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by speed post and e-mail), for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an **Ordinary Resolution** for adoption of:
 - a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Report of the Auditors thereon.
2. **Resolution No.2** as an **Ordinary Resolution** for declaration of Dividend on Equity Shares for the Financial Year ended 31st March, 2018.
3. **Resolution No. 3** as an **Ordinary Resolution** for re-appointment of Mr. Shishir Shrivastava (DIN: 01266095) as Director of the Company, who retired by rotation at the annual general meeting and being eligible, had offered himself for re- appointment.
4. **Resolution No. 4** as a **Special Resolution** for adoption of the new set of Articles of Association of the Company as per Companies Act, 2013.
5. **Resolution No. 5** as a **Special Resolution** for revision in terms of appointment of Mr. Atul Ruia (DIN 00087396) by re-designation of Mr. Atul Ruia as Chairman and Managing Director of the Company and revision in salary payable to him for his remaining tenure i.e. till 31st March 2020.

The Company provided remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions through e-voting by the members of the Company. The Company had also made available ballot papers at the venue of the 113th AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 09.00 a.m. of Saturday, 15th September, 2018 upto 5.00 p.m. of Monday, 17th September, 2018. Accordingly, e-votes cast upto 5.00 p.m. of Monday, 17th September, 2018 have been considered for my scrutiny.

The remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Rishit Shah and Ms. Radhika Khatod.



After the conclusion of the 113th Annual General Meeting, the voting was conducted through ballot papers at the meeting and the locked ballot box was subsequently opened in the presence of two shareholders of the Company, namely Ms. Shobhna Mehta and Mr. Chandiramani Mohan.

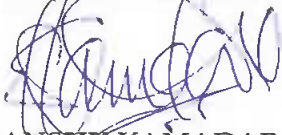
A summary of the votes cast by shareholders through remote e-voting and ballot papers at the 113th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and ballot papers at the 113th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company or the Company Secretary as authorized in this regard by the Board of Directors of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU KAMADAR
PARTNER
MEMBERSHIP NO.FCS 5171
COP NO. 3030



ANNEXURE

Summary of votes cast through ballot papers and remote e-voting confirmations received for each of the resolutions is given below:

For Resolution No. 1 as an Ordinary Resolution for adoption of:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Report of the Auditors thereon:

Sr. No.	Particulars	Resolution 1	
		No. of ballot papers/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through ballot papers	65	192,333
b.	Remote e-voting confirmations received	187	140,476,165
	Total	252	140,668,498
c.	Less: Invalid ballot papers/Remote e-voting confirmations	14	1,850,782
d.	Net valid ballot papers/Remote e-voting confirmations	238	138,817,716
	(i) Ballot papers/Remote e-voting confirmations with assent for the Resolution	235	138,817,464
	% of Assent		100.00*
	(ii) Ballot papers/Remote e-voting confirmations with dissent for the Resolution	3	252
	% of Dissent		0.00

*Rounded off to nearest percentage



For Resolution No. 2 as an Ordinary Resolution for declaration of Dividend on Equity Shares for the Financial Year ended 31st March, 2018:

Sr. No.	Particulars	Resolution 2	
		No. of ballot papers/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through ballot papers	65	192,333
b.	Remote e-voting confirmations received	187	140,476,165
	Total	252	140,668,498
c.	Less: Invalid ballot papers/Remote e-voting confirmations	14	1,850,782
d.	Net valid ballot papers/Remote e-voting confirmations	238	138,817,716
	(i) Ballot papers/Remote e-voting confirmations with assent for the Resolution	235	138,817,464
	% of Assent		100.00*
	(ii) Ballot papers/Remote e-voting confirmations with dissent for the Resolution	3	252
	% of Dissent		0.00

*Rounded off to nearest percentage



For Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. Shishir Shrivastava (DIN: 01266095) as Director of the Company, who retired by rotation at the annual general meeting and being eligible, had offered himself for re-appointment:

Sr. No.	Particulars	Resolution 3	
		No. of ballot papers/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through ballot papers	65	192,333
b.	Remote e-voting confirmations received	187	140,476,165
	Total	252	140,668,498
c.	Less: Invalid ballot papers/Remote e-voting confirmations	14	1,850,782
d.	Net valid ballot papers/Remote e-voting confirmations	238	138,817,716
	(i) Ballot papers/Remote e-voting confirmations with assent for the Resolution	221	135,341,218
	% of Assent		97.50
	(ii) Ballot papers/Remote e-voting confirmations with dissent for the Resolution	17	3,476,498
	% of Dissent		2.50

*Rounded off to nearest percentage



For Resolution No. 4 as a Special Resolution for adoption of the new set of Articles of Association of the Company as per Companies Act, 2013:

Sr. No.	Particulars	Resolution 4	
		No. of ballot papers/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through ballot papers	64	190,333
b.	Remote e-voting confirmations received	181	136,478,502
	Total	245	136,668,835
c.	Less: Invalid ballot papers/Remote e-voting confirmations	11	1,709,122
d.	Net valid ballot papers/Remote e-voting confirmations	234	134,959,713
	(i) Ballot papers/Remote e-voting confirmations with assent for the Resolution	145**	125,097,009
	% of Assent		92.69*
	(ii) Ballot papers/Remote e-voting confirmations with dissent for the Resolution	90**	9,862,704
	% of Dissent		7.31*

*Rounded off to nearest percentage

** includes votes casted by a shareholder partly in favour and partly against the resolution.



For Resolution No. 5 as a Special Resolution for revision in terms of appointment of Mr. Atul Ruia (DIN 00087396) by re-designation of Mr. Atul Ruia as Chairman and Managing Director of the Company and revision in salary payable to him for his remaining tenure i.e. till 31st March 2020:

Sr. No.	Particulars	Resolution 5	
		No. of ballot papers/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through ballot papers	65	192,333
b.	Remote e-voting confirmations received	185	140,354,011
	Total	250	140,546,344
c.	Less: Invalid ballot papers/Remote e-voting confirmations	13	1,793,928
d.	Net valid ballot papers/Remote e-voting confirmations	237	138,752,416
	(i) Ballot papers/Remote e-voting confirmations with assent for the Resolution	210	122,451,881
	% of Assent		88.25*
	(ii) Ballot papers/Remote e-voting confirmations with dissent for the Resolution	27	16,300,535
	% of Dissent		11.75*

*Rounded off to nearest percentage

