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CIN No. : L17100MH1905PLC000200

December 29, 2020

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

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot C/1, G-Block  
Bandra-Kurla Complex, Bandra East,  
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

**Sub: Summary of Proceedings of Tribunal Convened Meeting of the Equity shareholders of The Phoenix Mills Limited ('Company') - Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed herewith the summary of proceedings of the meeting of Equity Shareholders of The Phoenix Mills Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal ('NCLT' or 'Tribunal'), Mumbai Bench.

The summary proceedings of the meeting is also being uploaded on the Company's website at [www.thephoenixmills.com](http://www.thephoenixmills.com).

You are requested to take the aforesaid information on your record.

Yours faithfully,  
**For The Phoenix Mills Limited**

**Gajendra Mewara**  
**Company Secretary**

Encl.: a/a

**SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF THE PHOENIX MILLS LIMITED CONVENED PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

The National Company Law Tribunal - Mumbai Bench ('NCLT'/'Tribunal') convened Meeting of the Equity Shareholders of the The Phoenix Mills Limited ('Company') was held on Tuesday, December 29, 2020 at 12.00 Noon through Video conferencing ('VC')/Other Audio Visual Means ('OAVM'). The proceedings of the Meeting are as follows:

1. The Tribunal Convened Meeting of the Equity shareholders of The Phoenix Mills Limited ('Company') was held today, i.e. Tuesday, December 29, 2020, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility. The Meeting commenced at 12:00 Noon IST.
2. Mr. Shishir Shrivastava, Managing Director of the Company, who was appointed as the Chairperson for the aforesaid Meeting by the Tribunal, presided over the Meeting and welcomed the Equity Shareholders present at the Meeting.
3. He informed that the meeting was being held through video conferencing/other audio visual means in accordance and compliance with the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench and various circulars issued by the Ministry of Corporate Affairs and SEBI.
4. He informed that this meeting of the Equity Shareholders of the Company was being held to consider and approve the scheme of amalgamation of Phoenix Hospitality Company Private Limited ('PHCPL') with The Phoenix Mills Limited and their respective shareholders, pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
5. As per the attendance record, 55 Equity Shareholders, including Authorised Representatives of corporate Equity Shareholders, were present through VC at the Meeting and after ascertaining that the requisite quorum was present, the Chairperson called the Meeting to order.
6. The Notice of the Meeting, Explanatory statement under Section 230(3) of Companies Act, 2013 and the Scheme along with other accompanying documents, were dispatched to all Equity Shareholders in compliance with the directions of the Tribunal and the Circulars issued by the Ministry of Corporate Affairs and SEBI. With the permission of Shareholders, the Notice of Meeting was taken as read.
7. The Equity Shareholders were informed that in terms of Section 108 read with Section 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) and Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and SEBI Circular dated March 10, 2017, the Company

had provided the facility of remote e-voting to its Equity Shareholders to enable them to cast their votes electronically. The remote e-voting period commenced on Sunday, November 29, 2020 at 9:00 a.m. IST and ended on Monday, December 28, 2020 at 5:00 p.m. IST. The Chairperson further informed that the Company had also provided facility of e-voting during the meeting through electronic means for those Equity Shareholders who had not cast their votes during the remote e-voting period.

8. The Chairperson informed that Mr. Himanshu S. Kamdar (Membership No. FCS 5171) Partner of M/s. Rathi & Associates, Practicing Company Secretaries, was appointed as Scrutinizer to scrutinize the voting process through remote e-voting and e-voting during the Meeting in a fair and transparent manner.
9. The Chairperson then briefed the Equity Shareholders about the background and rationale of the Scheme of Amalgamation.
10. Thereafter, the Chairperson offered an opportunity to the Equity Shareholders who had registered themselves as speakers to express their views or ask questions / queries on resolution proposed as set out in the Notice of the Meeting. The Chairperson further informed that Equity Shareholders could also raise questions in the chat box on the webcast page during the Meeting. The Chairperson, addressed and responded to the clarifications sought by the speakers.
11. The following items of business as set out in the Notice of the Meeting dated November 26, 2020 were then transacted and commended to the Equity Shareholders for their approval:

*To consider and if thought fit, approve with or without modification, the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited with The Phoenix Mills Limited and their respective shareholders, pursuant to Sections 230 to 232 and read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016*

12. The aforesaid item as set out above was transacted through remote e-voting and e-voting during the meeting through electronic means.
13. The Chairperson informed that the combined results of voting (remote e-voting and e-voting during the meeting) along with the Scrutinizers' Combined Report shall be declared within 48 hours of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company are listed. He further informed that the combined results shall also be uploaded on the website of the Company at [www.thephoenixmills.com](http://www.thephoenixmills.com) and Link Intime India Private Limited at <https://instavote.linkintime.co.in> simultaneously, and displayed on the notice board of the Registered Office as well as the Corporate Office of the Company.
14. Thereafter, the Chairperson thanked the Equity Shareholders for participating in the meeting. The meeting concluded at 12:30 p.m. IST.

The above is for your information, records and reference. Please note that this document does not constitute minutes of the proceedings of the Tribunal Convened Meeting.