

December 31, 2023**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- 400051Security code: 503100Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Disclosure of Voting Results and Scrutinizer's Report**Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")**

This is with reference to our letter dated November 30, 2023, enclosing the Notice of Postal Ballot dated November 08, 2023, along with explanatory statement, which was sent to the Members of The Phoenix Mills Limited ("Company") seeking their approval on the following resolution through remote e-voting:

Sr. No.	Type of Resolution	Description of Resolution
01.	Special Resolution	Appointment of Mr. Sumanta Datta (DIN: 09462502) as an Independent Director of the Company

The Company had appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171), failing him, Mr. Jayesh Shah (Membership No.: FCS 2535), Partners, M/s. Rathi & Associates, Practicing Company Secretaries as the Scrutinizer for the remote e-voting.

The Scrutinizer has submitted his report dated December 30, 2023, on the voting results of the Postal Ballot. As per the Scrutinizer's Report, the resolution contained in the Notice of Postal Ballot have been approved by the Members with requisite majority and it was declared to have been passed on December 30, 2023 (the last day of remote e-voting).

In this regard, please find enclosed the following:

- i. e-voting results pursuant to Regulation 44(3) of the Listing Regulations - **Annexure A**
- ii. the Scrutinizer's Report dated December 30, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B.**



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

The Voting Results along with the Scrutinizer's Report is available on the Company's website at <https://www.thephoenixmills.com/investors/FY2024/Postal-Ballot> and the Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

This is for your information and records.

Thanking you,

Yours' faithfully,

For The Phoenix Mills Limited

Gajendra Mewara
Company Secretary

**Voting Results of Postal Ballot
(Remote e-voting)**

Date of Notice of Postal Ballot	November 08, 2023 (Remote e-voting start date- December 01, 2023 Remote e-voting end date- December 30, 2023)
Total number of shareholders on record date i.e. as of cut-off date: November 24, 2023	77,006
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	NA
Public	NA
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	NA
Public	NA

Resolution Required : (Special)			1 - Appointment of Mr. Sumanta Datta (DIN: 09462502) as an Independent Director of the Company to hold office for a period of five consecutive years from November 08, 2023 to November 7, 2028 (both days inclusive)						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86550734	72803713	84.1168	72117907	685806	99.0580	0.9420	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		72803713	84.1168	72117907	685806	99.0580	0.9420	0
Public Non Institutions	E-Voting	7629166	463961	6.0814	439794	24167	94.7912	5.2088	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		463961	6.0814	439794	24167	94.7912	5.2088	0
Total		178664387	157752161	88.2952	157042188	709973	99.5499	0.4501	0

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

December 30, 2023

The Chairman/Company Secretary
The Phoenix Mills Limited
462, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 103

Dear Sir,

Sub: **Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

The Phoenix Mills Limited ('the Company') vide resolution passed by its Board of Directors at their meeting held on November 8, 2023, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated November 8, 2023 is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 (**'the Act'**) read with the Companies (Management and Administration) Rules, 2014 (**'the Rules of Chapter VII'**) and other applicable provisions of the Act and the Rules made thereunder including various circulars issued by the Ministry of Corporate Affairs, Government of India (**'the MCA Circulars'**), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) and other applicable laws, rules and regulations (including statutory modification(s) or re-enactment(s) thereof, for the time being in force).

As required under Section 110 read with Rule 20 and Rule 22 of the Rules of Chapter VII of the Act, a Notice of Postal Ballot dated November 8, 2023 along with the Explanatory Statement under Section 102 of the Act was sent to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and the Rules made thereunder and in compliance with requirements of the MCA Circulars on the resolution proposed as per the Postal Ballot Notice:

Resolution No. 1 as a Special Resolution for appointment of Mr. Sumanta Datta (DIN: 09462502) as an Independent Director of the Company for a period of five years with effect from November 8, 2023 upto November 7, 2028, not liable to retire by rotation.

The Company availed the electronic voting platform of Link Intime India Private Limited for providing remote e-voting facility to the members of the Company to vote on the resolution proposed vide Postal Ballot Notice dated November 8, 2023, thereto, sent to the Members of the Company whose email addresses were registered with their respective Depository Participant/ the Company's Registrar and Transfer Agents namely, Link Intime India Private Limited (**'the RTA'**) or the Company and whose names appeared in the Register of Members as on Friday, November 24, 2023.

Members who have not registered their email IDs, were requested to register their email IDs with their Depository Participants in respect of shares held in electronic form and in respect of shares held in physical form, were requested to register/ update their email IDs with the Company/ RTA by submitting Form ISR-1 (available on the website of the Company at www.thephoenixmills.com) duly filled and signed along with requisite supporting documents to rnt.helpdesk@linkintime.co.in or investorrelations@phoenixmills.com or Company's RTA's office at C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

The Shareholders were required to vote electronically during the voting period commencing from 09:00 a.m. (IST) on Friday, December 01, 2023 upto 5.00 P.M. (IST) on Saturday, December 30, 2023. Accordingly, the members who casted their votes upto 5.00 P.M. (IST) on Saturday, December 30, 2023, have been considered for my scrutiny.

A summary of voting through remote e-voting with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through remote e-voting in respect of the above mentioned resolution may accordingly be declared by the Chairman or the Company Secretary who has been so authorized by the Chairman in writing and who has also countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

HIMANSHU
SHANTILAL
KAMDAR

Digitally signed by HIMANSHU
SHANTILAL KAMDAR
Date: 2023.12.30 19:43:00
+05'30'

HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP No. 3030
UDIN: F005171E003079682
PEER REVIEW CERTIFICATE NO. 668/2020

COUNTERSIGNED BY
For THE PHOENIX MILLS LIMITED

GAJENDRA
MEWARA

Digitally signed by
GAJENDRA MEWARA
Date: 2023.12.30
19:57:06 +05'30'

GAJENDRA MEWARA
COMPANY SECRETARY
M. NO.: A22941

Annexure

Resolution No. 1 as a Special Resolution for appointment of Mr. Sumanta Datta (DIN: 09462502) as an Independent Director of the Company for a period of five years with effect from November 8, 2023 upto November 7, 2028, not liable to retire by rotation.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	578	15,77,52,161
	Total	578	15,77,52,161
b.	Less: Invalid Remote e-voting confirmations	-	-
c.	Net Valid Remote e-voting confirmations	578	15,77,52,161
	(i) Remote e-voting confirmations with assent for the Resolution	559	15,70,42,188
	% of Assent		99.55
	(ii) Remote e-voting confirmations with dissent for the Resolution	19	7,09,973
	% of Dissent		0.45