

September 24, 2019

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. : Proceedings of 114th Annual General Meeting ('AGM') 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 appended below the summary of proceedings of 114th Annual General Meeting of the Company:

1. The 114th Annual General Meeting ('AGM') of The Phoenix Mills Limited ('Company') was held today, i.e. September 24, 2019 at Indian Merchants Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai- 400 020. The Meeting commenced at 4:00 p.m. IST and concluded at 5:30 p.m. IST.
2. The Meeting was chaired by Mr. Atul Ruia, Chairman and Managing Director. The Chairman welcomed the Members present at the 114th AGM of the Company.
3. As per the attendance record, 114 Members were present in person at the Meeting and after ascertaining that the requisite quorum was present, the Chairman called the Meeting to order.
4. The Chairman informed that the Company had received 3 (Three) valid proxies from Members holding 456 (Four Hundred and Fifty-Six) Equity Shares and the proxies received were duly entered in the Register of Proxies.
5. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013 ('Act'), the Register of Proxies, the Register of Directors and Key Managerial Personnel and their Shareholding, all documents referred to in the Notice calling the 114th AGM, and a Certificate from the Statutory Auditors under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 as required to be placed before



the Members at the AGM were kept open for inspection during the AGM for the Members of the Company.

6. The Notice of the 114th AGM along with the copies of the Audited Financial Statements including the Audited Consolidated Financial Statements for the financial year ended March 31, 2019 together with the Directors' and Auditors' Reports were dispatched to all the Members through permitted modes within the statutory timeline. With the consent of the Members present at the Meeting, the Notice of the 114th AGM was taken as read.
7. The Chairman further informed the Members present that there were no qualifications or observations or adverse remarks in the Report of the Statutory Auditor on the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and in the Report of the Secretarial Auditor, and hence the said Reports were taken as read, with the consent of the Members present.
8. The Chairman then informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members. The cut-off date for remote e-voting was Wednesday, September 18, 2019. The remote e-voting period commenced on Saturday, September 21, 2019 at 9:00 a.m. IST and ended on Monday, September 23, 2019 at 5:00 p.m. IST. The Company had also provided facility of voting at the venue of AGM through electronic means as well as through physical ballot paper.
9. The Chairman informed the Members that the Board of Directors of the Company had appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), of M/s. Rathi & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting venue in a fair and transparent manner.
10. Thereafter, the Chairman delivered his speech briefing the Members present on the performance and business prospects of the Company.
11. Mr. Shishir Shrivastava, Joint Managing Director, made a presentation to the Members at the Meeting on the various strategic aspects of the business.
12. Thereafter, the Chairman invited questions from the Members present on the financials and the businesses listed in the Notice calling the 114th AGM and addressed the clarifications sought.



13. The following items of business as set out in the Notice convening the 114th AGM dated August 7, 2019 were then commended to the Members for their approval:

Item No.	Description	Resolution required
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Auditors thereon	Ordinary
3	To declare a dividend at the rate of Rs. 3.00 per Equity Share of face value Rs. 2.00 each, for the Financial Year ended on March 31, 2019	Ordinary
4	To appoint a Director in place of Mr. Pradumna Kanodia (DIN: 01602690), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary
5	Appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director	Ordinary
6	Re-appointment of Mr. Amit Dabriwala (DIN: 00164763) as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024	Special
7	Re-appointment of Mr. Amit Dalal (DIN: 00297603) as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024	Special
8	Re-appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024	Special

14. All items as set out above were transacted through remote e-voting and voting at the venue of AGM through electronic means and physical ballot.
15. The Chairman informed the members that the the combined results of voting (remote e-voting and voting at the venue of AGM) along with the Scrutinizers' Consolidated 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. The combined results shall also be uploaded on the website of the Company (www.thephoenixmills.com) and Central Depository Services (India) Limited (www.evotingindia.com) simultaneously, and displayed on the notice board of the Registered Office as well as the Corporate Office of the Company.



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

Thanking you,

Yours faithfully,
For The Phoenix Mills Limited



Gajendra Mewara
Company Secretary and
Compliance Officer

