

September 25, 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. : Disclosure of voting results of the remote e-voting and voting at the 114<sup>th</sup> Annual General Meeting of The Phoenix Mills Limited**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith details regarding the voting results (remote e-voting and voting at the venue of Meeting) of the businesses transacted at the 114<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 24, 2019.

We also enclose herewith the Scrutinizer's Consolidated Report on remote e-voting and voting at the venue of Meeting.

We would also like to inform that all items of business contained in the Notice of the 114<sup>th</sup> Annual General Meeting dated August 7, 2019 were approved by the Shareholders with requisite majority.

The aforesaid voting results and Scrutinizer's Consolidated Report are also being uploaded on the website of the Company ([www.thephoenixmills.com](http://www.thephoenixmills.com)) and Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)).

You are requested to take the same on record.

Thanking you,

Yours' faithfully,

**For The Phoenix Mills Limited**



**Gajendra Mewara  
Company Secretary and  
Compliance Officer**



<b>Annexure I</b>	
<b>Details of Voting Results at the 114th Annual General Meeting of The Phoenix Mills Limited</b>	
Date of Annual General Meeting	September 24, 2019
Total number of shareholders on record date (Book Closure from September 19, 2019 to September 24, 2019)	11,931
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	17
Public	97
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable



**The Phoenix Mills Limited**

<b>Resolution No. 1</b>		<b>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</b>						
<b>Resolution Required</b>		<b>Ordinary</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,22,48,467	82.58	4,22,48,467	0	100.00	0.00
	Poll		11,82,172	2.31	11,82,172	0	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,34,30,639</b>	<b>84.89</b>	<b>4,34,30,639</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	0	100.00	0.00
	Poll		4,149	0.07	4,149	0	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>13,98,57,247</b>	<b>91.20</b>	<b>13,98,57,247</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**The Phoenix Mills Limited**

<b>Resolution No. 2</b>			<b>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</b>					
<b>Resolution Required</b>			<b>Ordinary</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,22,48,467	82.58	4,22,48,467	0	100.00	0.00
	Poll		11,82,172	2.31	11,82,172	0	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,34,30,639</b>	<b>84.89</b>	<b>4,34,30,639</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	0	100.00	0.00
	Poll		4,149	0.07	4,149	0	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>13,98,57,247</b>	<b>91.20</b>	<b>13,98,57,247</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



The Phoenix Mills Limited

Resolution No. 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						
Resolution Required		Ordinary						
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,51,31,577	88.22	4,51,31,577	-	100.00	0.00
	Poll		11,82,172	2.31	11,82,172	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,63,13,749</b>	<b>90.53</b>	<b>4,63,13,749</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	-	100.00	0.00
	Poll		4,149	0.07	4,149	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>14,27,40,357</b>	<b>93.08</b>	<b>14,27,40,357</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>



**The Phoenix Mills Limited**

<b>Resolution No. 4</b>		<b>To appoint a Director in place of Mr. Pradumna Kanodia (DIN: 01602690), who retires by rotation and, being eligible, offers himself for re-appointment</b>						
<b>Resolution Required</b>		<b>Ordinary</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,51,31,577	88.22	4,46,99,004	4,32,573	99.04	0.96
	Poll		11,82,172	2.31	11,82,172	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,63,13,749</b>	<b>90.53</b>	<b>4,58,81,176</b>	<b>4,32,573</b>	<b>99.07</b>	<b>0.93</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	-	100.00	0.00
	Poll		4,149	0.07	4,149	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>14,27,40,357</b>	<b>93.08</b>	<b>14,23,07,784</b>	<b>4,32,573</b>	<b>99.70</b>	<b>0.30</b>



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<b>Resolution No. 5</b>		<b>Appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director</b>							
<b>Resolution Required</b>		<b>Ordinary</b>							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>							
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	-	100.00	0.00	
	Poll		-	0.00	-	-	0.00	0.00	
	Postal Ballot		Not Applicable						
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>	
Public Institutions	E-Voting	5,11,59,729	4,51,31,577	88.22	4,12,35,597	38,95,980	91.37	8.63	
	Poll		11,82,172	2.31	11,82,172	-	100.00	0.00	
	Postal Ballot		Not Applicable						
	<b>Total</b>		<b>4,63,13,749</b>	<b>90.53</b>	<b>4,24,17,769</b>	<b>38,95,980</b>	<b>91.59</b>	<b>8.41</b>	
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	-	100.00	0.00	
	Poll		4,149	0.07	4,149	-	100.00	0.00	
	Postal Ballot		Not Applicable						
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>	
<b>Total</b>		<b>15,33,48,690</b>	<b>14,27,40,357</b>	<b>93.08</b>	<b>13,88,44,377</b>	<b>38,95,980</b>	<b>97.27</b>	<b>2.73</b>	



The Phoenix Mills Limited

Resolution No. 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						
Resolution Required		Special						
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,51,31,577	88.22	4,09,54,673	41,76,904	90.75	9.25
	Poll		11,82,172	2.31	11,82,172	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,63,13,749</b>	<b>90.53</b>	<b>4,21,36,845</b>	<b>41,76,904</b>	<b>90.98</b>	<b>9.02</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	-	100.00	0.00
	Poll		4,149	0.07	4,149	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>14,27,40,357</b>	<b>93.08</b>	<b>13,85,63,453</b>	<b>41,76,904</b>	<b>97.07</b>	<b>2.93</b>





**The Phoenix Mills Limited**

<b>Resolution No. 7</b>		<b>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</b>						
<b>Resolution Required</b>		<b>Special</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,51,31,577	88.22	4,09,58,973	41,72,604	90.75	9.25
	Poll		11,82,172	2.31	11,82,172	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,63,13,749</b>	<b>90.53</b>	<b>4,21,41,145</b>	<b>41,72,604</b>	<b>90.99</b>	<b>9.01</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,06,577	-	100.00	0.00
	Poll		4,149	0.07	4,149	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,10,726</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>14,27,40,357</b>	<b>93.08</b>	<b>13,85,67,753</b>	<b>41,72,604</b>	<b>97.08</b>	<b>2.92</b>



**The Phoenix Mills Limited**

<b>Resolution No. 8</b>		<b>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</b>						
<b>Resolution Required</b>		<b>Special</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
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	9,62,15,882	9,62,15,882	100.00	9,62,15,882	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>9,62,15,882</b>	<b>100.00</b>	<b>9,62,15,882</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	5,11,59,729	4,51,31,577	88.22	2,27,98,238	2,23,33,339	50.52	49.49
	Poll		11,82,172	2.31	11,82,172	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>4,63,13,749</b>	<b>90.53</b>	<b>2,39,80,410</b>	<b>2,23,33,339</b>	<b>51.78</b>	<b>48.22</b>
Public Non Institutions	E-Voting	59,73,079	2,06,577	3.46	2,05,727	850	99.59	0.41
	Poll		4,149	0.07	4,149	-	100.00	0.00
	Postal Ballot		Not Applicable					
	<b>Total</b>		<b>2,10,726</b>	<b>3.53</b>	<b>2,09,876</b>	<b>850</b>	<b>99.60</b>	<b>0.40</b>
<b>Total</b>		<b>15,33,48,690</b>	<b>14,27,40,357</b>	<b>93.08</b>	<b>12,04,06,168</b>	<b>2,23,34,189</b>	<b>84.35</b>	<b>15.65</b>



# Rathi & Associates

## COMPANY SECRETARIES

A-303, Pralamesh, 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

Date: September 25, 2019

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 e-voting conducted at the 114<sup>th</sup> Annual General Meeting of the Members of The Phoenix Mills Limited held on September 24, 2019:

The Phoenix Mills Limited ('the Company') vide resolution of its Board of Directors dated August 7, 2019 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting at the 114<sup>th</sup> Annual General Meeting ('AGM') held on Tuesday, September 24, 2019 on the resolutions contained in the Notice dated August 7, 2019 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 Act 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 e-voting at the AGM venue on the resolutions contained in the aforesaid Notice of the 114<sup>th</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through e-voting 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 AGM and e-voting service provided by Link Intime (India) Private Limited, the Company's Registrar and Transfer Agent (RTA) at the AGM.



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/or e-mail), for seeking approval of members on following resolutions:

1. **Resolution No. 1 as an Ordinary Resolution** 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.
2. **Resolution No. 2 as an Ordinary Resolution** 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.
3. **Resolution No. 3 as an Ordinary Resolution** to declare a dividend at the rate of Rs. 3/- per Equity Share of face value Rs. 2/- each, for the Financial Year ended on March 31, 2019.
4. **Resolution No. 4 as an Ordinary Resolution** for appointment of Mr. Pradumna Kanodia (DIN: 01602690), who retired by rotation and, being eligible, offered himself for re-appointment.
5. **Resolution No. 5 as an Ordinary Resolution:**
  - (i) for appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Director of the Company.
  - (ii) for appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director for a period of five years with effect from December 10, 2018 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice.
6. **Resolution No. 6 as a Special Resolution:**
  - (i) for appointment of Mr. Amit Dabriwala (DIN: 00164763) as a Director of the Company.
  - (ii) for re-appointment of Mr. Amit Dabriwala (DIN: 00164763) as a Non-Executive Independent Director for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.
7. **Resolution No. 7 as a Special Resolution:**
  - (i) For appointment of Mr. Amit Dalal (DIN: 00297603) as a Director of the Company.



- (ii) for re-appointment of Mr. Amit Dalal (DIN: 00297603) as a Non-Executive Independent Director for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.

**Resolution No. 8 as a Special Resolution:**

- (i) for appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as a Director of the Company.
- (ii) for re-appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as a Non-Executive Independent Director for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.

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 e-voting facilities at the venue of the 114<sup>th</sup> 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 9.00 a.m. IST of Saturday, September 21, 2019 upto 5.00 p.m. IST of Monday, September 23, 2019. Accordingly, e-votes cast upto 5.00 p.m. of Monday, September 23, 2019 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. Chaitali Turakhia.

After the conclusion of the 114<sup>th</sup> AGM, the e-voting was conducted at the venue and was subsequently unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Sunil Nagar and Ms. Shivani Bhandari.

A summary of the votes cast by shareholders at the 114<sup>th</sup> AGM 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 e-voting at the 114<sup>th</sup> AGM 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 KAMDAR  
PARTNER  
MEM NO. FCS 5171  
COP NO. 3030



Countersigned by:  
For The Phoenix Mills Limited

  
Company Secretary

## ANNEXURE

Summary of votes cast by way of remote e-voting and e-voting at AGM for each of the resolutions is given below:

For **Resolution No. 1** as an **Ordinary Resolution** 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.

Sr. No.	Particulars	Resolution 1	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	242	138,670,926
	<b>Total</b>	<b>266</b>	<b>139,857,247</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>266</b>	<b>139,857,247</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	266	139,857,247
	<b>% of Assent</b>		<b>100.00</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	0	0
	<b>% of Dissent</b>		<b>0.00</b>



For Resolution No.2 as an Ordinary Resolution 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.

Sr. No.	Particulars	Resolution 2	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	242	138,670,926
	<b>Total</b>	<b>266</b>	<b>139,857,247</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>266</b>	<b>139,857,247</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	266	139,857,247
	<b>% of Assent</b>		<b>100.00</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	0	0
	<b>% of Dissent</b>		<b>0.00</b>





For Resolution No. 3 as an Ordinary Resolution to declare a dividend at the rate of Rs. 3/- per Equity Share of face value Rs. 2/- each, for the Financial Year ended on March 31, 2019.

Sr. No.	Particulars	Resolution 3	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	247	141,554,036
	<b>Total</b>	<b>271</b>	<b>142,740,357</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>271</b>	<b>142,740,357</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	271	142,740,357
	% of Assent		100.00
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	0	0
	% of Dissent		0.00



For Resolution No. 4 as an Ordinary Resolution to appoint Mr. Pradumna Kanodia (DIN: 01602690), who retired by rotation and, being eligible, offered himself for re-appointment.

Sr. No.	Particulars	Resolution 4	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	247	141,554,036
	<b>Total</b>	<b>271</b>	<b>142,740,357</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>271</b>	<b>142,740,357</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	266	142,307,784
	<b>% of Assent</b>		<b>99.70*</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	5	432,573
	<b>% of Dissent</b>		<b>0.30*</b>

\*Rounded off to nearest two decimals



**For Resolution No. 5 as an Ordinary Resolution:**

- (i) for appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Director of the Company; and
- (ii) for appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director for a period of five years with effect from December 10, 2018 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice.

Sr. No.	Particulars	Resolution 5	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	247	141,554,036
	<b>Total</b>	<b>271</b>	<b>142,740,357</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>271</b>	<b>142,740,357</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	251	138,844,377
	<b>% of Assent</b>		<b>97.27*</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	20	3,895,980
	<b>% of Dissent</b>		<b>2.73*</b>

\*Rounded off to nearest two decimals



**For Resolution No. 6 as a Special Resolution:**

- (i) for appointment of Mr. Amit Dabriwala (DIN: 00164763) as a Director of the Company; and
- (ii) for re-appointment of Mr. Amit Dabriwala (DIN: 00164763) as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.

Sr. No.	Particulars	Resolution 6	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	247	141,554,036
	<b>Total</b>	<b>271</b>	<b>142,740,357</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>271</b>	<b>142,740,357</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	243	138,563,453
	<b>% of Assent</b>		<b>97.07*</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	28	4,176,904
	<b>% of Dissent</b>		<b>2.93*</b>

\*Rounded off to nearest two decimals



**For Resolution No. 7 as a Special Resolution:**

- (i) for appointment of Mr. Amit Dalal (DIN: 00297603) as a Director of the Company; and
- (ii) for re-appointment of Mr. Amit Dalal (DIN: 00297603) as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024.

Sr. No.	Particulars	Resolution 7	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	247	141,554,036
	<b>Total</b>	<b>271</b>	<b>142,740,357</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>271</b>	<b>142,740,357</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	245	138,567,753
	<b>% of Assent</b>		<b>97.08*</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	26	4,172,604
	<b>% of Dissent</b>		<b>2.92*</b>

\*Rounded off to nearest two decimals



**For Resolution No. 8 as a Special Resolution:**

- (i) for appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as a Director of the Company; and
- (ii) for re-appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024

Sr. No.	Particulars	Resolution 8	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of shares voted
a.	Votes cast through e-voting at AGM	24	1,186,321
b.	Remote e-voting confirmations received	247	141,554,036
	<b>Total</b>	<b>271</b>	<b>142,740,357</b>
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	<b>Net valid e-voting at AGM/Remote e-voting confirmations</b>	<b>271</b>	<b>142,740,357</b>
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	146	120,406,168
	<b>% of Assent</b>		<b>84.35*</b>
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	125	22,334,189
	<b>% of Dissent</b>		<b>15.65*</b>

\*Rounded off to nearest two decimals

