

**September 26, 2017**

**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 112<sup>th</sup> Annual General Meeting of the Company held on  
Monday, September 25, 2017**

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 112<sup>th</sup> Annual General Meeting of the Company held on Monday, September 25, 2017 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

<b>Voting Results for the Annual General Meeting held on September 25, 2017, pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)</b>	
<b>Date of AGM</b>	September 25, 2017
<b>Total No. of Shareholders as on record date. (Book Closure from September 20, 2017 to September 25, 2017)</b>	7031
<b>No. of shareholders present in the meeting either in person or through proxy.</b>	
Promoters and Promoter Group	15
Public	74
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	Nil
Public	Nil

#### Agenda Item No. 1

<b>Details of the Agenda:</b>		To receive, consider and adopt a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, 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 March 31, 2017, together with the Reports of the Auditors thereon.						
<b>Resolution Required (Ordinary/Special)</b>		Ordinary Resolution						
<b>Whether promoter / promoter group are Interested in the agenda / resolution?</b>		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
<b>Promoter and Promoter Group*</b>	E-voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>96210882</b>	<b>100.00</b>	<b>96210882</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Institutional holders</b>	E-voting	49569106	44091662	88.95	44091662	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44091662</b>	<b>88.95</b>	<b>44091662</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Others</b>	E-voting	7302752	28694	0.39	28692	2	100.00	0.00
	Poll		33770	0.46	33770	0	100.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>62464</b>	<b>0.86</b>	<b>62462</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
<b>TOTAL</b>		<b>153082740</b>	<b>140365008</b>	<b>91.61</b>	<b>140365006</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\* Rounded off to nearest number



<b>Agenda Item No. 2</b>								
<b>Details of the Agenda:</b>			To declare Dividend on Equity Shares for the financial year ended March 31, 2017					
<b>Resolution Required (Ordinary/Special)</b>			Ordinary Resolution					
<b>Whether promoter / promoter group are Interested in the agenda / resolution?</b>			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
<b>Promoter and Promoter Group*</b>	E-voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>96210882</b>	<b>100.00</b>	<b>96210882</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Institutional holders</b>	E-voting	49569106	44091662	88.95	44091662	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44091662</b>	<b>88.95</b>	<b>44091662</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Others</b>	E-voting	7302752	28694	0.39	28692	2	100.00	0.00
	Poll		33770	0.46	33770	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>62464</b>	<b>0.86</b>	<b>62462</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
<b>TOTAL</b>		<b>153082740</b>	<b>140365008</b>	<b>91.69</b>	<b>140365006</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\* Rounded off to nearest number



**Agenda Item No. 3**

<b>Details of the Agenda:</b>		To appoint a Director in place of Mr. Atul Ruia (DIN: 00087396), who retires by rotation and being eligible, has offered himself for re-appointment.						
<b>Resolution Required (Ordinary/Special)</b>		Ordinary Resolution						
<b>Whether promoter / promoter group are Interested In the agenda / resolution?</b>		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
<b>Promoter and Promoter Group*</b>	E-voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>96210882</b>	<b>100.00</b>	<b>96210882</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Institutional holders</b>	E-voting	49569106	44091662	88.95	30524164	13567498	69.23	30.77
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44091662</b>	<b>86.32</b>	<b>30524164</b>	<b>13567498</b>	<b>69.23</b>	<b>30.77</b>
<b>Public-Others</b>	E-voting	7302752	28694	0.39	28692	2	100.00	0.00
	Poll		33770	0.46	33770	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>62464</b>	<b>0.86</b>	<b>62462</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
<b>TOTAL</b>		<b>153082740</b>	<b>140365008</b>	<b>91.69</b>	<b>126797508</b>	<b>13567500</b>	<b>90.33</b>	<b>9.67</b>



Agenda Item No. 4								
Details of the Agenda:		Appointment of M/s. DTS & Associates, Chartered Accountants (Firm Registration no. 142412W), as the Statutory Auditors of the Company, to hold office from the conclusion of the 112th Annual General Meeting until the conclusion of the 117th Annual General Meeting, subject to ratification by shareholders annually and to authorize the Board of Directors to fix their remuneration.						
Resolution Required (Ordinary/Special)		Ordinary Resolution						
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 (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public - Institutional holders	E-voting	49569106	44091662	88.95	44091662	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		44091662	88.95	44091662	0	100.00	0.00
Public-Others	E-voting	7302752	28694	0.39	27992	702	100.00	0.00
	Poll		33770	0.46	33770	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		62464	0.86	61762	702	98.88	1.12
TOTAL		153082740	140365008	91.69	140364306	702	100.00	0.00

\*Rounded off to nearest number



**Declaration of results of E-voting / Ballot Forms voting in respect of 112<sup>th</sup> Annual General Meeting of The Phoenix Mills Limited held on September 25, 2017**

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 112<sup>th</sup> AGM of the Company was convened and held on September 25, 2017 at Indian Merchants' Chamber, 4<sup>th</sup> Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 at 3.30 p.m. to seek the approval of members of the Company on the resolutions contained in notice dated August 2, 2017.

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 112<sup>th</sup> Annual General Meeting (AGM) dated August 2, 2017 dispatched on August 31, 2017.

Members voting through e-voting / Ballot forms till September 24, 2017 (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 25, 2017, i.e. the day of the 112<sup>th</sup> 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 112<sup>th</sup> AGM of the Company in a fair and transparent manner.

Based on the Scrutinizer's Report dated September 26, 2017, ***I hereby declare that all the 4 (Four) resolutions, as set out in the Notice of the 112<sup>th</sup> AGM of the Company held on September 25, 2017, have been duly passed with requisite majority, the details of which are specified herein below:***



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, 2017	100*	0%	Ordinary Resolution
2.	Declaration of final dividend on equity shares for the year ended March 31, 2017	100*	0%	Ordinary Resolution
3.	To appoint a Director in place of Mr. Atul Ruia, who retires by rotation and being eligible, has offered himself for re-appointment.	90.33	9.67	Ordinary Resolution
4.	Appointment of M/s. DTS & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 117 <sup>th</sup> AGM of the Company	100	0	Ordinary Resolution

\* Rounded off to nearest number

The Scrutinizer's Report on the voting process conducted for the 112<sup>th</sup> AGM is annexed herewith.

**For The Phoenix Mills Limited**

**Date: September 26, 2017**

**Place: Mumbai**




**Mr. Ashokkumar Ruia**  
**Chairman and Managing Director**

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

26<sup>th</sup> September, 2017

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 process conducted at the 112<sup>th</sup> Annual General Meeting of the Members of The Phoenix Mills Limited held on 25<sup>th</sup> September, 2017:**

The Phoenix Mills Limited ('the Company') vide resolution of its Board of Directors dated 2<sup>nd</sup> August, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 112<sup>th</sup> Annual General Meeting ('AGM') held on Monday, 25<sup>th</sup> September, 2017 on the resolutions contained in the Notice dated 2<sup>nd</sup> August, 2017 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 ballots on the resolutions contained in the aforesaid Notice of the 112<sup>th</sup> 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 physical ballots 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 physical voting through ballots at 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, a notice 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 Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017.
3. **Resolution No. 3** as an **Ordinary Resolution** for re-appointment of Mr. Atul Ruia (DIN: 00087396) as Director of the Company, who retired by rotation and being eligible, offered himself for re- appointment.
4. **Resolution No. 4** as an **Ordinary Resolution** for appointment of M/s DTS & Associates, Chartered Accountants (Firm Registration No. 142412W), as the Statutory Auditors of the Company, to hold office from the conclusion of the 112<sup>th</sup> Annual General Meeting until the conclusion of the 117<sup>th</sup> Annual General Meeting, subject to ratification by shareholders annually and to authorize the Board of Directors to fix their remuneration.

The Company provided the 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 physical ballots at the venue of the 112<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 09.00 a.m. of Friday, 22<sup>nd</sup> September, 2017 upto 5.00 p.m. of Sunday, 24<sup>th</sup> September, 2017. Accordingly, e-votes cast upto 5.00 p.m. of 24<sup>th</sup> September, 2017 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 Ms. Payal Daga and Mr. Safal Jain.



After the conclusion of the 112<sup>th</sup> Annual General Meeting, the voting was conducted through physical ballots at the meeting and the locked ballot box was subsequently opened in the presence of two shareholders of the Company, namely Mr. Yusuf Yunus Rangwala and Mrs. Asha Lata Maheshwari.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 112<sup>th</sup> 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 physical ballots at the 112<sup>th</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



HIMANSHU KAMADAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030



## ANNEXURE

The summary of the votes cast through physical ballots and through 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 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017, together with the Report of the Auditors thereon:

Sr. No.	Particulars	Resolution 1	
		No. of ballots/ Remote voting	No. of Shares voted
a.	Votes cast through ballots	21	33,770
b.	Remote e-voting confirmations received	126	140,340,589
	<b>Total</b>	<b>147</b>	<b>140,374,359</b>
c.	Less: Invalid ballots/Remote e-voting confirmations	1	9,351
d.	<b>Net valid ballots/Remote e-voting confirmations</b>	<b>146</b>	<b>140,365,008</b>
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	144	140,365,006
	<b>% of Assent</b>		<b>* 100</b>
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution	2	2
	<b>% of Dissent</b>		<b>0</b>

\* Rounded off to nearest number



For Resolution No. 2 as an **Ordinary Resolution** for declaration of Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup>March, 2017:

Sr. No.	Particulars		Resolution 2	
			No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot		21	33,770
b.	Remote e-voting confirmations received		126	140,340,589
	<b>Total</b>		<b>147</b>	<b>140,374,359</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations		1	9,351
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>		<b>146</b>	<b>140,365,008</b>
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	144	140,365,006
		<b>% of Assent</b>		<b>* 100</b>
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	2
		<b>% of Dissent</b>		<b>0</b>

\* Rounded off to nearest number





For Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. Atul Ruia (DIN: 00087396) as Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment:

Sr. No.	Particulars		Resolution 3	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		21	33,770
b.	Remote e-voting confirmations received		126	140,340,589
	Total		147	140,374,359
c.	Less: Invalid Ballot / Remote e-voting confirmations		1	9,351
d.	Net Valid Physical Ballot Forms / Remote e-Voting		146	140,365,008
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	87	126,797,508
		% of Assent		90.33
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	59	13,567,500
		% of Dissent		9.67





**For Resolution No. 4 as an Ordinary Resolution** for appointment of M/s. DTS & Associates, Chartered Accountants (Firm Registration no. 142412W), as the Statutory Auditors of the Company, to hold office from the conclusion of the 112<sup>th</sup> Annual General Meeting until the conclusion of the 117<sup>th</sup> Annual General Meeting, subject to ratification by shareholders annually and to authorize the Board of Directors to fix their remuneration:

Sr. No.	Particulars		Resolution 4	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		21	33,770
b.	Remote e-voting confirmations received		126	140,340,589
	<b>Total</b>		<b>147</b>	<b>140,374,359</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations		1	9,351
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>		<b>146</b>	<b>140,365,008</b>
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	143	140,364,306
		<b>% of Assent</b>		<b>100</b>
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	702
		<b>% of Dissent</b>		<b>0</b>

\* Rounded off to nearest number

