

NOTICE

NOTICE is hereby given that the 114th Annual General Meeting of The Phoenix Mills Limited will be held on Tuesday, September 24, 2019 at 4.00 P.M. at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 to transact the following business:

ORDINARY BUSINESS:

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.
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.
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.
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.

SPECIAL BUSINESS:

5. Appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajendra Kalkar (DIN: 03269314), who was appointed as an Additional Director of the Company with effect from December 10, 2018, and who holds office up to the date of this Annual General Meeting of the Company, and who is eligible for being appointed and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(18), 2(51), 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Rajendra Kalkar (DIN: 03269314), as a Whole-Time Director (“WTD”) of the Company, w.e.f. December 10, 2018 for a period of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any Committee constituted /to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives and retirement benefits) payable to Mr. Rajendra Kalkar during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such increase shall not exceed an amount permitted to be paid to Mr. Rajendra Kalkar under the applicable law without obtaining requisite approvals;

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Rajendra Kalkar as a WTD, the Company has no profits or its profits are inadequate, Mr. Rajendra Kalkar shall be paid, the then current remuneration as altered by the Board (including fixed salary, incentives and retirement benefits) as minimum remuneration, subject to obtaining necessary approvals and making necessary disclosures as per the applicable provisions of the Act and Rules made thereunder;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.”

6. Re-appointment of Mr. Amit Dabriwala (DIN: 00164763) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amit Dabriwala (DIN: 00164763), who was appointed as an Additional Director of the Company with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting of the Company, and who is eligible for being re-appointed and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, Mr. Amit Dabriwala (DIN: 00164763), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, and is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024, on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. Re-appointment of Mr. Amit Dalal (DIN: 00297603) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amit Dalal (DIN: 00297603), who was appointed as an Additional Director of the Company with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for re-appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and the Articles of Association of the Company, Mr. Amit Dalal (DIN: 00297603), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024 and on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company;

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RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

8. Re-appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sivaramakrishnan Iyer (DIN: 00503487), who was appointed as an Additional Director of the Company with effect from April 1, 2019 and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for re-appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and the Articles of Association of the Company, Mr. Sivaramakrishnan Iyer (DIN: 00503487), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024 and on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board of Directors

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Registered Office:

462, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
CIN : L17100MH1905PLC000200
E-mail - investorrelations@highstreetphoenix.com
Website : www.thephoenixmills.com
Tel No. : 022 - 24964307
Fax No : 022 - 24938388

Date: August 7, 2019
Place: Mumbai

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to the Special Businesses as set out in the Notice is annexed hereto and forms part of this Notice.

Messrs DTS & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 112th Annual General Meeting held on September 25, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

2. As per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, information regarding appointment/re-appointment of Directors (Item no. 5 to 8) is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
4. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
5. The instrument appointing a Proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. Attendance slip, Proxy form and route map of the venue of the meeting are annexed hereto.
7. In case of joint holders attending the meeting, any such joint holder who is higher in the order of names will be entitled to vote.
8. The Company’s Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited (‘Link Intime’) having their office premises situated at C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 19, 2019 to Tuesday, September 24, 2019 (both days inclusive) for the annual closing and for the purpose of determining the entitlement for payment of dividend.
10. Dividend for the Financial Year ended March 31, 2019 as recommended by the Board of Directors, if declared at the Annual General Meeting, shall be paid after September 24, 2019 to those Shareholders :
 - a) whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, September 18, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Wednesday, September 18, 2019 after giving effect to:
 - i. valid request(s) received for transmission/ transposition of shares and
 - ii. valid requests of transfer of shares in physical form (re-lodgement cases i.e. requests for transfer(s) which were received prior to April 1, 2019 and returned due to deficiency in the documents) lodged with the Company/its Registrar & Share Transfer Agent on or before Wednesday, September 18, 2019.

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11. Under the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of ₹ 21,06,163 being unclaimed/unpaid dividend of the Company for the financial year ended March 31, 2011 was transferred in November, 2018 to IEPF. Last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year 2011-12 and thereafter is as under :

Financial Year ended	Date of Declaration of Dividend	Last date for claiming the dividend from the Company prior to transfer to IEPF
2011-12	August 21 , 2012	September 27, 2019
2012-13	August 21, 2013	September 27, 2020
2013-14	August 26, 2014	October 2, 2021
2014-15	September 9, 2015	October 15, 2022
2015-16 Interim Dividend	March 19, 2016	April 25, 2023
2015-16 Final Dividend	September 8, 2016	October 14, 2023
2016-17	September 25, 2017	October 31, 2024
2017-18	September 18, 2018	October 24 , 2025

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime well in advance of the above due dates. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 18, 2018, (date of last Annual General Meeting) on the website of the Company at www.thephoenixmills.com.

Further, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, during the FY 2018-19, the Company has transferred 19,194 Equity Shares to the IEPF. The shareholders whose equity shares have been transferred to the IEPF can request the Company or Link Intime as per the prescribed provisions to claim their shares out of IEPF.

In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published notice in newspapers. The Shareholders whose dividend/shares is/will be transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority www.iepf.gov.in/IEPF/refund.html.

12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
13. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to Link Intime/ Company to update their Bank Account details.

Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Link Intime cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

14. SEBI has vide its Notifications dated June 08, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialised form from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
15. Pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/Link Intime, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members may note that the Annual Report 2018-19 along with Notice of the Meeting, Attendance Slip and Proxy Form are available on the website of the Company.

16. As a measure towards Green Initiative, the Company encourages its Members to receive documents like Notices of Meetings / Postal Ballot, Annual Reports, and other shareholder communications electronically at their email address. Members are requested to support the Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime (in case of Shares held in physical form).
17. Members are requested to:
 - a. inform of changes, if any, in their registered address at the earliest to the Company or Link Intime, for shares held in physical form, or to their concerned DP for shares held in electronic form.
 - b. quote ledger folio numbers/DP ID and Client ID numbers in all correspondence.
 - c. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names
 - d. register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and Link Intime/ Company, in case of Shares held in physical form, as directed by SEBI
 - e. bring their copy of the Annual Report to the Annual General Meeting.
18. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.

PROCEDURE FOR REMOTE E-VOTING

19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the remote e-voting facility to its Members enabling them to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited ('CDSL') on all resolutions set forth in this Notice.

Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

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The remote e-voting period will commence on Saturday, September 21, 2019 [9:00 A.M. (IST)] and will end on Monday, September 23, 2019 [05:00 P.M. (IST)]. During this remote e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. September 18, 2019, may cast their vote electronically. At the end of the remote e-voting period, the remote e-voting facility shall forthwith be blocked by CDSL and Members shall not be allowed to vote through remote e-voting beyond the said date and time.

Any person who becomes a member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date may obtain their User Id and password in the manner as mentioned hereinafter. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

I. The instructions for e-voting are as under:

- a) For casting votes, the Members should log on to the CDSL e-voting website www.evotingindia.com.
- b) Click on 'Shareholders/Members'
- c) Enter your Login credentials:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- d) Next, enter the image verification as displayed and Click on 'Login'.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

For members holding shares in demat and physical form

PAN	- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
	- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the attendance slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	- If both the details are not recorded with the Depository or the company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (c).

- g) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- h) After entering these details appropriately, click on 'Submit' tab.
- i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- k) Click on the EVSN for 'The Phoenix Mills Limited'.
- l) On the voting page, you will see 'Resolution Description' and against the same option 'Yes/No' for voting. Select the option as desired. The option 'Yes' implies that you assent to the Resolution and the option 'No' implies that you dissent to the Resolution.

- m) On the voting page enter the number of shares (which represents no. of votes) as on the cut-off date under 'For/Against'.
- n) Click on the 'Resolutions File Link' if you wish to view the entire Resolution details.
- o) After selecting the resolution you have decided to vote on, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Ok', else to change your vote, click on 'Cancel' and accordingly modify your vote.
- p) Once you 'Confirm' your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- q) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- r) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- s) During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- t) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting.
- u) Note for non-individual shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- II. In case of shareholders receiving the Notice by post:
For shareholders whose email IDs are not registered with the Company/Depository Participant(s) and who receives the physical copy of the AGM Notice, the following instructions may be noted:
- i. The User ID and initial password is provided at the bottom of the AGM Notice.
 - ii. Please follow all the steps from (a) to (u) mentioned above to cast your vote successfully.
- III. In case you have any queries or issues or grievances regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 18002005533 or contact Mr. Rakesh Dalvi, Manager, CDSL, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 at +91 22 2305 8542.
- IV. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- V. The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the Meeting. The Company will make necessary arrangements in this regard at the venue of the Meeting. The facility for voting through electronic voting system or through ballot paper shall be made available at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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- VI. Details of person to be contacted for issues relating to voting through Physical Ballot and e-voting:
 Mr. Mangesh Satvilkar
 The Phoenix Mills Limited,
 462, Senapati Bapat Marg,
 Lower Parel, Mumbai - 400 013
 Tel No.: 022-30016600
 Fax No.: 022-30016818
 Email: evoting@highstreetphoenix.com
- VII. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 18, 2019.
- VIII. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting by way of Ballot Paper / electronic voting at the venue of the Meeting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote by any other mode shall be treated as invalid.
- IX. The Company has appointed Mr. Himanshu Kamdar (Membership No. FCS 5171) Partner of M/s. Rathi & Associates, Practising Company Secretaries, Mumbai to act as the Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting venue (through electronic voting or through ballot paper) in a fair and transparent manner.
- X. The Scrutinizer will, immediately upon conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and within a period of forty eight hours from the conclusion of the meeting, make and submit a consolidated Scrutinizer's Report to the Chairman of the Company.
- XI. The voting results shall be declared not later than forty-eight hours from the conclusion time of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at www.thephoenixmills.com and the website of CDSL at: www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorised by the Board in this regard and will simultaneously be sent to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office as well as the Corporate Office of the Company.
20. A certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme- 2007 is being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Company will be available for inspection by the Members at the Annual General Meeting.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
22. All documents referred to in the accompanying Notice and Explanatory Statement are available for inspection in physical or electronic form at the Registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at 2nd Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Compound, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 as well as during the AGM at the venue thereof.

- 23.. Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at investorrelations@highstreetphoenix.com at least seven (7) days in advance of the Meeting so as to enable the Board/ Management to respond suitably.
24. As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice. The prominent landmark for the venue is Opposite Churchgate Station.

By Order of the Board of Directors

Atul Ruia
Chairman and Managing Director
DIN: 00087396

Registered Office:

462, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
CIN : L17100MH1905PLC000200
E-mail - investorrelations@highstreetphoenix.com
Website : www.thephoenixmills.com
Tel No. : 022 - 24964307
Fax No : 022 - 24938388

Date: August 7, 2019
Place: Mumbai

NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 5**

Pursuant to provisions of Section 152 of the Companies Act 2013 ("the Act"), the Board of Directors of the Company basis the recommendation of the Nomination and Remuneration Committee of the Board, approved the appointment of Mr. Rajendra Kalkar (DIN 03269314), as an Additional Director on the Board of the Company, with effect from December 10, 2018, liable to retire by rotation. He was also appointed as the Whole-Time Director of the Company with effect from December 10, 2018, subject to approval of the Members at the Annual General Meeting.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder Mr. Kalkar holds office upto the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received his consent to act as a Director and declaration in the specified form that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing from a member under Section 160 of the Act proposing his candidature for office of Director of the Company.

The terms and conditions for appointment of Mr. Kalkar are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration are given below:

S r . No.	Particulars	Amount Per annum (₹)
1	Basic Salary	83,16,328
2	Perquisites and Allowances	35,18,719
3	Retirement Benefits	6,91,680
	Total Fixed Salary	1,25,26,727

- (i) **Other Benefits :-** Performance Linked Incentives, Bonus, Car facility, Club membership, Medi-claim Coverage, telecommunication facility, Leave Encashment etc. as per Company's policy.
- (ii) **Stock Options -** As may be granted by Compensation Committee from time to time as per ESOP Schemes of the Company.
- (i) **Other Terms :**
 - a) Mr. Kalkar has the responsibility to lead and manage strategic initiatives & operations of the Company subject to the superintendence, control & direction of the Board of Directors
 - b) Mr. Kalkar shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The Board of Directors or Committee thereof may, at its discretion, vary, alter or widen the scope of remuneration within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act.

Further details relating to Mr. Kalkar including his qualifications, other Directorships, membership of Committees of other Boards are given in Annexure forming part of this Notice. This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India.

Save and except for Mr. Rajendra Kalkar, none of the other Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 5 of the Notice.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NOS. 6, 7 AND 8

Mr. Amit Dabriwala (DIN: 00164763), Mr. Amit Dalal (DIN: 00297603) and Mr. Sivaramakrishnan Iyer (DIN: 00503487) were appointed as Non-Executive Independent Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of five consecutive years commencing from April 1, 2014 to March 31, 2019 by the Members of the Company at its Annual General Meeting held on August 26, 2014 ("first term").

Accordingly, pursuant to the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder the first term of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Independent Directors of the Company concluded on March 31, 2019.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Further, Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and basis the results of the performance evaluation carried out by the said Committee and the Board, at their meeting held on March 29, 2019, re-appointed Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Additional Non-Executive Independent Directors, not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company commencing from April 1, 2019 to March 31, 2024, subject to the approval of the Members by way of passing special resolution.

The performance evaluation of Independent Directors were based on various criteria, inter-alia, including attendance at Board and Committee Meetings of the Board, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

Copies of the draft Letter of Appointment setting out the terms and conditions of the appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Independent Directors and all the relevant documents referred to in this Notice and Explanatory Statement, are available for inspection in physical or electronic form at the Registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at 2nd Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Compound, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 as well as during the AGM at the venue thereof.

As per Section 161(1) of the Act and Articles of Association of the Company, Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer, being Additional Directors, hold office upto the forthcoming Annual General Meeting of the Company and are eligible to be re-appointed as Directors of the Company.

Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer have consented to act as Non-Executive Independent Directors and are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received notices in writing from Member(s) of the Company under Section 160 of the Act proposing the candidature of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer for the office of Director of the Company. The Company has also received declarations from Mr. Amit Dabriwala (DIN: 00164763), Mr. Amit Dalal

NOTICE

(DIN: 00297603) and Mr. Sivaramakrishnan Iyer (DIN: 00503487) stating that they meet the criteria of independence as prescribed under sub Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer fulfil the conditions for re-appointment as Independent Directors as specified in the Act and Listing Regulations and are independent of the management and the Board considers that the proposed re-appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Independent Directors, considering their skills, experience & knowledge in diverse areas, and also given their background and experience and their continued association will be of immense value and benefit and in the best interest of the Company.

Further details relating to Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer including their qualifications, other Directorships, membership of Committees of other Boards are given in Annexure forming part of this Explanatory Statement of the Notice. This explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Save and except Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 6, 7 and 8 of the Notice.

The Board recommends Special Resolutions for appointment of Mr. Amit Dabriwala, Mr. Amit Dalal and Mr. Sivaramakrishnan Iyer as Non-Executive Independent Directors of the Company for a second term of five consecutive years commencing from April 1, 2019 to March 31, 2024, as set out at Item nos. 6, 7 and 8 of the Notice for approval of Members.

By Order of the Board of Directors

Atul Ruia

Chairman and Managing Director
DIN: 00087396

Registered Office:

462, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
CIN : L17100MH1905PLC000200
E-mail - investorrelations@highstreetphoenix.com
Website : www.thephoenixmills.com
Tel No. : 022 - 24964307
Fax No : 022 - 24938388

Date: August 7, 2019

Place: Mumbai

ANNEXURE TO ITEM NOS. 4,5,6,7 AND 8 OF THE NOTICE CONVENING THE 114TH ANNUAL GENERAL MEETING OF THE COMPANY

Details of Directors seeking appointment/ re-appointment at 114th Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name	Mr. Pradumna Kanodia	Mr. Rajendra Kalkar
Director Identification Number (DIN)	01602690	03269314
Age	54 years	51 years
Nationality	Indian	Indian
Date of first appointment on the Board	April 24, 2011	December 10, 2018
Qualifications	Qualified Chartered Accountant and Company Secretary	Bachelor of Engineering (Electrical) from NIT Jaipur, Rajasthan
Capacity	Director - Finance	Whole-Time Director
Experience and Expertise	<p>Mr. Pradumna Kanodia has over 28 years of experience in corporate management, finance and commercial matters, fiscal and strategic planning, budgeting and cash flow management.</p> <p>He heads the finance and accounts teams and plays a key role in fund raising and liaising with banks for debt funding of Company.</p>	<p>Mr. Rajendra Kalkar has over 27 years of experience with an expertise in P&L responsibility and driving the strategic intent for the overall business of large retail and mall management companies.</p> <p>He has been associated with the Company since January 2010, and is responsible for driving the various functions of leasing, marketing, finance, operations and achieving the P&L of the Company's Mall i.e. High Street Phoenix and Phoenix MarketCity complexes in Mumbai, Pune and Bengaluru.</p>
Details of Directorships held in other companies	<p>Indian Companies</p> <ul style="list-style-type: none"> • Classic Housing Projects Private Limited • Acme Hospitality Services Private Limited • Pallazzio Hotels & Leisure Limited • Butala Farm Lands Private Limited 	<p>Indian Companies</p> <ul style="list-style-type: none"> • Market City Resources Private Limited • Mugwort Land Holdings Private Limited • Big Apple Real Estate Private Limited • Blackwood Developers Private Limited • Calypso Retail Private Limited
Chairman in the Committees of the Boards of companies	None	None

NOTICE

Name	Mr. Pradumna Kanodia	Mr. Rajendra Kalkar
Membership in the Committees of the Boards of companies	The Phoenix Mills Limited Risk Management Committee Finance and Investment Committee Corporate Social Responsibility Committee	The Phoenix Mills Limited Risk Management Committee
Number of shares held in the Company	11,426 Equity shares	1,000 Equity Shares
Last drawn Remuneration	NIL	For F.Y. 2018-19 (for the period from December 10, 2018 to March, 31, 2019) Remuneration: ₹ 34,62,807
Terms and Conditions of Appointment/Reappointment	Executive Director, liable to retire by rotation.	Appointment as Whole-time Director of the Company for a period of five years commencing from December 10, 2018 on such terms and conditions as may be decided by the Board and/or a duly constituted Committee of the Board.
Details of Remuneration sought to be paid	Not Applicable	As per explanatory statement to Item No.5
Number of Board meetings attended during the year 2018-19	11 out of 11	4 out of 4
Relationship with other Directors/KMPs'/Manager	Not related to any Director / Key Managerial Personnel of the Company.	Not Related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	Not-Applicable	Not-Applicable

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramkrishnan Iyer
Director Identification Number (DIN)	00164763	00297603	00503487
Age	46 years	56 years	52 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	Appointed on December 31, 2005 and subsequently, he was appointed for the first term of 5 (five) years commencing from April 1, 2014 to March 31, 2019.	Appointed on February 21, 2007 and subsequently, he was appointed for the first term of 5 (five) years commencing from April 1, 2014 to March 31, 2019.	Appointed on October 21, 2006 and subsequently, he was appointed for the first term of 5 (five) years commencing from April 1, 2014 to March 31, 2019
Qualifications	Graduate from Calcutta University.	<ul style="list-style-type: none"> Bachelor's Degree in Commerce from the University of Mumbai, Postgraduate Diploma in Business Management from the University of Massachusetts, USA A Master's Degree in Business Administration from the University of Massachusetts, USA 	<ul style="list-style-type: none"> Bachelor's degree in Commerce from the University of Mumbai, Qualified Chartered Accountant from Institute of Chartered Accountants of India (the "ICAI").

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Capacity	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director
Experience and Expertise	<p>Mr. Amit Dabriwala as a Promoter Director of United Credit Securities Limited (UCSL), a member of the National Stock Exchange, has been associated with the capital markets since 1996 and was responsible for setting up the Mumbai branch of UCSL</p> <p>In 2004, he promoted JNR Securities Broking Private Limited which is a member of the Bombay Stock Exchange.</p> <p>Through the United Credit group companies, he is also involved in real estate development, leasing and hire purchase.</p>	<p>Mr. Amit Dalal has been the Managing Director of Amit Nalin Securities Private Limited since October 1997 and also serves as its Director of Research. He earned experience as an Investment Analyst in USA for 2 years.</p> <p>He has been the Executive Director of Investments at Tata Investment Corporation Limited (TICL) since January 1, 2010 and is engaged in the development of the Portfolio of TICL. He is also Director on the Board of various companies and is associated with certain Charitable Institutions.</p> <p>He is a member of the Investment Committee of The Cricket Club of India Limited and The Willingdon Sports Club and a Member of Rotary Club of Mumbai Queens Necklace.</p>	<p>Mr. Sivaramakrishnan Iyer specializes in corporate finance and advises companies on Capital Structuring, Systems & process improvements, risk management, setting up MIS systems, fund raising either as debt or equity, etc.</p>
Details of Directorships held in other companies	<p>Indian Companies</p> <ul style="list-style-type: none"> • JNR Securities Broking Private Limited • Sattyaahomes Development Private Limited • Adibhuta Investments Private Limited • Alyssum Developers Private Limited • Palladium Constructions Private Limited • Alliance Spaces Private Limited • Vamona Developers Private Limited • United Credit Securities Limited • Edmond Finvest Private Limited • Graceworks Realty & Leisure Private Limited • Offbeat Developers Private Limited 	<p>Indian Companies</p> <ul style="list-style-type: none"> • Tata Investment Corporation Limited • Manugraph India Limited • Sutlej Textiles and Industries Limited • Simto Investment Company Limited • Nexgen Lifin Private Limited • Amit Nalin Securities Private Limited • Sew Engineering (India) Private Limited • Milestone Capital Advisors Private Limited 	<p>Indian Companies</p> <ul style="list-style-type: none"> • Praj Industries Limited • Praj Hipurity Systems Limited • Samco Ventures Private Limited

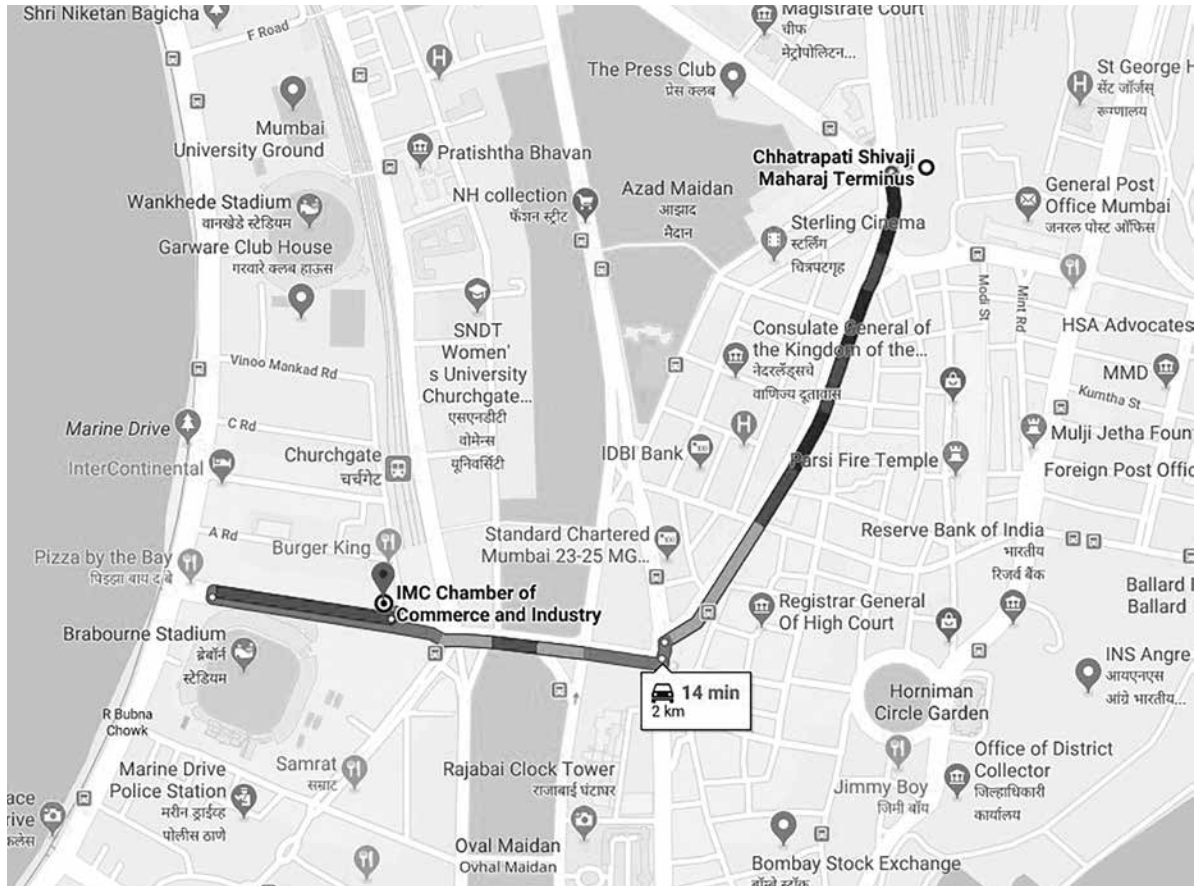
NOTICE

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Chairman in the Committees of the Boards of companies	The Phoenix Mills Limited Audit Committee Stakeholders' Relationship Committee Palladium Constructions Private Limited Audit Committee	Sutlej Textiles and Industries Limited Stakeholder Relationship Committee	Praj Industries Limited Stakeholder Relationship Committee Praj Hi Purity Systems Limited Audit Committee
Membership in the Committees of the Boards of companies	The Phoenix Mills Limited Nomination and Remuneration Committee Compensation Committee Offbeat Developers Private Limited Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee Vamona Developers Private Limited Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee- Palladium Constructions Private Limited Nomination & Remuneration Committee Corporate Social Responsibility Committee- Alliance Spaces Private Limited Audit Committee Nomination and Remuneration Committee Alyssum Developers Private Limited Audit Committee Nomination and Remuneration Committee Graceworks Realty and Leisure Private Limited Audit Committee Nomination and Remuneration Committee	Sutlej Textiles and Industries Limited Audit Committee Corporate Social Responsibility Committee Tata Investment Corporation Limited Stakeholder Relationship Committee Asset Liability & Risk Management Committee Corporate Social Responsibility	Praj Industries Limited Audit Committee

Name	Mr. Amit Dabriwala	Mr. Amit Dalal	Mr. Sivaramakrishnan Iyer
Number of shares held in the Company as on Date	Nil	Nil	Nil
Last drawn Remuneration	For F.Y. 2018-19 Sitting Fees: ₹ 4,65,000 Commission: ₹ 3,25,000	For F.Y. 2018-19 Sitting Fees: ₹ 3,00,000 Commission: ₹ 3,25,000	For F.Y. 2018-19 Sitting Fees: ₹ 1,80,000 Commission: ₹ 3,25,000
Terms and Conditions of Appointment/Reappointment	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a Second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a Second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of five years commencing from April 1, 2019 to March 31, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.
Details of Remuneration sought to be paid	Sitting fees for attending Board/Committee Meetings. Reimbursement of expenses incurred for attending Board/Committee Meetings, if any. Payment of Commission as approved by the Nomination and remuneration Committee not exceeding the 1% p.a. (one percent) of the net profits of the Company calculated as per section 198 of Companies Act, 2013 and as approved by the Members at the Annual General Meeting held on September 09, 2015.	Sitting fees for attending Board/Committee Meetings. Reimbursement of expenses incurred for attending Board/Committee Meetings, if any. Payment of Commission as approved by the Nomination and remuneration Committee not exceeding the 1% p.a. (one percent) of the net profits of the Company calculated as per section 198 of Companies Act, 2013 and as approved by the Members at the Annual General Meeting held on September 09, 2015.	Sitting fees for attending Board/Committee Meetings. Reimbursement of expenses incurred for attending Board/Committee Meetings, if any. Payment of Commission as approved by the Nomination and remuneration Committee not exceeding the 1% p.a. (one percent) of the net profits of the Company calculated as per section 198 of Companies Act, 2013 and as approved by the Members at the Annual General Meeting held on September 09, 2015.
Number of Board meetings attended during the year 2018-19	11 out of 11	10 out of 11	6 out of 11
Relationship with other Directors/ KMPs/Manager	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	The Nomination and Remuneration Committee and the Board evaluated performance of Mr. Amit Dabriwala and rated him satisfactory on all parameters and recommended his re-appointment.	The Nomination and Remuneration Committee and the Board evaluated performance of Mr. Amit Dalal and rated him satisfactory on all parameters and recommended his re-appointment.	The Nomination and Remuneration Committee and the Board evaluated performance of Mr. Sivaramakrishnan Iyer and rated him satisfactory on all parameters and recommended his re-appointment.

ROUTE MAP TO THE VENUE OF AGM

Venue of 114th Annual General Meeting : Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020.



Prominent Landmark : Opposite Churchgate Station.

Closest Railway Station : Churchgate Railway Station (Western Railway), Mumbai

Distance from Chatrapati Shivaji Terminus : 2.0 Km

Distance from Churchgate Railway Station : 30 Mtrs



The Phoenix Mills Limited

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: L17100MH1905PLC000200

Tel: (022) 2496 4307 / 8 / 9 Fax: (022) 2493 8388 Email: investorrelations@highstreetphoenix.com

Website: www.thephoenixmills.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L17100MH1905PLC000200

Name of the Company: The Phoenix Mills Limited

Registered office: 462, Senapati Bapat Marg, Lower Parel, Mumbai-400013

Name of the Member(s)

Email ID

Registered address

DP ID Client Id/ Folio No.

I/We, being the member(s) ofshares of the above named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him / her _____
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him / her _____
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him / her _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 114th Annual General Meeting of the Company, to be held on Tuesday, September 24, 2019 at 4.00 P.M. at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
Ordinary Business			
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		
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		
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 No.	Description	For	Against
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		
Special Business			
5.	Appointment of Mr. Rajendra Kalkar (DIN: 03269314) as a Whole Time Director		
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.		
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.		
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.		

Signed this _____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Re. 1
revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, either in person or through post, not less than 48 hours before the commencement of the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- (2) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting



The Phoenix Mills Limited

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

CIN: L17100MH1905PLC000200

Tel: (022) 2496 4307 / 8 / 9 Fax: (022) 2493 8388 Email: investorrelations@highstreetphoenix.com

Website: www.thephoenixmills.com

ATTENDANCE SLIP

114th Annual General Meeting - Tuesday, September 24, 2019

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID & Client ID/ Folio No.	
Name & Address of First named Member	
Name of Joint Holder(s), If any	
No. of equity shares held	

I/We certify that I/We am/are Member(s) / Proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 114th Annual General Meeting of the Company held on Tuesday, September 24, 2019 at 4:00 P.M. (IST) at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 and/or any adjournment thereof.

Name of Proxy/Authorised Representative, if any _____

Signature of Member(s)/Proxy/ Authorised Representative _____

Notes:

1. Only Members of the Company or their Proxy/Authorised Representative(s) will be allowed to attend the Meeting;
2. You are requested to bring your copy of the Annual Report to the Meeting;
3. Joint Shareholder(s) desiring to attend the Meeting may obtain additional attendance slips on request.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN
190813020		

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN mentioned in the PAN field.

Notes:

- (1) The remote e-voting period will commence on Saturday, September 21, 2019 at 09:00 A.M. (IST) and will end on Monday, September 23, 2019 at 05:00 P.M (IST).
- (2) Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Wednesday, September 18, 2019, shall be entitled to avail the facility of remote e-voting or voting at the venue of 114th Annual General Meeting.