

September 20, 2022

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai- 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot C/1, G-Block  
Bandra-Kurla Complex, Bandra East,  
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

**Sub: Proceedings of 117<sup>th</sup> Annual General Meeting (“AGM”) of The Phoenix Mills Limited (“Company”) - Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)**

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find appended below the summary of proceedings of 117<sup>th</sup> Annual General Meeting of the Company:

1. The 117<sup>th</sup> Annual General Meeting (“AGM/Meeting”) of the Members of The Phoenix Mills Limited (“Company”) was held today, i.e. Tuesday, September 20, 2022, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility. The Meeting commenced at 3:30 p.m. IST and concluded at 4.55 p.m. IST.
2. In compliance with the provisions of the Companies Act, 2013 read with rules framed thereunder, the circulars issued by the Ministry of Corporate Affairs (“MCA”), and the Securities and Exchange Board of India (“SEBI”) and the Secretarial Standards issued by the Institute of Companies Secretaries of India, the 117<sup>th</sup> AGM was held through video conferencing. The Company had provided all Members the facility to attend the AGM through Video Conferencing.
3. Mr. Atul Ruia, Chairman of the Board, chaired the meeting and welcomed the Members present at the 117<sup>th</sup> AGM of the Company.
4. As per the attendance record, 65 Members were present through VC at the Meeting and after ascertaining that the requisite quorum was present, the Chairman called the Meeting to order.
5. All Directors of the Company including Mr. Amit Dabriwala, the Chairman of the Audit Committee and Stakeholders’ Relationship Committee, and Ms. Shweta Vyas, Chairperson of Nomination and Remuneration Committee were present at the Meeting. Mr. Ashish Mistry, Partner Messers DTS and Associates LLP, the Statutory Auditors and Mr. Himanshu Kamdar, Partner Messers Rathi & Associates, the Secretarial Auditors were also present at the meeting.

6. Mr. Gajendra Mewara, Company Secretary, then informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, the Memorandum and Articles of Association of the Company, Certificate from the Company Secretarial Auditors of the Company relating to the implementation of the Company's ESOP Scheme and other statutory registers and documents required to be kept at the AGM and as mentioned in the Notice of the AGM were kept available for inspection.
7. The Notice of the 117<sup>th</sup> AGM along with the copies of the Audited Financial Statements including the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2022 together with the Directors' and Auditors' Reports were dispatched electronically to all the Members within the statutory period in accordance Section 101 of Companies Act, 2013, the MCA and SEBI Circulars.
8. The Company Secretary further informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members. The remote e-voting period commenced on Thursday, September 15, 2022 at 9:00 a.m. IST and ended on Monday, September 19, 2022 at 5:00 p.m. IST. The Company Secretary further informed that the Company had also provided facility of e-voting during the AGM.
9. The Chairman then delivered his speech briefing the Members present on the performance and business overview of the Company.
10. Then, Mr. Shishir Shrivastava, Managing Director, made a presentation to the Members at the Meeting on the various strategic aspects of the business.
11. The Chairman, with permission of the Members present at the AGM, took the Notice of the 117<sup>th</sup> AGM and Boards' Report as circulated to all the Members, as read. The Chairman also informed the Members present that there were no qualifications or observations or adverse remarks in the Report of the Statutory Auditors on the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and in the Report of the Secretarial Auditors, and hence the said Reports were taken as read, with the consent of the Members present.
12. The Chairman informed the Members that the Board of Directors of the Company had appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of Messers Rathi & Associates, Practising Company Secretaries, Mumbai, to act as the Scrutinizer to scrutinize the voting process through remote e-voting and e-voting during the AGM in a fair and transparent manner.

13. Thereafter, the Chairman offered an opportunity to the Members who had registered themselves as speakers to express their views or ask questions / queries on resolutions proposed as set out in the Notice of the AGM. The Managing Director then responded to the questions asked and clarifications sought by the Members.
14. The following items of business, as set out in the Notice convening the 117<sup>th</sup> AGM, were put to vote:

Item No.	Description	Ordinary/ Special
<b>Ordinary Business</b>		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.	Ordinary
3	To declare a dividend of ₹ 2.40/- per Equity Share of the face value of ₹ 2/- each, for the Financial Year ended March 31, 2022.	Ordinary
4	To appoint a Director in place of Mr. Shishir Shrivastava (DIN: 01266095), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
5	Re-appointment of Messers DTS & Associates LLP, Chartered Accountants as Statutory Auditors of the Company	Ordinary
<b>Special Business</b>		
6	Approval for alteration in the Object Clause of the Memorandum of Association of the Company	Special
7	Payment of remuneration to Mr. Atul Ruia (DIN: 00087396) as Non-Executive Chairman of the Company	Special
8	Material Related Party Transaction(s) between and/or amongst The Phoenix Mills Limited ('Company'), its certain identified subsidiaries and Thoth Mall and Commercial Real Estate Private Limited, a wholly owned subsidiary of the Company	Ordinary
9	Material Related Party Transaction(s) between and/or amongst Island Star Mall Developers Private Limited, subsidiary of the Company and Alyssum Developers Private Limited, Sparkle One Mall Developers Private Limited, subsidiaries of Island Star Mall Developers Private Limited	Ordinary

Item No.	Description	Ordinary/ Special
10	Material Related Party Transactions between Offbeat Developers Private Limited, Vamona Developers Private Limited, Graceworks Realty & Leisure Private Limited, identified subsidiaries of the Company and Reco Zinnia Private Limited ('RZPL'), a wholly owned subsidiary of GIC (Realty) Pte. Ltd.	Ordinary
11	Material Related Party Transactions between Island Star Mall Developers Private Limited, Mindstone Mall Developers Private Limited, Plutocrat Commercial Real Estate Private Limited, identified subsidiaries of the Company and Canada Pension Plan Investment Board (CPPIB) and/or CPP Investment Board Private Holdings (4) Inc.	Ordinary
12	Material Related Party Transactions between the Company and Island Star Mall Developers Private Limited and/or Starboard Hotels Private Limited	Ordinary
13	Approval of financial support transactions amongst subsidiaries/associates of the Company	Ordinary

15. All items as set out above were transacted through remote e-voting prior to the AGM and e-voting during the AGM.
16. The Chairman informed the members that the combined results of voting (remote e-voting and e-voting during the AGM) along with the Scrutinizers' Combined Report shall be declared within 2 working days of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company are listed. He further informed that the combined results shall also be uploaded on the website of the Company at <https://www.thephoenixmills.com> and Link Intime India Private Limited at <https://instavote.linkintime.co.in> simultaneously.

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

Thanking you,

Yours faithfully,  
**For The Phoenix Mills Limited**

**Gajendra Mewara**  
**Company Secretary**