

September 25, 2023

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

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra East,
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Change in Directorate - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 read with Schedule III of Listing Regulations, we wish to inform you that based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members at the 118th Annual General Meeting of The Phoenix Mills Limited ('Company') held on Friday, September 22, 2023, approved the appointment of following Directors:

- (i) Re-appointment of Mr. Rajendra Kalkar (DIN - 03269314) as a Whole-time Director of the Company
- (ii) Appointment of Ms. Rashmi Sen (DIN - 05206417) as a Whole-time Director of the Company
- (iii) Appointment of Mr. Anand Khatau (DIN - 03225544) as an Independent Director of the Company
- (iv) Appointment of Dr. Archana Hingorani (DIN - 00028037) as an Independent Director of the Company
- (v) Appointment of Mr. Sumeet Anand (DIN - 00793753) as an Independent Director of the Company

The information in regard to the abovementioned appointments/reappointment in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are given in Annexure A to E to this letter.

You are requested to take the above information on record.

Thanking you,

Yours Faithfully,
For The Phoenix Mills Limited

Gajendra Mewara
Company Secretary

Enclosures: As above

Annexure A
Mr. Rajendra Kalkar (DIN - 03269314)

| Sr. No | Details of Events that need to be provided | Information of such events |
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| 1 | Reason for change viz. appointment, resignation, removal, death or otherwise | Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members at 118 th Annual General Meeting of The Phoenix Mills Limited ('Company'), held on Friday, September 22, 2023, approved the re-appointment of Mr. Rajendra Kalkar (DIN - 03269314) as Whole-time Director of the Company, for a period of five years with effect from December 10, 2023. |
| 2 | Date of appointment/ cessation (as applicable) & term of appointment; | Mr. Rajendra Kalkar is re-appointed as a Whole-time Director on the Board of the Company for a term of 5 years effective from December 10, 2023, to December 09, 2028 (both days inclusive). |
| 3 | Brief profile (in case of appointment); | <p>Mr. Rajendra Kalkar has over 32 years of experience with an expertise in P&L management and driving the strategic intent for the overall business of large retail and mall management companies. He is the President West for Retail business and has oversight of Phoenix Palladium Centre with a focus on future development of the property. With the ongoing expansion, he additionally manages several corporate responsibilities for all operational Malls. This includes Operations & Expense Management, Compliance Management and critical deals' negotiations & closures.</p> <p>He holds a Bachelor's degree in electrical engineering from Rajasthan University, and a post graduate diploma in export marketing management from the Baroda Productivity Council.</p> |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Mr. Rajendra Kalkar is not related inter-se to any other Director of the Company. |
| 5 | Information as required pursuant to Circular No. LIST/COMP/14/2018- 19 issued by BSE Limited and Circular No. NSE/ CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018 | Mr. Rajendra Kalkar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. |

Annexure B
Ms. Rashmi Sen (DIN - 05206417)

| Sr. No | Details of Events that need to be provided | Information of such events |
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| 1 | Reason for change viz. appointment, resignation, removal, death or otherwise | Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members at 118 th Annual General Meeting of The Phoenix Mills Limited ('Company'), held on Friday, September 22, 2023, approved the appointment of Ms. Rashmi Sen (DIN: 05206417) as a Whole-time Director of the Company for a period of 5 years with effect from August 08, 2023. |
| 2 | Date of appointment/ cessation (as applicable) & term of appointment; | Ms. Rashmi Sen is appointed as a Whole-time Director of the Company for a term of five years with effect from August 08, 2023, to August 07, 2028 (both days inclusive). |
| 3 | Brief profile (in case of appointment); | <p>Ms. Rashmi Sen is Chief Operating Officer (COO) for the entire Retail business and has been with the Phoenix group since 2010. During her tenure, she has led the growth of Group's retail portfolio to a pan-India leadership position, from about 0.50 msft. in 2010 to about 9 msft. now and further to about 14 msft. by 2027.</p> <p>She is responsible for setting and driving the long-term vision and profitability for the retail business, developing, and implementing the right retailer mix at each mall and implementing long-term growth strategies to drive each centre towards a market dominating position, irrespective of the location. Today the retail business is the bedrock of the Group, contributing over Rs. 1,300 in EBITDA in FY23 and with the operating profits from the business growing at a very impressive average growth rate of >18% over the last 10 years.</p> <p>Ms. Rashmi Sen is an MBA graduate from Jammalal Bajaj Institute of Management Studies and has 25 years of rich and varied experience in developing business plans, building innovative marketing strategies, leasing, sales and business development for retail, residential and commercial assets.</p> |

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| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Ms. Rashmi Sen is not related inter-se to any other Director of the Company. |
| 5 | Information as required pursuant to Circular No. LIST/COMP/14/2018-19 issued by BSE Limited and Circular No. NSE/ CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018 | Ms. Rashmi Sen is not debarred from holding the office of director by virtue of any SEBI order or any other such authority |

Annexure C
Mr. Anand Khatau (DIN - 03225544)

| Sr. No | Details of Events that need to be provided | Information of such events |
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| 1 | Reason for change viz. appointment, resignation, removal, death or otherwise | Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members at 118 th Annual General Meeting of The Phoenix Mills Limited ('Company'), held on Friday, September 22, 2023, approved the appointment of Mr. Anand Khatau as an Independent Director on the Board of Directors of the Company for a first term of five years with effect from August 08, 2023. |
| 2 | Date of appointment/ cessation (as applicable) & term of appointment; | Mr. Anand Khatau is appointed as an Independent Director for a first term of 5 years, with effect from August 08, 2023 to August 07, 2028 (both days inclusive). |
| 3 | Brief profile (in case of appointment); | <p>Mr. Anand Khatau is the Managing Director and Senior Advisor at Julius Baer Wealth Advisor India Private Limited and has been associated with the Julius Baer group for over 24 years and specialises in the wealth management industry and investment strategies. He has three decades of experience in acquiring and managing client's portfolios, and closely works with leading fund managers, analysts, leading industry players to assess global situation and formulate the strategy for asset allocation in client's portfolios. He is successfully managing relationship of few Large Listed Corporates, Trusts, Promoter Family & Family offices, CXO And CEO's. He has been part of the team that established Merrill Lynch's Wealth Management Practice in India.</p> <p>Mr. Anand Khatau is also president at Malabar Hill Club Limited. Previously, he has also served as Senior Consultant with Ernst & Young, where he was advising</p> |

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| | | <p>Indian and multinational companies on their India strategy, and also advised clients on their tax and business issues.</p> <p>Mr. Anand Khatau is a commerce graduate from University of Mumbai and is a Chartered Accountant.</p> |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Mr. Anand Khatau is not related inter-se to any other Director of the Company. |
| 5 | Information as required pursuant to Circular No. LIST/COMP/14/2018-19 issued by BSE Limited and Circular No. NSE/ CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018 | Mr. Anand Khatau is not debarred from holding the office of director by virtue of any SEBI order or any other such authority |

Annexure D
Dr. Archana Hingorani (DIN - 00028037)

| Sr. No | Details of Events that need to be provided | Information of such events |
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| 1 | Reason for change viz. appointment, resignation, removal, death or otherwise | Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members at 118 th Annual General Meeting of The Phoenix Mills Limited ('Company'), held on Friday, September 22, 2023, approved the appointment of Dr. Archana Hingorani as an Independent Director on the Board of Directors of the Company with effect from August 08, 2023. |
| 2 | Date of appointment/ cessation (as applicable) & term of appointment; | Dr. Archana Hingorani is appointed as an Independent Director for a first term of 5 years, with effect from August 08, 2023 to August 07, 2028 (both days inclusive). |
| 3 | Brief profile (in case of appointment); | <p>Dr. Archana Hingorani has three decades of experience in financial services, private equity fund investment and asset management business. She is currently a Managing Partner at Siana Capital, an investment firm focused on technology and innovation and a visiting faculty for Private Equity at the Katz Graduate School of Business, University of Pittsburgh, USA. She has been the recipient of various awards such as 'Ten most influential women in private real estate investing' by PERE in 2010, 'Most Powerful Women' in 2014, 2015, 2016 and 2017 by Fortune India, 'Most Powerful Women' in 2011, 2012 and 2013 by Business Today, '25 Most Influential Women in Asia Asset Management' by Asian Investor in May, 2014, and 'Distinguished International Alumnus' in the year 2016 by the Katz Graduate School of Business, University of Pittsburgh, USA. She has in total over 36 years' experience in the financial services business, teaching and research.</p> <p>Dr. Archana Hingorani serves as a Director on the Boards of Alembic Pharmaceuticals Limited, Den Networks Limited, 5Paisa Capital Limited, SIDBI Venture Capital Limited, Grindwell Norton Limited, SBI Mutual Fund Trustee Company Private Limited and Balaji Telefilms Limited.</p> <p>She holds a Bachelor's Degree in Arts from the University of Mumbai, a Master's Degree in Business Administration from the Graduate School of Business,</p> |

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| | | University of Pittsburgh, USA and a Doctorate Degree in Philosophy from the Joseph M. Katz Graduate School of Business, University of Pittsburgh, USA. |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Dr. Archana Hingorani is not related inter-se to any other Director of the Company. |
| 5 | Information as required pursuant to Circular No. LIST/COMP/14/2018-19 issued by BSE Limited and Circular No. NSE/ CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018 | Dr. Archana Hingorani is not debarred from holding the office of director by virtue of any SEBI order or any other such authority |

Annexure E
Mr. Sumeet Anand (DIN - 00793753)

| Sr. No | Details of Events that need to be provided | Information of such events |
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| 1 | Reason for change viz. appointment, resignation, removal, death or otherwise | Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Members at 118 th Annual General Meeting of The Phoenix Mills Limited (" Company "), held on Friday, September 22, 2023, approved the appointment of Mr. Sumeet Anand as an Independent Director on the Board of Directors of the Company with effect from August 08, 2023. |
| 2 | Date of appointment/ cessation (as applicable) & term of appointment; | Mr. Sumeet Anand is appointed as an Independent Director for a first term of 5 years, with effect from August 08, 2023, to August 07, 2028 (both days inclusive). |
| 3 | Brief profile (in case of appointment); | Mr. Sumeet Anand is the Founder of IndSight Growth Partners, a leading strategy consulting and advisory firm advising top leadership of global & select Indian clients on corporate strategy, M&A/ partnerships and investments since 2012. He advises and assists top leadership of Fortune 500 and top European corporations and investment firms; including the French CAC 40, European private equity funds, fast growing French SMEs & start-ups; on building and investing in successful businesses in India & South Asia and, since recently, in the UAE. He works closely as a trusted advisor of top leadership at group Board and CXO leadership to advise them on growth strategy and investments, organic and inorganic. |

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| | | <p>He brings a deep understanding of India and has strong network of relationships across India in various spheres.</p> <p>Mr. Sumeet Anand has been decorated with France's highest national civilian award for his contribution to the development of relations in business & industry between France and India: <i>Chevalier de la Legion d'Honneur/ Knight of the Legion of Honour.</i></p> <p>In 2022, he co-founded the France India Foundation along with the Ambassador of France to India H.E. Emmanuel Lenain to build bridges through its flagship Young Leaders program between accomplished young leaders of civil society of both countries. The Foundation has the support of the eminent personalities from the world of business, sports, art and culture as well as leading companies.</p> <p>He is the President of the Indo-French Chamber of Commerce & Industry/ CCI France- Inde, the official bilateral chamber of commerce between France and India established in 1977. He is also a member of the Global Board of Directors of CCI France International, the global body overseeing 120 Chambers of France across the world, including the French Chamber of Commerce & Industry in the UAE, CCI France-UAE.</p> <p>He is a member of the Advisory Board of the leading business school, HEC Paris's Society & Organisation Institute. He is the first Indian to be elected to the global Governing Committee of HEC Paris Alumni association.</p> <p>Previously, he had a successful career with top European multinationals such as Pernod Ricard & Savencia, twice as CEO & Country Manager for India & South Asia and had been appointed as the youngest Country CEO.</p> <p>He has a Master's in Management/ Grande ecole program from HEC Paris. He got his Bachelor's in Commerce from H.R College of Commerce & Economics, Mumbai.</p> |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Mr. Sumeet Anand is not related inter-se to any other Director of the Company. |
| 5 | Information as required pursuant to Circular No. LIST/COMP/14/2018- 19 issued | Mr. Sumeet Anand is not debarred from holding the office of director by virtue of any SEBI order or any other such authority |



Corp. Office: Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R. Hosiery, Off Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

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| by BSE Limited and Circular No. NSE/ CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018 | |
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