

Date: May 11, 2018

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

The Listing Department,
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)
Sub: Declaration of results of Postal Ballot/E-voting on resolutions set out in notice of Postal Ballot dated April 5, 2018

Dear Sir,

This is with reference to the captioned subject and the Postal Ballot Notice dated April 5, 2018. In this regard, kindly note that Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. The Scrutinizer has submitted his report on the E-voting and the physical ballot, a copy of which is attached hereto.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the result of the Postal ballot/E-voting in respect of the resolutions contained in the Postal Ballot Notice dated April 5, 2018 in the prescribed format along with the Report of the Scrutinizer and the Results declared by the Company.

All the resolutions contained in the said Notice have been passed with requisite majority effective May 11, 2018.

The above results were announced by the Chairman and Managing Director today, i.e. on May 11, 2018 at the Registered Office of the Company. Copy of Chairman's declaration is also attached hereto.

The voting results along with the scrutinizer's report will also be made available on the Company's website at www.thephoenixmills.com.

Kindly take the above information on record.

For Phoenix Mills Limited



Puja Tandon
Company Secretary



Encl: a/a

Voting Results for the Postal Ballot, pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Date of AGM	Not Applicable since Resolutions passed through Postal Ballot on May 11, 2018
Total No. of Shareholders as on record date. (I.e April 6, 2018 - Cut-off date for voting purpose)	9083
No. of shareholders present in the meeting either in person or through proxy.	
Promoters and Promoter Group	
Public	Not Applicable since Resolutions passed through Postal Ballot
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	
Public	Not Applicable since Resolutions passed through Postal Ballot

Agenda Item No. 1

Details of the Agenda:		Approval of "The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)"						
Resolution Required (Ordinary/Special)		Special Resolution						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled*	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210882	100.00	96210882	0	100.00	0.00
Public - Institutional holders	E-voting	50274298	42343875	84.23	8476035	33867840	20.02	79.98
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		42343875	84.23	8476035	33867840	20.02	79.98
Public-Others	E-voting	6656560	37778	0.57	1038	36740	2.75	97.25
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		24176	0.36	23910	266	98.90	1.10
	Total		61954	0.93	24948	37006	40.27	59.73
TOTAL		153141740	138616711	90.52	104711865	33904846	75.54	24.46

* Rounded off to nearest number



Agenda Item No. 2

Details of the Agenda:		Approval of The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018) for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future)						
Resolution Required (Ordinary/Special)		Special Resolution						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled*	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210882	96210882	100.00	96210882	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210882	0.00	96210882	0	0.00	0.00
Public - Institutional holders	E-voting	50274298	42343875	84.23	8476035	33867840	20.02	79.98
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		42343875	84.23	8476035	33867840	20.02	79.98
Public-Others	E-voting	6656560	37778	0.57	1038	36740	2.75	97.25
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		22326	0.34	21310	1016	95.45	4.55
	Total		60104	0.90	22348	37756	37.18	62.82
TOTAL		153141740	138614861	90.51	104709265	33905596	75.54	24.46

* Rounded off to nearest number



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

11th May, 2018

The Chairman,
The Phoenix Mills Limited
462, Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

The Phoenix Mills Limited ("the Company") has vide resolution passed by its Board of Directors at its meeting held on 5th April, 2018, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice of Postal Ballot dated 5th April, 2018 along with the explanatory statement under Section 102 of the Companies Act, 2013, was sent to the Shareholders by Registered Post and / or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the following resolutions:

1. **Resolution No. 1** as a Special Resolution for approval of "The Phoenix Mills Limited- Employees Stock Option Plan 2018 (PML ESOP Plan 2018)".



2. **Resolution No. 2** as a Special Resolution for approval of “The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)” for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future).

The Company also availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for providing remote e-Voting facility to the members of the Company as required under Rule 20 of the Rules of Chapter VII.

The dispatch of notice of the Postal Ballot was duly completed on 10th April, 2018. The Cut-off date for the purpose of identifying the Members who were entitled to vote through Postal Ballot / e-voting facility on the resolution placed for approval of Members was Friday, 6th April, 2018.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer in a manner such that the same would reach the scrutinizer not later than 5.00 p.m. on 10th May, 2018 or cast their votes online on the basis of password provided to them by CDSL. Accordingly, the Postal Ballot Forms received and e-votes casted upto 5.00 p.m. on 10th May, 2018 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of voting through postal ballot papers received and e-Voting with their pattern of voting is as per **Annexure** annexed to this Report.



The results of the voting by members through Postal Ballot forms and E-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

PARTNER

M. No. FCS 5171

COP No. 3030



Annexure

The summary of the Postal Ballot Forms and e-Voting confirmations received is given below:

SPECIAL RESOLUTION

Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes casted through physical ballot forms	62	24,480
b.	Remote e-Voting Confirmations received	139	1,40,229,208
	Total	201	1,40,253,688
c.	Less: Invalid Ballot forms/ Remote e-Voting confirmations/ Voting not carried	11	16,36,977
d.	Net Valid Physical Ballot Forms / Remote e-Voting confirmations	190	1,38,616,711
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	129	1,04,711,865
	% of Assent		75.54%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	61	33,904,846
	% of Dissent		24.46%



Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot forms	63	22,630
b.	Remote e-Voting Confirmations received	139	1,40,229,208
	Total	202	1,40,251,838
c.	Less: Invalid Ballot forms/ Remote e-Voting confirmations	11	16,36,977
d.	Net Valid Physical Ballot Forms / Remote e-Voting confirmations	191	1,38,614,861
(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	127	1,04,709,265
	% of Assent		75.54%
(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	64	33,905,596
	% of Dissent		24.46%



Declaration of results of Postal Ballot/E-voting

Pursuant to Section 110 of Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), members' approval was sought through Postal Ballot/E-voting, for resolution contained in the Postal Ballot Notice dated April 5, 2018. The dispatch of Postal Ballot Notice containing the Resolution together with the statement to be annexed to the Postal Ballot Notice to all shareholders was completed on April 10, 2018 and the last date for E-voting and receipt of Postal Ballot forms duly completed from the shareholders was May 10, 2018 (up to 5:00 P.M).

Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The Scrutinizer has submitted his report on the Postal Ballot and E-voting on the following 2 agenda items:

Resolution No. 1 - Special Resolution

Approval of "The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018)"

Resolution No. 2 - Special Resolution

Approval of The Phoenix Mills Limited - Employees Stock Option Plan 2018 (PML ESOP Plan 2018) for the benefit of the employees of the Subsidiary(ies) of the Company (Present and Future).

On the basis of the Scrutinizer Report dated May 11, 2018, I hereby declare that the above resolutions have been passed with requisite majority.



Date: May 11, 2018
Place: Mumbai

For The Phoenix Mills Limited



Ashokkumar Ruia
Chairman and Managing Director