



**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

December 30, 2020

**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: Disclosure of Voting Results of the remote e-voting and e-voting at the meeting of the Equity Shareholders of The Phoenix Mills Limited ('Company') convened pursuant to the directions of the National Company Law Tribunal, Mumbai Bench ('NCLT' / 'Tribunal')**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith details of the voting results (remote e-voting and e-voting during the meeting) of the business transacted at the Tribunal convened meeting of the Equity Shareholders of the Company held on Tuesday, December 29, 2020 as **Annexure A**.

Mr. Himanshu S. Kamdar, of M/s. Rathi & Associates, Company Secretaries in Practice was appointed as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the National Company Law Tribunal Convened Meeting. The Scrutinizer's report dated December 30, 2020, pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, with respect to the results of remote e-voting and e-voting at the meeting is enclosed as **Annexure B**.

The resolution as set out in the Notice of the said meeting was duly approved by the Equity Shareholders, with requisite majority.

The aforesaid voting results and Scrutinizer's Combined Report are also being uploaded on the website of the Company at [www.thephoenixmills.com](http://www.thephoenixmills.com) and the Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

You are requested to take the same on record.

Thanking you,

Yours' faithfully,

**For The Phoenix Mills Limited**

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

**Encl: a/a**



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**Annexure A**

**Voting Results of the meeting of Equity Shareholders of the Company  
(Remote e-voting and e-voting at the NCLT Convened Meeting)**

Date of the NCLT Convened Meeting of the Equity Shareholders	December 29, 2020
Total number of shareholders on record date i.e. as of cut-off date: November 20, 2020	21,190
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	5
Public	50

<b>Resolution Required : Special</b>		To consider and if thought fit, approve with or without modification, the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited ("Transferor Company") with The Phoenix Mills Limited ("Transferee Company") and their respective shareholders, pursuant to Sections 230 to 232 and read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		Yes						
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	7,82,14,487	7,82,14,487	100.00	7,82,14,487	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7,82,14,487</b>	<b>100.00</b>	<b>7,82,14,487</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	8,64,68,445	71075121	82.20	71075121	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7,10,75,121</b>	<b>82.20</b>	<b>7,10,75,121</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	70,47,594	2,96,010	4.20	2,95,109	901	99.70	0.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2,96,010</b>	<b>4.20</b>	<b>2,95,109</b>	<b>901</b>	<b>99.70</b>	<b>0.30</b>
<b>Total</b>		<b>17,17,30,526</b>	<b>14,95,85,618</b>	<b>87.19</b>	<b>14,95,84,717</b>	<b>901</b>	<b>100.00</b>	<b>0.00</b>

# *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

December 30, 2020

**The Chairman/Company Secretary**

**The Phoenix Mills Limited**

462, Senapati Bapat Marg,

Lower Parel, Mumbai – 400013

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting and e-voting at the Meeting of the Equity shareholders of The Phoenix Mills Limited convened as per the directions of the National Company Law Tribunal, Mumbai Bench:**

As per the directions of the National Company Law Tribunal (NCLT), Mumbai Bench, The Phoenix Mills Limited ('the Company') has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of M/s Rathi & Associates, Company Secretaries, as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting at the Meeting of the Equity shareholders of the Company ('Meeting'), held on Tuesday, December 29, 2020, on the resolution contained in the Notice dated November 26, 2020 for the Meeting, as prescribed under Section 230, 232, 108 and 110 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Rule 6(3)(xi) and Rule 9 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018, placed for the approval of the Equity Shareholders of the Company, be carried out in a fair and transparent manner.

The Meeting was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively "circulars") issued by the Ministry of Corporate Affairs (MCA). The Company had provided e-voting facility at the Meeting for those equity shareholders who did not cast their votes through remote e-voting facility prior to the Meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to and e-voting at Meeting on the resolution contained in the aforesaid Notice of the Meeting of the Equity shareholders of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the Meeting and e-voting at the Meeting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolution, based on the reports generated from the remote e-voting and e-voting systems of Link Intime India Private Limited, the agency engaged by the Company to provide facility for remote e-voting prior to the Meeting and e-voting at the Meeting.

As required under Section 230 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India and the aforementioned circulars issued by MCA, a Notice of Meeting along with Explanatory Statement under Section 102 of the Act was sent to the Equity shareholders of the Company by electronic means. In compliance with the provisions of MCA circulars, the Meeting of the Company was held through VC/OAVM.

The following resolution was proposed for approval with requisite majority by remote e-voting prior to and e-voting at the Meeting by the Members of the Company:

To consider and if thought fit, to approve, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited with The Phoenix Mills Limited and their respective shareholders, pursuant to Sections 230 to 232 of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Remote e-voting facility was made available to shareholders of the Company to cast their votes from 9.00 A.M. (IST) of Sunday, November 29, 2020 up to 5.00 P.M. (IST) of Monday, December 28, 2020. Accordingly, votes casted through remote e-voting up to 5.00 P.M. (IST) of Monday, December 28, 2020 and votes casted through e-voting at the Meeting have been considered for my scrutiny.

After the conclusion of the Meeting, the details of voting through remote e-voting prior to the Meeting and e-voting at the Meeting were unlocked. In case of shareholders who had casted votes through remote e-voting prior to the Meeting as well as e-voting at the Meeting, the voting through e-voting at the Meeting of such shareholders were treated as invalid. A summary of the votes cast by shareholders through remote e-voting prior to the Meeting and e-voting at the Meeting with their pattern of voting is as per **Annexure** attached to this Report.

The results of the voting by members through remote e-voting prior to the Meeting and e-voting at the Meeting in respect of the above mentioned resolution may accordingly be declared by the Chairman of the meeting or the Company Secretary as authorized in this regard by the Board of Directors of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**

HIMANSHU SHANTILAL KAMDAR  
Digitally signed  
by HIMANSHU  
SHANTILAL  
KAMDAR  
Date: 2020.12.30  
14:47:08 +05'30'

**HIMANSHU S. KAMDAR  
PARTNER  
M. NO.: FCS 5171  
COP NO.: 3030  
UDIN: F005171B001741994**

**COUNTERSIGNED BY  
For THE PHOENIX MILLS LIMITED**

Gajendra Mewara  
Digitally signed by  
Gajendra Mewara  
Date: 2020.12.30  
14:56:12 +05'30'

**GAJENDRA MEWARA  
COMPANY SECRETARY  
M. NO.: ACS 22941**

## ANNEXURE

Summary of votes cast by way of remote e-voting prior to the Meeting and e-voting at the Meeting for the resolution is given below:

To consider and if thought fit, to approve, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited with The Phoenix Mills Limited and their respective shareholders, pursuant to Sections 230 to 232 of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

Sr. No.	Particulars	Resolution 1	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at the Meeting	-	-
b.	Votes cast through remote e-voting prior to the Meeting	282	14,97,28,155
	<b>Total</b>	282	14,97,28,155
c.	Less: Invalid e-voting/remote e-voting	4	1,42,537
d.	<b>Net valid Voting</b>	<b>278</b>	<b>14,95,85,618</b>
	(i) Voting with assent for the Resolution	275	14,95,84,717
	<b>% of Assent</b>		<b>100*</b>
	(ii) Voting with dissent for the Resolution	3	901
	<b>% of Dissent</b>		-

\*Rounded off to the nearest number