

August 14, 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 (remote e-voting) of Postal Ballot of The Phoenix Mills Limited

Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")

This has reference to our earlier letter dated July 14, 2020 in respect of Postal Ballot Notice dated July 13, 2020, which was sent to the Members of the Company seeking their consent on the resolutions stated in the said notice through e-voting.

In this regard, please find enclosed the following:

- i. e-voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annexure A
- ii. the Scrutinizer's Report dated August 14, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - Annexure B.

Based on the Scrutinizer's Report, we confirm that the special resolutions as contained in the Postal Ballot Notice dated July 13, 2020 have been passed by the Members of the Company with requisite majority.

The Voting Results alongwith the Scrutinizer's Report is available on the Company's website at www.thephoenixmills.com and the Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

This is for your information and records.

Thanking you,

Yours' faithfully,

For The Phoenix Mills Limited


Gajendra Mewara
Company Secretary



Annexure I	
Details of Voting Results on Postal Ballot	
Date of Result of the Postal Ballot	August 14, 2020
Total number of shareholders on record date (July 10, 2020)	16,948
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	Not Applicable
Public	
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	Not Applicable
Public	



Resolution Required : (Special)		1 - Approve issuance of further securities on Private Placement Basis						
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	90714487	90714487	100.00	90714487	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
	Total		90714487	100.00	90714487	0	100.00	0.00
Public Institutions	E-Voting	56929392	50586168	88.86	50496685	89483	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		50586168	88.86	50496685	89483	99.82	0.18
Public Non Institutions	E-Voting	5821311	223005	3.83	222911	94	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223005	3.83	222911	94	99.96	0.04
Total		153465190	141523660	92.22	141434083	89577	99.94	0.06

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


THE PHOENIX MILLS LIMITED



Resolution Required : (Special)		2 - Issue of Warrants on a Preferential Basis						
Whether promoter/ promoter group are interested in the agenda/resolution?		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	90714487	90714487	100.00	90714487	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
	Total		90714487	100.00	90714487	0	100.00	0.00
Public Institutions	E-Voting	56929392	49172326	86.37	45780689	3391637	93.10	6.90
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49172326	86.37	45780689	3391637	93.10	6.90
Public Non Institutions	E-Voting	5821311	223005	3.83	222061	944	99.58	0.42
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223005	3.83	222061	944	99.58	0.42
Total		153465190	140109818	91.30	136717237	3392581	97.58	2.42

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 CIN No. : L17100MH1905P LC000200



**THE PHOENIX
 MILLS LIMITED**



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

August 14, 2020

The Chairman/Company Secretary

The Phoenix Mills Limited

462, Senapati Bapat Marg,

Lower Parel,

Mumbai - 400013

Dear Sir,

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

The Phoenix Mills Limited ("the Company") vide resolution of its Capital Raising Committee (duly authorised by the Board of Directors in this regard) dated July 13, 2020, appointed Mr Himanshu S. Kamdar (Membership No. FCS 5171), Partner of Rathi & Associates, Company Secretaries, as the Scrutinizer to ensure that the remote e-voting process is carried out in a fair and transparent manner.

As required under Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, read with General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and June 15, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI), notice of Postal Ballot along with the explanatory statement was sent only through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories on July 10, 2020 ("**the Cut-off Date**") and who had registered their e-mail address with the Company or Company's Registrar and Share Transfer Agent viz. Link Intime India Private Limited/Depository Participant, since the requirement for sending the physical copy of Postal Ballot Notice along with Postal Ballot Forms and Prepaid Self-addressed Business envelopes to the Members has been dispensed with vide the above referred circulars on account of the threat posed by Covid-19 crisis. The Company also made arrangements for shareholders who do not have their registered email addresses, to temporarily register their email addresses with the Company's Registrar and Transfer Agents by visiting https://linkintime.co.in/EmailReg/email_register.html and cast their votes for this Postal Ballot.

The following resolutions were proposed for consideration and approval of the members of the Company by way of remote e-voting:

- (a) **Resolution No. 1 as a Special Resolution** for approval for issuance of further securities on private placement basis; and
- (b) **Resolution No. 2 as a Special Resolution** for approval for issuance of warrants on a preferential basis;

The Company availed services offered by its Registrar and Transfer Agent viz. Link Intime India Private Limited (“RTA”) for providing remote e-voting facility to the members of the Company. The remote e-voting facility was made available to the members during the period from 9.00 A.M. (IST) on Wednesday, July 15, 2020 to 5.00 P.M. (IST) on Thursday, August 13, 2020. Accordingly, e-votes casted upto 5.00 P.M. (IST) on Thursday, August 13, 2020 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all the e-votes received from the members have been recorded therein.

A summary of voting through remote e-voting with their pattern of voting is as per **Annexure** annexed to this Report. The results of the voting by members through remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman or in his absence, by any Director or Company Secretary of the Company as authorized by the Chairman for the said purpose.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

HIMANSHU Digitally signed by
HIMANSHU
SHANTILAL SHANTILAL KAMDAR
Date: 2020.08.14
14:37:23 +05'30'

**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030
UDIN: F005171B000578524**

**COUNTERSIGNED BY
For THE PHOENIX MILLS LIMITED**

Gajendra Digitally signed by
Mewara Gajendra Mewara
Date: 2020.08.14
16:13:48 +05'30'

**GAJENDRA MEWARA
COMPANY SECRETARY**

ANNEXURE

Resolution No. 1 as a Special Resolution for approval for issuance of further securities on private placement basis.

Sr. No.	Particulars		Resolution 1	
			No. of remote e-voting confirmations	No. of votes
a.	Remote e-voting confirmations received		286	14,16,16,815
	Total		286	14,16,16,815
b.	Less: Invalid remote e-voting confirmations		2	93,155
c.	Net Valid remote e-voting confirmations		284	14,15,23,660
	(i)	Remote e-voting confirmations with assent for the Resolution	277	14,14,34,083
		% of Assent		99.94
	(ii)	Remote e-voting confirmation with dissent for the Resolution	7	89,577
		% of Dissent		0.06

Resolution No. 2 as a Special Resolution for approval for issuance of warrants on a preferential basis.

Sr. No.	Particulars		Resolution 2	
			No. of remote e-voting confirmations	No. of votes
a.	Remote e-voting confirmations received		279	14,02,02,973
	Total		279	14,02,02,973
b.	Less: Invalid remote e-voting confirmations		2	93,155
c.	Net Valid remote e-voting confirmations		277	14,01,09,818
	(i)	Remote e-voting confirmations with assent for the Resolution	259	13,67,17,237
		% of Assent	97.58	
	(ii)	Remote e-voting confirmation with dissent for the Resolution	18	33,92,581
		% of Dissent	2.42	