



**THE PHOENIX
MILLS LIMITED**

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

September 22, 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: Disclosure of Voting Results of the Remote e-voting and voting at the 117th Annual General Meeting ('AGM') of The Phoenix Mills Limited

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith details regarding the voting results (remote e-voting and e-voting during the AGM) of the businesses transacted at the 117th Annual General Meeting of the Company held on Tuesday, September 20, 2022.

We also enclose herewith the Scrutinizer's Combined Report on remote e-voting and e-voting during the AGM.

We would also like to inform that all items of business contained in the Notice of the 117th Annual General Meeting dated August 11, 2022 were transacted and approved by the 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 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

**Voting Results of the 117th Annual General Meeting of the Company
(Remote e-voting and e-voting at the AGM)**

Date of the Annual General Meeting / Extra ordinary General Meeting	September 20, 2022
Total number of shareholders on record date i.e. as of cut-off date: September 13, 2022	43,599
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	-
Public	-
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	10
Public	55

Resolution Required : (Ordinary)			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						
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	65973205	76.6793	65973205	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		65973205	76.6793	65973205	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	531585	6.6110	531583	2	99.9996	0.0004	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		537619	6.6861	537617	2	99.9996	0.0004	0
Total		178563235	150995311	84.5613	150995309	2	100.0000	0.0000	98078

Resolution Required : (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						
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	65973205	76.6793	65973205	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		65973205	76.6793	65973205	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	531580	6.6110	531578	2	99.9996	0.0004	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		537614	6.6860	537612	2	99.9996	0.0004	0
Total		178563235	150995306	84.5613	150995304	2	100.0000	0.0000	98078



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Resolution Required : (Ordinary)			3 - To declare a dividend of Rs. 2.40/- per Equity Share of the face value of Rs. 2/- each, for the Financial Year ended March 31, 2022						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	66061498	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	66061498	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	531585	6.6110	531583	2	99.9996	0.0004	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		537619	6.6861	537617	2	99.9996	0.0004	0
Total		178563235	151083604	84.6107	151083602	2	100.0000	0.0000	98078

Resolution Required : (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						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	65118337	943161	98.5723	1.4277	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	65118337	943161	98.5723	1.4277	98078
Public Non Institutions	E-Voting	8040880	528078	6.5674	528068	10	99.9981	0.0019	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		534112	6.6425	534102	10	99.9981	0.0019	0
Total		178563235	151080097	84.6087	150136926	943171	99.3757	0.6243	98078

Resolution Required : (Ordinary)			5 - Re-appointment of Messers DTS & Associates LLP, Chartered Accountants as Statutory Auditors of the Company						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	66061498	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	66061498	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	528083	6.5675	528058	25	99.9953	0.0047	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		534117	6.6425	534092	25	99.9953	0.0047	0
Total		178563235	151080102	84.6087	151080077	25	100.0000	0.0000	98078



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Resolution Required : (Special)			6 - Approval for alteration in the Object Clause of the Memorandum of Association of the Company						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	66061498	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	66061498	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	528083	6.5675	527231	852	99.8387	0.1613	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		534117	6.6425	533265	852	99.8405	0.1595	0
Total		178563235	151080102	84.6087	151079250	852	99.9994	0.0006	98078



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CIN No. : L17100MH1905PLC000200

Resolution Required : (Special)			7 - Payment of remuneration to Mr. Atul Ruia (DIN: 00087396) as Non-Executive Chairman of the Company						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	84484487	100.0000	84484487	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		84484487	100.0000	84484487	0	100.0000	0.0000	0
Public Institutions	E-Voting	86037868	66048863	76.7672	29906404	36142459	45.2792	54.7208	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66048863	76.7672	29906404	36142459	45.2792	54.7208	98078
Public Non Institutions	E-Voting	8040880	531578	6.6109	531553	25	99.9953	0.0047	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		537612	6.6859	537587	25	99.9953	0.0047	0
Total		178563235	151070962	84.6036	114928478	36142484	76.0758	23.9242	98078

Resolution Required : (Ordinary)			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						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	65973205	88293	99.8663	0.1337	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	65973205	88293	99.8663	0.1337	98078
Public Non Institutions	E-Voting	8040880	501463	6.2364	500596	867	99.8271	0.1729	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		507497	6.3114	506630	867	99.8292	0.1708	0
Total		178563235	66568995	37.2803	66479835	89160	99.8661	0.1339	98078

Resolution Required : (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						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	38600216	27461282	58.4307	41.5693	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	38600216	27461282	58.4307	41.5693	98078
Public Non Institutions	E-Voting	8040880	501458	6.2364	500606	852	99.8301	0.1699	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		507492	6.3114	506640	852	99.8321	0.1679	0
Total		178563235	66568990	37.2803	39106856	27462134	58.7464	41.2536	98078



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Resolution Required : (Ordinary)			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						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	66061498	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	66061498	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	501458	6.2364	500606	852	99.8301	0.1699	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		507492	6.3114	506640	852	99.8321	0.1679	0
Total		178563235	66568990	37.2803	66568138	852	99.9987	0.0013	98078

Resolution Required : (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.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	66061498	0	100.0000	0.0000	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	66061498	0	100.0000	0.0000	98078
Public Non Institutions	E-Voting	8040880	501458	6.2364	500606	852	99.8301	0.1699	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		507492	6.3114	506640	852	99.8321	0.1679	0
Total		178563235	66568990	37.2803	66568138	852	99.9987	0.0013	98078

Resolution Required : (Ordinary)			12 - Material Related Party Transactions between the Company and Island Star Mall Developers Private Limited and/or Starboard Hotels Private Limited						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	86037868	66061498	76.7819	38511923	27549575	58.2971	41.7029	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66061498	76.7819	38511923	27549575	58.2971	41.7029	98078
Public Non Institutions	E-Voting	8040880	504958	6.2799	504106	852	99.8313	0.1687	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		510992	6.3549	510140	852	99.8333	0.1667	0
Total		178563235	66572490	37.2823	39022063	27550427	58.6159	41.3841	98078

Resolution Required : (Ordinary)			13 - Approval of financial support transactions amongst subsidiaries/ associates of the Company						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	84484487							
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	86037868	66016956	76.7301	33654760	32362196	50.9790	49.0210	98078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		66016956	76.7301	33654760	32362196	50.9790	49.0210	98078
Public Non Institutions	E-Voting	8040880	501463	6.2364	501446	17	99.9966	0.0034	0
	Poll		6034	0.0750	6034	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		507497	6.3114	507480	17	99.9967	0.0033	0
Total		178563235	66524453	37.2554	34162240	32362213	51.3529	48.6471	98078

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

September 21, 2022

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 during the 117th Annual General Meeting of the Members of The Phoenix Mills Limited held on September 20, 2022**

The Phoenix Mills Limited ('the Company') vide a resolution of its Board of Directors dated May 24, 2022, appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of M/s Rathi & Associates, Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting conducted during the 117th Annual General Meeting ('AGM') held on Tuesday, September 20, 2022, on the resolutions contained in the Notice dated August 11, 2022 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM 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. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2022 dated May 5, 2022 ('MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA') along with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by The Securities and Exchange Board of India ("SEBI Circulars"). The Company had provided e-voting facility during the time of AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.



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 during the AGM on the resolutions contained in the aforesaid Notice of the 117th AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to AGM and e-voting during the AGM 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 resolutions, based on the reports generated from the system related to remote e-voting prior to AGM and e-voting during the AGM, of Link Intime India Private Limited, the agency engaged by the Company to provide remote e-voting facility prior to the AGM and e-voting during the AGM.

As required under Section 101 of the Act read with aforementioned circulars issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India, Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by electronic means. Following resolutions were proposed for approval by remote e-voting prior to AGM and e-voting conducted during the AGM by the Members of the Company:

1. **Resolution No. 1 as an Ordinary Resolution** for adoption of 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;
2. **Resolution No. 2 as an Ordinary Resolution** for adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon;
3. **Resolution No. 3 as an Ordinary Resolution** for declaration of dividend of ₹ 2.40 per Equity Share of the face value of ₹ 2 each for the Financial Year ended March 31, 2022;
4. **Resolution No. 4 as an Ordinary Resolution** for re-appointment of Mr. Shishir Shrivastava (DIN: 01266095), who retired by rotation and, being eligible, had offered himself for reappointment;
5. **Resolution No. 5 as an Ordinary Resolution** for re-appointment of M/s. DTS & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for the second term of five consecutive years to hold office until the conclusion of the 122nd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time;



6. **Resolution No. 6** as a **Special Resolution** for approval for alteration in the Object Clause of the Memorandum of Association of the Company, subject to approval of Registrar of Companies, Maharashtra, Mumbai;
7. **Resolution No. 7** as a **Special Resolution** for approval for payment of remuneration to Mr. Atul Ruia (DIN: 00087396) as Non-Executive Chairman of the Company for a period of five years with effect from August 1, 2022;
8. **Resolution No. 8** as an **Ordinary Resolution** for approval for 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;
9. **Resolution No. 9** as an **Ordinary Resolution** for approval for 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;
10. **Resolution No. 10** as an **Ordinary Resolution** for approval for 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. being related party of the identified subsidiaries;
11. **Resolution No. 11** as an **Ordinary Resolution** for approval of 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. being related parties of the identified subsidiaries;
12. **Resolution No. 12** as an **Ordinary Resolution** for approval of Material Related Party Transactions between the Company and Island Star Mall Developers Private Limited and/or Starboard Hotels Private Limited;
13. **Resolution No. 13** as an **Ordinary Resolution** for approval of financial support transactions amongst subsidiaries/associates of the Company;



Remote e-voting facility was made available to shareholders of the Company to cast their votes from Thursday, September 15, 2022 at 9.00 a.m. (IST) upto Monday, September 19, 2022 at 5.00 p.m. (IST). The shareholders who casted votes through remote e-voting prior to AGM, were not entitled to cast votes through e-voting conducted during the AGM. Accordingly, votes casted through remote e-voting upto 5.00 p.m. (IST) on Monday, September 19, 2022 and votes cast through e-voting conducted during the 117th AGM have been considered for my scrutiny.

After the conclusion of the 117th AGM, the details of voting through remote e-voting prior to AGM and e-voting during the AGM were unlocked. A summary of the votes cast by the Members through remote e-voting prior to AGM and e-voting during the AGM 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 AGM and e-voting during the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company 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 S. KAMADAR
PARTNER

M. NO.: FCS 5171

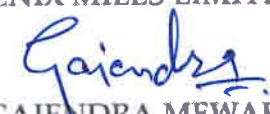
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UDIN: F005171D001013948

PEER REVIEW CERT. NO.: 668/2020



COUNTERSIGNED BY
For THE PHOENIX MILLS LIMITED


GAJENDRA MEWARA
COMPANY SECRETARY
M. NO.: A22941

ANNEXURE

Summary of votes cast by way of remote e-voting prior to AGM and e-voting conducted during the AGM for each of the resolutions is given below:

Resolution No. 1 as an **Ordinary Resolution** for adoption of 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.

Sr. No.	Particulars	Resolution 1	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	412	15,10,87,355
	Total	416	15,10,93,389
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	414	15,09,95,311
(i)	Voting with assent for the Resolution	412	15,09,95,309
	% of Assent		100.00*
(ii)	Voting with dissent for the Resolution	2	2
	% of Dissent		0.00*

*Rounded off



Resolution No. 2 as an Ordinary Resolution for adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.

Sr. No.	Particulars	Resolution 2	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	411	15,10,87,350
	Total	415	15,10,93,384
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	413	15,09,95,306
	(i) Voting with assent for the Resolution	411	15,09,95,304
	% of Assent		100.00*
	(ii) Voting with dissent for the Resolution	2	2
	% of Dissent		0.00*

*Rounded off



Resolution No. 3 as an Ordinary Resolution for declaration of dividend of ₹ 2.40 per Equity Share of the face value of ₹ 2 each for the Financial Year ended March 31, 2022.

Sr. No.	Particulars	Resolution 3	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	413	15,11,75,648
	Total	417	15,11,81,682
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	415	15,10,83,604
(i)	Voting with assent for the Resolution	413	15,10,83,602
	% of Assent		100.00*
(ii)	Voting with dissent for the Resolution	2	2
	% of Dissent		0.00*

*Rounded off



Resolution No. 4 as an **Ordinary Resolution** for re-appointment of Mr. Shishir Shrivastava (DIN: 01266095), who retired by rotation and, being eligible, had offered himself for reappointment.

Sr. No.	Particulars	Resolution 4	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	410	15,11,72,141
	Total	414	15,11,78,175
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	412	15,10,80,097
	(i) Voting with assent for the Resolution	397	15,01,36,926
	% of Assent		99.38*
	(ii) Voting with dissent for the Resolution	15	9,43,171
	% of Dissent		0.62*

*Rounded off



Resolution No. 5 as an Ordinary Resolution for re-appointment of M/s. DTS & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for the second term of five consecutive years to hold office until the conclusion of the 122nd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

Sr. No.	Particulars	Resolution 5	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	411	15,11,72,146
	Total	415	15,11,78,180
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	413	15,10,80,102
	(i) Voting with assent for the Resolution	409	15,10,80,077
	% of Assent		100.00*
	(ii) Voting with dissent for the Resolution	4	25
	% of Dissent		0.00*

*Rounded off



Resolution No. 6 as a Special Resolution for approval for alteration in the Object Clause of the Memorandum of Association of the Company, subject to approval of Registrar of Companies, Maharashtra, Mumbai.

Sr. No.	Particulars	Resolution 6	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	411	15,11,72,146
	Total	415	15,11,78,180
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	413	15,10,80,102
	(i) Voting with assent for the Resolution	410	15,10,79,250
	% of Assent		100.00*
	(ii) Voting with dissent for the Resolution	3	852
	% of Dissent		0.00*

*Rounded off



Resolution No. 7 as a Special Resolution for approval for payment of remuneration to Mr. Atul Ruia (DIN: 00087396) as Non-Executive Chairman of the Company for a period of five years with effect from August 1, 2022.

Sr. No.	Particulars	Resolution 7	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	410	15,11,63,006
	Total	414	15,11,69,040
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	412	15,10,70,962
	(i) Voting with assent for the Resolution	191	11,49,28,478
	% of Assent		76.08*
	(ii) Voting with dissent for the Resolution	221	3,61,42,484
	% of Dissent		23.92*

*Rounded off



Resolution No. 8 as an Ordinary Resolution for approval for 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.

Sr. No.	Particulars	Resolution 8	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	392	6,66,61,039
	Total	396	6,66,67,073
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	394	6,65,68,995
(i)	Voting with assent for the Resolution	389	6,64,79,835
	% of Assent		99.87*
(ii)	Voting with dissent for the Resolution	5	89,160
	% of Dissent		0.13*

*Rounded off



Resolution No. 9 as an **Ordinary Resolution** for approval for 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.

Sr. No.	Particulars	Resolution 9	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	391	6,66,61,034
	Total	395	6,66,67,068
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	393	6,65,68,990
(i)	Voting with assent for the Resolution	247	3,91,06,856
	% of Assent		58.75*
(ii)	Voting with dissent for the Resolution	146	2,74,62,134
	% of Dissent		41.25*

*Rounded off



Resolution No. 10 as an **Ordinary Resolution** for approval for 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. being related party of the identified subsidiaries.

Sr. No.	Particulars	Resolution 10	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	391	6,66,61,034
	Total	395	6,66,67,068
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	393	6,65,68,990
	(i) Voting with assent for the Resolution	390	6,65,68,138
	% of Assent		100.00*
	(ii) Voting with dissent for the Resolution	3	852
	% of Dissent		0.00*

*Rounded off



Resolution No. 11 as an Ordinary Resolution for approval of 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. being related parties of the identified subsidiaries.

Sr. No.	Particulars	Resolution 11	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	391	6,66,61,034
	Total	395	6,66,67,068
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	393	6,65,68,990
	(i) Voting with assent for the Resolution	390	6,65,68,138
	% of Assent		100.00*
	(ii) Voting with dissent for the Resolution	3	852
	% of Dissent		0.00*

*Rounded off



Resolution No. 12 as an Ordinary Resolution for approval of Material Related Party Transactions between the Company and Island Star Mall Developers Private Limited and/or Starboard Hotels Private Limited.

Sr. No.	Particulars	Resolution 12	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	392	6,66,64,534
	Total	396	6,66,70,568
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	394	6,65,72,490
	(i) Voting with assent for the Resolution	247	3,90,22,063
	% of Assent		58.62*
	(ii) Voting with dissent for the Resolution	147	2,75,50,427
	% of Dissent		41.38*

*Rounded off



Resolution No. 13 as an **Ordinary Resolution** for approval of financial support transactions amongst subsidiaries/associates of the Company.

Sr. No.	Particulars	Resolution 13	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM	4	6,034
b.	Votes cast through remote e-voting prior to AGM	390	6,66,16,497
	Total	394	6,66,22,531
c.	Less: Invalid e-voting/remote e-voting	2	98,078
d.	Net valid Voting	392	6,65,24,453
	(i) Voting with assent for the Resolution	216	3,41,62,240
	% of Assent		51.35*
	(ii) Voting with dissent for the Resolution	176	3,23,62,213
	% of Dissent		48.65*

*Rounded off

