



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

Voting Results for the Annual General Meeting held on September 9, 2015, pursuant to Clause 35A of the Listing Agreement

Date of AGM	September 9, 2015
Total No. of Shareholders as on record date. (Book Closure from September 4, 2015 to September 9, 2015)	7733
No. of shareholders present in the meeting either in person or through proxy.	
a) Promoter and Promoter Group	16
b) Public	76
No. of Shareholders attended the meeting through Video Conferencing.	
a) Promoter and Promoter Group	None
b) Public	None





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RESOLUTION NO: 1

Details of the Agenda:		To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2015 and Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.					
Resolution Required (Ordinary or Special)		Ordinary Resolution					
Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)		E-Voting, Physical Ballot and Poll at the AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes - in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5) (2)]* 100
Promoter and Promoter Group	95629622	95629622	100.00	95629622	Nil	100.00	0.00
Public - Institution al holders	48800834	37284139	76.40	37284139	Nil	100.00	0.00
Public- Others	8558396	8208	0.10	8208	Nil	100.00	0.00
Total	152988352	132921969	86.88	132921969	Nil	100.00	0.00





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RESOLUTION NO: 2

Details of the Agenda:		To declare Dividend on Equity Shares for the year ended March 31, 2015					
Resolution Required (Ordinary or Special)		Ordinary Resolution					
Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)		E-Voting, Physical Ballot and Poll at the AGM					
In case of Poll/Postal ballot/E-voting							
Promoter /Public	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	95629622	95629622	100.00	95629622	Nil	100.00	0.00
Public - Institutional holders	48800834	37284139	76.40	37284139	Nil	100.00	0.00
Public- Others	8558396	8208	0.10	8208	Nil	100.00	0.00
Total	152988852	132921969	86.88	132921969	Nil	100.00	0.00



[Signature]



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RESOLUTION NO: 3

Details of the Agenda:		To appoint a Director in place of Mr. Shishir Shrivastava, who retires by rotation and being eligible, has offered himself for re-appointment.					
Resolution Required (Ordinary or Special)		Ordinary Resolution					
Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)		E-Voting, Physical Ballot and Poll at the AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes In favou r on votes polle d (6)=[(4)/ (2)]*1 00	% of Votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter Group	95629622	95629622	100.00	95629622	Nil	100	0.00
Public - Institution al holders	48800834	36643614	75.09	25022693	11620921	68.29	31.71
Public- Others	8558396	8208	0.10	7808	400	95.13	4.87
Total	152988852	132281444	86.47	120660123	11621321	91.21	8.79





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RESOLUTION NO: 4

Details of the Agenda:		To appoint M/s A. M. Ghelani & Company, Chartered Accountants (Firm Regn. No. 103173W) and M/s Chaturvedi & Shah, Chartered Accountants (Firm Regn. No. 101720W) as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.					
Resolution Required (Ordinary or Special)		Ordinary Resolution					
Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)		E-Voting, Physical Ballot and Poll at the AGM					
In case of Poll/Postal ballot/E-voting							
Promoter /Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	95629622	95629622	100.00	95629622	Nil	100.00	0.00
Public - Institutional holders	48800834	35615905	72.98	34186094	1429811	95.99	4.01
Public-Others	8558396	8208	0.10	8208	Nil	100.00	Nil
Total	152988852	131253735	85.79	129823924	1429811	98.91	1.09





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RESOLUTION NO: 5

Details of the Agenda:		To appoint Ms. Shweta Vyas as an Independent Director.					
Resolution Required (Ordinary or Special)		Ordinary Resolution					
Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)		E-Voting, Physical Ballot and Poll at the AGM					
In case of Poll/Postal ballot/E-voting							
Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	95629622	95629622	100.00	95629622	Nil	100	0.00
Public - Institutional holders	48800834	36643614	75.09	34755905	1887709	94.85	5.15
Public- Others	8558396	8208	0.10	7808	400	95.13	4.87
Total	152988852	132281444	86.47	130393335	1888109	98.57	1.43





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RESOLUTION NO: 6

Details of the Agenda:		Payment of Commission to Independent Directors					
Resolution Required (Ordinary or Special)		Ordinary Resolution					
Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)		E-Voting, Physical Ballot and Poll at the AGM					
In case of Poll/Postal ballot/E-voting							
Promoter /Public	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	95629622	95629622	100.00	95629622	Nil	100.00	0.00
Public - Institutional holders	48800834	36643614	75.09	26780102	9863512	73.08	26.92
Public- Others	8558396	8208	0.10	7558	650	92.08	7.92
Total	152988852	132281444	86.47	122417282	9864162	92.54	7.46





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Declaration of results of E-voting / Ballot Forms voting in respect of 110th Annual General Meeting of The Phoenix Mills Limited held on September 9, 2015

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 110th AGM of the Company was convened and held on September 9, 2015 at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 at 3.30 p.m to seek the approval of members of the Company on the resolutions contained in notice dated June 20, 2015.

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, **The Phoenix Mills Limited** ('the Company') provided e-voting facility and facility of voting through Ballot Forms to the Members vide Notice of 110th Annual General Meeting (AGM) dated June 20, 2015 dispatched on August 11, 2015.

Members voting through e-voting / Ballot forms till September 8, 2015 (upto 5.00 p.m.) being the last date fixed for e-voting and for receipt of Ballot forms have been considered by the Scrutinizer. Further, to enable those Members who could not vote through e-voting or Ballot forms, physical Ballot Forms were distributed on September 9, 2015, i.e. the day of the 110th AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner - M/s. Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the 110th AGM of the Company in a fair and transparent manner.

Based on the Scrutinizer's Report dated September 10, 2015, *I hereby declare that all the 6 (Six) resolutions, as set out in the Notice of the 110th AGM of the Company held on September 9, 2015, have been duly passed with requisite majority*, the details of which are specified herein below:





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Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Adoption of financial statement for the year ended March 31, 2015	100.00	0.00	Ordinary Resolution
2.	Declaration of dividend on equity shares for the year ended March 31, 2015	100.00	0.00	Ordinary Resolution
3.	To appoint a Director in place of Mr. Shishir Shrivastava, who retires by rotation and being eligible, has offered himself for re-appointment	91.21	8.79	Ordinary Resolution
4.	Appointment of M/s. A.M. Ghelani & Company, Chartered Accountants and M/s. Chaturvedi & Shah, Chartered Accountants as Statutory Auditors	98.91	1.09	Ordinary Resolution
5.	Appointment of Ms. Shweta Vyas as an Independent Director	98.57	1.43	Ordinary Resolution
6.	Payment of Commission to Independent Directors	92.54	7.46	Ordinary Resolution

The Scrutinizer's Report on the voting process conducted for the 110th AGM is annexed herewith.

For The Phoenix Mills Limited

Date: September 10, 2015

Place: Mumbai

Enclosure: Scrutinizer's Report



Ashokkumar Ruia
Chairman

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

10th September, 2015

To,
The Chairman
THE PHOENIX MILLS LIMITED
462 Senapati Bapat Marg,
Lower Parel, Mumbai-400 013

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 110th Annual General Meeting of the members of The Phoenix Mills Limited.

The Phoenix Mills Limited ("the Company") at their Board meeting held on 28th May, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots 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 Clause 35B of the Listing Agreement, at the 110th Annual General Meeting ("110th AGM") on the resolutions contained in the Notice dated 20th June, 2015 for 110th AGM, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

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 provisions of the Listing Agreement, relating to remote e-voting and physical ballots on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots 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 remote e-voting system of Central Depository Services (India) Limited and of voting through ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 110th AGM was sent to the Members by permitted means, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Balance Sheet of the Company as at March 31, 2015 and Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. **Resolution No. 2** as an Ordinary Resolution to declare Dividend on Equity Shares for the year ended 31st March, 2015
3. **Resolution No. 3** as an Ordinary Resolution to appoint a Director in place of Mr. Shishir Shrivastava (holding DIN: 01266095), who retired by rotation and being eligible, had offered himself for reappointment.
4. **Resolution No. 4** as an Ordinary Resolution for appointment of M/s. A. M. Ghelani & Company, Chartered Accountants (Firm Regn. No. 103173W) and M/s. Chaturvedi & Shah, Chartered Accountants (Firm Regn. No. 101720W) as Statutory Auditors of the Company to hold office from the conclusion of 110th AGM until the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
5. **Resolution No. 5** as an Ordinary Resolution for appointment of Ms. Shweta Vyas (DIN: 06996110) as an Independent Director of the Company to hold office up to 13th October, 2019 and who shall not be liable to retire by rotation.
6. **Resolution No. 5** as an Ordinary Resolution for payment of commission to the Directors of the Company, other than Managing, Whole-Time and Executive Directors, at a sum not exceeding 1% p.a of the net profits of the company, in respect of the profits for each of the five financial years commencing from 1st April, 2015.

The Company provided the remote e-Voting facility offered by Central Depository Services (India) Limited to cast votes on aforesaid resolutions by the members of the Company. The Company also dispatched Ballot Forms along with the Annual Reports to the Shareholders pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot which were to be returned by the shareholders after being dully filled in and signed, on or before Tuesday, 8th September 2015.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Sunday, 6th September, 2015 upto 5.00 p.m. of Tuesday, 8th September, 2015. Accordingly, e-votes cast upto 5.00 p.m. of Tuesday, 8th September, 2015 have been considered for my scrutiny. As regards the ballot forms dispatched by the Company to the shareholders, no ballot forms were received from the shareholders till 8th September 2015.



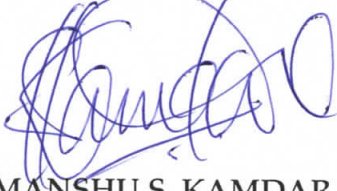
After the conclusion of the 110th AGM, first the voting conducted through physical ballots at the meeting and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Trupal Trivedi and Ms. Khushboo Dhanuka. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 110th AGM with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 110th Annual General Meeting 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
FCS NO. 5171
COP NO. 3030



ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	577,495
b.	Remote e-Voting Confirmations received	86	132,345,227
	Total	123	132,922,722
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	753
d.	Net Valid Physical Ballot Forms / Remote e-Voting	119	132,921,969
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	119	132,921,969
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	577,495
b.	Remote e-Voting Confirmations received	86	132,345,227
	Total	123	132,922,722
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	753
d.	Net Valid Physical Ballot Forms / Remote e-Voting	119	132,921,969
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	119	132,921,969
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	577,495
b.	Remote e-Voting Confirmations received	85	131,704,702
	Total	122	132,282,197
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	753
d.	Net Valid Physical Ballot Forms / Remote e-Voting	118	132,281,444
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	102	120,660,123
% of Assent			91.21%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	16	11,621,321
% of Dissent			8.79%



For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	577,495
b.	Remote e-Voting Confirmations received	79	130,676,993
	Total	116	131,254,488
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	753
d.	Net Valid Physical Ballot Forms / Remote e-Voting	112	131,253,735
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	108	129,823,924
% of Assent			98.91%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	1,429,811
% of Dissent			1.09%



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	577,495
b.	Remote e-Voting Confirmations received	85	131,704,702
	Total	122	132,282,197
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	753
d.	Net Valid Physical Ballot Forms / Remote e-Voting	118	132,281,444
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	109	130,393,335
% of Assent			98.57%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	9	1,888,109
% of Dissent			1.43%



For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	577,495
b.	Remote e-Voting Confirmations received	85	131,704,702
	Total	122	132,282,197
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	753
d.	Net Valid Physical Ballot Forms / Remote e-Voting	118	132,281,444
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	110	122,417,282
% of Assent			92.54%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	8	9,864,162
% of Dissent			7.46%

