

**November 28, 2025**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai- 400 001

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra-Kurla Complex, Bandra East,  
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

In furtherance to our intimation dated September 29, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith Notice of Postal Ballot dated October 31, 2025, along with the Explanatory Statement in terms of Section 102 of the Companies Act, 2013 (“**Postal Ballot Notice**”), being dispatched today through electronic mode for seeking the approval of the Members of the Company, by way of voting through electronic means (“**Remote e-voting**”) for considering the following business elaborated in the Postal Ballot Notice:

Sr. No.	Type of Resolution	Description of Resolution
01.	Ordinary Resolution	Approval for redesignation of Mr. Shishir Shrivastava (Din 01266095) from Managing Director and Key Managerial Personnel to Non-Executive Non- Independent Director And Vice Chairman Of the Company.
02.	Ordinary Resolution	Approval of Payment of remuneration including Commission to Non-Executive Directors of The Company.

In compliance with the relevant Circulars issued by Ministry of Corporate Affairs (“**MCA Circulars**”), the Postal Ballot Notice has been sent only through electronic mode to those Members, whose names appear in the Register of Members/Register of Beneficial Owners as maintained by the Depositories and whose e-mail address is registered with the Company/Registrar and Share Transfer Agent/Depository Participants/Depositories as on **Friday, November 21, 2025 (“Cut-Off Date”)**. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“**MUFG Intime**”), Registrar and Share Transfer Agent of the Company, as an agency to provide Remote e-voting facility. The procedure for Remote e-voting is detailed in the Notes to the Postal Ballot Notice.



**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  
CIN No. : L17100MH1905PLC000200

The Voting rights of the Members shall be proportion to the shares held by them in the paid-up capital of the Company as on above stated Cut-off date fixed for this Postal Ballot.

The Remote e-voting facility shall commence from **Saturday, November 29, 2025, at 09:00 a.m. (IST)** and end on **Sunday, December 28, 2025, at 05:00 p.m. (IST)**.

The aforesaid Postal Ballot Notice is also available on the website of the Company at <https://www.thephoenixmills.com/investors/FY2026/Postal-Ballot> and the website of MUFG Intime at <https://instavote.linkintime.co.in>.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

**For The Phoenix Mills Limited**

**Bhavik Gala**  
**Company Secretary**  
**Membership No. F8671**

**Encl.:** As above



**The Phoenix Mills Limited**

Regd. Off.: 462, Senapati Bapat Marg, Lower Parel, Mumbai 400013

CIN: L17100MH1905PLC000200 | Tel No.: 022-30016600

Website: <https://www.thephoenixmills.com> | E-mail: [investorrelations@phoenixmills.com](mailto:investorrelations@phoenixmills.com)

**POSTAL BALLOT NOTICE**

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

Dear Member(s),

**NOTICE** is hereby given to the Members of The Phoenix Mills Limited ("**Company**") pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the Ordinary Resolutions as set out below are proposed to be passed by the members of the Company through Postal Ballot only by way of voting through electronic means ("**Remote e-voting**").

An Explanatory Statement pursuant to Section 102(1) of the Act, forming part of the Notice setting out the material facts as detailed in the Ordinary Resolutions hereinbelow is annexed hereto along with the Postal Ballot Notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and aforementioned MCA Circulars, the Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("**MUFG Intime**"), Registrar and Share Transfer Agent of the Company, as an agency to provide Remote e-voting facility. The procedure for Remote e-voting is detailed in the Notes to this Postal Ballot Notice.

In accordance with the relevant MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/Register of Beneficial Owners as on **Friday, November 21, 2025 ("Cut-off date")** and whose e-mail addresses are registered with Company / Registrar and Transfer Agent / Depository Participants / Depositories and members can vote only through the Remote e-voting process. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to

receive this Postal Ballot Notice. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

The Board of Directors of the Company has appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171), failing him, Mr. Jayesh Shah (Membership No.: FCS 5637), Partners, Rathi & Associates, Company Secretaries, Mumbai as the Scrutinizer and they have communicated their willingness to be appointed and will be available for the said purpose for conducting the Postal Ballot through Remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Remote e-voting period **commences at 9.00 a.m. IST on Saturday, November 29, 2025 and ends at 5.00 p.m. IST on Sunday, December 28, 2025.**

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through Remote e-voting by not later than **5.00 p.m. IST on Sunday, December 28, 2025.** The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be forthwith disabled by MUFG Intime upon expiry of the aforesaid period.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Board in this regard, and the result of the Remote e-voting by Postal Ballot will be announced on or before **Tuesday, December 30, 2025** and will be displayed on the website of the Company at <https://www.thephoenixmills.com> and the website of MUFG Intime at <https://instavote.linkintime.co.in> and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed and shall also be displayed at the Registered Office as well as the Corporate Office of the Company.

The Ordinary Resolutions, if approved, shall be deemed to have been passed on the last date of Remote e-voting i.e., **Sunday, December 28, 2025.**

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **APPROVAL FOR REDESIGNATION OF MR. SHISHIR SHRIVASTAVA (DIN 01266095) FROM MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL TO NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR AND VICE CHAIRMAN OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder, pursuant to provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory

modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and such other approvals, permissions and sanctions, as may be required in accordance with the Articles of Association of the Company, as per the Nomination and Remuneration Policy and based on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the redesignation of Mr. Shishir Shrivastava from Managing Director and Key Managerial Personnel to Non-Executive, Non-Independent Director designated as Vice- Chairman of the Company liable to retire by rotation, to hold office for a period of two years with effect from October 01, 2025 to September 30, 2027;

**RESOLVED FURTHER THAT** approval of the members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

## **ITEM NO 2**

### **APPROVAL OF PAYMENT OF REMUNERATION INCLUDING COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** in supersession of the resolution passed by the members for the payment of remuneration by way of commission to the Independent Directors at the Company’s Annual General Meeting held on September 25, 2020, pursuant to the provisions of Section 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Rules framed thereunder, read with Schedule V of the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, as per the Nomination and Remuneration Policy of the Company, based on the evaluation of performance, and based on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to pay remuneration in any form and in any manner including commission (in addition to the sitting fees payable for attending the meetings of the Board of Directors and any of its Committees and reimbursement of expenses as permissible) to be paid to all the Non-Executive Directors (both existing and future) of the Company for each of the five (5) financial years of the Company commencing from April 1, 2025, provided that such remuneration including commission in aggregate shall not exceed, one per cent of the net profits of the Company for each of the five (5) financial years commencing from Financial Year 2025-26, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee be and is hereby authorized to decide the criteria, amount, proportion, manner and distribution of payment of remuneration including commission from time to time;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in regard to the implementation of this Resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors**

**Bhavik Gala**  
**Company Secretary**  
**Membership No – F8671**

**Registered Office:**

462, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013  
CIN: L17100MH1905PLC000200  
E-mail – [investorrelations@phoenixmills.com](mailto:investorrelations@phoenixmills.com)  
Website: [www.thephoenixmills.com](http://www.thephoenixmills.com)  
Tel No.: 022 - 24964307  
Fax No: 022 - 24938388

**Date: October 31, 2025**

**Place: Mumbai**

## NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Act, forming part of the Notice setting out the material facts as detailed in the Ordinary Resolutions is annexed hereto along with the Postal Ballot Notice.

In accordance with the relevant MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to the members whose names appear on the Register of Members/Register of Beneficial Owners as on **Friday, November 21, 2025 ("Cut-off date")** and whose e-mail addresses are registered with Company / Registrar and Transfer Agent i.e. MUFG Intime India Private Limited ('RTA') / Depository Participants / Depositories and members can vote only through the Remote e-voting process. The Notice shall also be sent to those members who are eligible as on Cut - off date to vote and who shall register their e-mail address in accordance with the process prescribed in this Notice.

2. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Friday, November 21, 2025** being the Cut-off Date. Members are eligible to cast vote only if they are holding shares as on that date. A person who is not a member as on the Cut-off date i.e. **Friday, November 21, 2025** should treat this Postal Ballot Notice for information purposes only.
3. Members may note that this Postal Ballot Notice will also be available on the website of the Company at [www.thephoenixmills.com](http://www.thephoenixmills.com), website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.
4. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to Remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms.
5. The information required to be provided under the Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standards on General Meetings, as applicable regarding the Director who is proposed to be appointed/re-appointed/payment of remuneration to Non- Executive Directors, is annexed hereto.
6. The vote in this Postal Ballot cannot be exercised through proxy.
7. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode without any fee by members from the date of circulation of Postal Ballot Notice until the last date of e-voting. Members are requested to write to the Company on [investorrelations@phoenixmills.com](mailto:investorrelations@phoenixmills.com) for inspection of said documents mentioning his/ her/ its folio number/ DP ID and client ID.

8. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Board in this regard, and the result of the Remote e-voting by Postal Ballot will be announced on or before **Tuesday, December 30, 2025** and will be displayed on the website of the Company at <https://www.thephoenixmills.com> and the website of MUFG Intime at <https://instavote.linkintime.co.in> and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed and shall also be displayed at the Registered Office as well as the Corporate Office of the Company.

9. The Ordinary Resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Sunday, December 28, 2025**.

**10. Process for registration of e-mail address**

Members who have not registered their email IDs, are requested to register their email IDs with their Depository Participants in respect of shares held in electronic form and in respect of shares held in physical form, members are requested to register / update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the website of the Company at [www.thephoenixmills.com](http://www.thephoenixmills.com)) duly filled and signed along with requisite supporting documents to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or [investorrelations@phoenixmills.com](mailto:investorrelations@phoenixmills.com) or Company's RTA's office at C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.

**11. Voting through electronic means**

In compliance with the provisions of Section 108, Section 110 and other applicable provisions of the Act read with Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars read with Section VI-C of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, and SS-2 and any amendments thereto, the Company is pleased to provide Remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-voting is mentioned hereunder in this Note.

Members of the Company holding Equity shares either in physical form or in electronic form as on the Cut-Off Date i.e. **Friday, November 21, 2025** may cast their vote by Remote e-voting. The Remote e-voting period commences on **Saturday, November 29, 2025 at 9.00 a.m. (IST) and ends on Sunday, December 28, 2025 at 5.00 p.m. (IST)**. The Remote e-voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

Pursuant to Section VI-C of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on 'e-voting facility provided by listed entities', Remote e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants in order to increase the efficiency of the voting process.



Individual demat account holders would be able to cast their vote without having to register again with the Remote e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility. The following options shall be provided to the shareholders:

In case shareholders/ members have any queries regarding login/ Remote e-voting, they may send an email to [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on Tel.: 022-4918 6175.

In case of any queries, you may contact the Company at [investorrelations@phoenixmills.com](mailto:investorrelations@phoenixmills.com) or at its Registered Office, alternatively you may contact the Registrar and Share Transfer Agent, MUFG Intime India Private Limited at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or at their address: C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Tel: +91 810 811 8484, Fax: +91 22 6656 8494, Toll Free No.: 1800 2100 124.

The manner of Remote e-voting is explained in the instructions given hereinbelow:

**The procedure to login and access e-voting, as devised by the Depositories/ Depository Participant(s), is given below:**

**Login method for Individual shareholders holding securities in demat mode:**

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - NSDL IDeAS facility**

**Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, User will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



## **METHOD 2 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>.
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders registered with CDSL Easi/ Easiest facility**

### **METHOD 1 - CDSL Easi/ Easiest facility:**

#### **Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>

- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

## METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

### STEP 1: LOGIN / SIGNUP to InstaVote

#### Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

### **Shareholders not registered for INSTAVOTE facility:**

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN)  
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders holding shares in NSDL form, shall provide ‘D’ above
  - Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

## **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour /

Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).'

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.  
b) After successful login, you will see "Notification for e-voting".  
c) Select "View" icon for "Company's Name / Event number".  
d) E-voting page will appear.  
e) Download sample vote file from "Download Sample Vote File" tab.  
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.  
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

### **General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## **EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

Mr. Shishir Shrivastava has played an integral role in shaping The Phoenix Mills Ltd. (PML) into India's foremost retail-led mixed-use developer. Having joined the Company in 1999 and the Board in 2010, Mr. Shrivastava has provided consistent leadership across critical growth phases, including geographic expansion, the creation of investment platforms with global capital partners, active engagement with capital markets, and steering PML through the COVID-19 pandemic. His elevation reflects the Company's deep appreciation for his vision and contribution, and signals continuity in strategic guidance as PML enters its next phase of growth.

It is proposed to redesignate Mr. Shishir Shrivastava from Managing Director and Key Managerial Personnel to a Non-Executive Non-Independent Director, designated as Vice Chairman of the Company, liable to retire by rotation, with effect from October 1, 2025 for a period of two years, subject to approval of the shareholders. It may be noted that Mr. Shishir Shrivastava ceased to be the Key Managerial Personnel of the Company with effect from the close of business hours of September 30, 2025.

The redesignation as Vice Chairman is intended to enable Mr. Shishir Shrivastava to contribute to the Company's strategic oversight, governance frameworks, and long-term growth vision, while stepping away from day-to-day executive responsibilities. Backed by an experienced leadership team, the Company remains focused on executing its development pipeline, driving operational excellence, and delivering long-term value to all stakeholders.

#### **Brief profile of Mr. Shishir Shrivastava is given below:**

Mr. Shishir Shrivastava has been associated with the Company since 1999 and has played a defining role in the Company's transformation into India's leading retail-led mixed-use developer. He began as Project Manager for the early phases of High Street Phoenix (now Phoenix Palladium) and went on to lead landmark projects including The St. Regis, Mumbai, the Phoenix MarketCity portfolio, and significant project launches across asset classes between 2020-2023 that expanded the Company's national footprint. He also spearheaded the Company's property management, development management, and leasing advisory businesses. Over the years, he has overseen strategy, capital raising, business development, land acquisition, legal affairs, and investor relations. Under his leadership, the Company has successfully navigated inflection points such as the COVID-19 pandemic, forged long-term partnerships with leading global investors, executed transformative private equity transactions, and integrated sustainability as a growth pillar. His disciplined approach to capital allocation has strengthened PML's balance sheet, while his leadership has built a resilient organization with strong governance and a capable pipeline of future leaders.

In his role as Non-Executive Non-Independent Director and Vice Chairman, Mr. Shishir Shrivastava will continue to play a pivotal role in shaping the Company's long-term strategy, mentoring senior leadership, and contributing to key Board-level decisions relating to growth, capital allocation, and governance.



**Skills of Mr. Shishir Shrivastava reflecting the areas of his expertise are as under:**

- **Deep Industry and Domain Expertise** – Extensive technical and commercial understanding of large-scale retail-led mixed-use development, asset operations, and lifecycle management.
- **Governance and Board Oversight** – Strong grasp of governance frameworks, regulatory landscapes, compliance systems, and Board stewardship responsibilities.
- **Strategic Leadership and Enterprise Vision** – Proven ability in long-term strategy formulation, portfolio development, capital allocation, organizational scaling, and driving innovation.
- **Executive Management and Operational Excellence** – Significant experience in leading complex businesses, cross-functional teams, and high-value projects across geographies.
- **Risk Governance and Strategic Risk Management** – Expertise in identifying, assessing, and mitigating enterprise-level risks, including operational, financial, regulatory, and strategic risks.
- **Financial Acumen** – Strong understanding of financial management, capital structuring, investor interactions, performance metrics, and stakeholder value creation.

Pursuant to provisions of 152 of the Companies Act, 2013 (**‘Act’**), every director shall be appointed by the Company in general meeting. As per Regulation 17(IC) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Shishir Shrivastava is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (**‘SEBI’**) or any other authority.

The members are further informed that, based on the recommendation of the Nomination and Remuneration Committee and after considering Mr. Shishir Shrivastava’s expertise, leadership experience, and long-standing contribution to the Company, the Board approved his elevation and redesignation from Managing Director and Key Managerial Personnel to Non-Executive Non-Independent Director, designated as Vice Chairman of the Company. He will be liable to retire by rotation, and his appointment will be for a period of two years commencing from October 1, 2025, to September 30, 2027, subject to the approval of the shareholders.

The Board believes that Mr. Shishir Shrivastava’s elevation to Non-Executive Vice Chairman will strengthen Board-level strategic oversight and contribute meaningfully to the Company’s long-term value creation.

Details of Mr. Shishir Shrivastava pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**); and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **“Annexure”** to this Notice.

Save and except Mr. Shishir Shrivastava and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (**‘KMP’**) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise,

in the Resolution set out at Item No. 1 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends an **Ordinary Resolution**, as set out at Item No. 1 of the Notice, for the approval of the Members of the Company.

## **ITEM NO 2**

The Company operates within a competitive environment which is expected to further intensify. The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. The Directors are required to take complex business decisions within tight timeframes, necessitating a significant commitment of their time and attention. Non-Executive Directors (including Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, financial and risk management, governance, etc. Considering the fact that the Company is required to have a qualified Board which would bring valuable business and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration including commission to Non-Executive Directors of the Company as may be decided by the Board of Directors based on the recommendation and approval of Nomination and Remuneration Committee, from time to time pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013. Such remuneration shall be paid to Non-Executive Directors in such manner as the Board of Directors (or the authorised Committee of the Board ) may from time to time determine and the same may be paid to Non-Executive Directors as the Board of Directors on the recommendation and approval of Nomination and Remuneration Committee may deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required.

The members of the Company at the Annual General Meeting held on September 25, 2020 had approved the payment of Commission to Non-Executive Independent Directors up to an amount not exceeding 1% per annum of the net profits of the Company (computed in the manner referred to in Section 198 of the Companies Act, 2013).

Further, as per the Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), all fees or compensation, payable to non-executive directors requires the approval of the Members.

Considering the above, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on October 31, 2025, recommended and approved to pay remuneration in any form and in any manner including commission (in addition to the sitting fees payable for attending the meetings of the Board of Directors and any of its Committees and reimbursement of expenses as permissible) to be paid to all the Non-Executive Directors (both existing and future) of the Company for each of the five (5) financial years of the Company commencing from April 1, 2025, provided that such remuneration including commission in aggregate shall not exceed one per cent of the net profits of the Company for each of the five (5) financial years commencing from Financial Year 2025-26, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof;

The Board of Directors on recommendation of Nomination and Remuneration Committee shall be authorised to determine the criteria, amount, proportion, manner and distribution of the aforesaid remuneration including commission payable to the Non-Executive Directors. While fixing the manner/criteria as aforesaid, the Board of Directors on recommendation of Nomination and Remuneration Committee shall *interalia* consider the membership of board committees, chairmanships, time devoted by the Directors, performance evaluation etc.

The remuneration structure will be in line with the practices followed by similar sized companies, keeping in view the role, responsibilities and contribution of the Non-Executive Directors, read with the Company's Nomination & Remuneration Policy.

Details of Non-Executive Directors pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "**Annexure**" to this Notice.

In view of the above, it is proposed to seek the approval of the Members of the Company by way of an **Ordinary Resolution** set out at Item No. 2 of the Notice.

The Non-Executive Directors of the Company are concerned or interested in the **Ordinary Resolution** set out at Item No.2 of the accompanying Notice relating to payment of remuneration to them. Relatives of the respective Non-Executive Directors may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except, as mentioned above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends an **Ordinary Resolution** set out at Item No. 2 of the Notice for approval of the members.

**By Order of the Board of Directors**

**Bhavik Gala**  
**Company Secretary**  
**Membership No – F8671**

**Registered Office:**

462, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
CIN: L17100MH1905PLC000200  
E-mail – investorrelations@phoenixmills.com  
Website: [www.thephoenixmills.com](http://www.thephoenixmills.com)  
Tel No.: 022 - 24964307  
Fax No: 022 - 24938388

**Date: October 31, 2025**

**Place: Mumbai**

### ANNEXURE TO ITEM NO. 1 AND 2 OF THE POSTAL NOTICE OF THE COMPANY

Details of Directors seeking appointment/re-appointment/payment of remuneration at the Postal Ballot Notice pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Shishir Shrivastava	Mr. Atul Ruia
DIN	01266095	00087396
Age (Completed years)	49 years	54 years
Nationality	Indian	Indian
Date of first appointment on the Board	March 18, 2010	November 19, 1996
Qualification	Post Graduate - Advanced Management Program from Harvard Business School, Graduated from IHM Bangalore with Diploma in Hotel Management and Catering Technology awarded by the National Council for Hotel Management and Catering Technology, New Delhi	He holds a degree in Chemical Engineering from the University of Pennsylvania and a Business Management degree from the Wharton School of Finance.
Capacity	Non-Executive, Non-Independent Director, Vice Chairman	Non-Executive Non-Independent Director, Chairman (Promoter)
Nature of expertise in specific functional area	<p>Skills of Mr. Shishir Shrivastava reflecting the areas of his expertise are as under:</p> <ul style="list-style-type: none"> <li>• <b>Deep Industry and Domain Expertise</b> – Extensive technical and commercial understanding of large-scale retail-led mixed-use development, asset operations, and lifecycle management.</li> <li>• <b>Governance and Board Oversight</b> – Strong grasp of governance frameworks, regulatory</li> </ul>	<p>Skills of Mr. Atul Ruia reflecting the areas of his expertise are as under:</p> <ul style="list-style-type: none"> <li>• <b>Long-term Vision and Roadmap</b> – a visionary leader consistently setting ambitious goals, sharpens the Company's long-term vision, and redefines operating standards to maintain its leadership as India's leading retail-led mixed-use platform.</li> <li>• <b>Board Leadership and Governance Stewardship</b> – Strong ability to lead Board deliberations, set &amp; elevate</li> </ul>

	<p>landscapes, compliance systems, and Board stewardship responsibilities.</p> <ul style="list-style-type: none"> <li>• <b>Strategic Leadership and Enterprise Vision</b> – Proven ability in long-term strategy formulation, portfolio development, capital allocation, organizational scaling, and driving innovation.</li> <li>• <b>Executive Management and Operational Excellence</b> – Significant experience in leading complex businesses, cross-functional teams, and high-value projects across geographies.</li> <li>• <b>Risk Governance and Strategic Risk Management</b> – Expertise in identifying, assessing, and mitigating enterprise-level risks, including operational, financial, regulatory, and strategic risks.</li> <li>• <b>Financial Acumen</b> – Strong understanding of financial management, capital structuring, investor interactions, performance metrics, and stakeholder value creation.</li> </ul>	<p>governance standards, and ensure decisions reflect long-term value creation and stakeholder interests.</p> <ul style="list-style-type: none"> <li>• <b>Portfolio Visioning and Expansion Strategy</b> – successfully scaling up of multiple business verticals while enhancing organisations execution competence. Proven insight into identifying new markets, shaping the development blueprint across cities, and guiding phased expansion and densification in a disciplined and future-ready manner.</li> <li>• <b>Design, Planning and Development</b>– Active involvement in master planning, design philosophy, and asset positioning, ensuring uniform quality and premium standards across the portfolio.</li> <li>• <b>Strategic Partnerships and Market Relationships</b> – Long-standing relationships with global retailers, hospitality partners, investors, and financial institutions, enabling access to opportunities, capital, and brand-enhancing collaborations.</li> <li>• <b>Holistic Enterprise Risk Perspective</b> – Broad, top-level understanding of strategic, financial, regulatory, and market risks, supporting balanced decision-making and long-term resilience.</li> <li>• <b>Mentoring Leadership and Organizational Guidance</b> – Actively mentoring emerging leaders within the organisation, fostering an aligned culture, and strengthening organizational direction and capability.</li> <li>• <b>Capital Allocation Guidance and Financial Prudence</b> – Seasoned judgment in aligning growth priorities with prudent capital deployment, return expectations, and balance-sheet discipline.</li> </ul>
Details of Directorships held in other companies	Nil	<ul style="list-style-type: none"> <li>• Padmashil Hospitality and Leisure Private Limited</li> <li>• Ashok Atul Private Limited</li> </ul>

		<ul style="list-style-type: none"> <li>• R R Hosiery Private Limited</li> <li>• Caravan Realty Private Limited</li> <li>• Ruia International Holding Company Private Limited</li> <li>• Vigilant Developers Private Limited</li> <li>• Phoenix Retail Private Limited</li> <li>• Ashbee Investments and Finance Private Limited</li> <li>• Senior Advisory Services Private Limited</li> <li>• Thana Properties Private Limited</li> <li>• Ashton Real Estate Development Private Limited</li> <li>• Pinnacle Real Estate Development Private Limited</li> <li>• Radhakrishna Ramnarain Private Limited</li> <li>• Ruia Knowledge Foundation Private Limited</li> <li>• Excelsior Hotels Private Limited</li> </ul>
Chairman in the Committees of the Boards of Other Companies	Nil	Nil
Membership in the Committees of the Boards of Other Companies	Nil	Nil
No. of shares held by Director in the Company either by self or as a beneficial owner as on date of Notice	1,40,950	69,26,014
Last drawn remuneration	The remuneration drawn by Mr. Shishir Shrivastava as Managing Director for FY 2024-25 was Rs. 9,93,64,215/- <i>which includes salary, incentive and perquisites</i> ). No remuneration was drawn by him as Non-Executive Non- Independent Director.	The remuneration drawn by Mr. Atul Ruia for F.Y. 2024-25 was Rs. 1,50,00,000/-, Annual Commission of Rs. 1,50,00,000/-.  Sitting fees of Rs. 5,15,000/- is paid in FY 2024-25 apart from the aforesaid remuneration.
Terms and conditions of Appointment / Re-appointment	Non-Executive Non-Independent Director, Vice Chairman liable to retire by rotation.	Not Applicable
Notice Period	Not Applicable	Not Applicable

Details of remuneration sought to be paid	Mr. Shishir Shrivastava shall be eligible for sitting fees for attending the meetings of the Board of Directors and Committee and reimbursement of expenses as permissible. Further, he shall also be entitled to receive commission as per the Nomination and Remuneration Policy and as permitted under applicable laws.	Mr. Atul Ruia shall be eligible for sitting fees for attending the meetings of the Board of Directors and Committee and reimbursement of expenses as permissible. Further, he shall also be entitled to receive commission as per the Nomination and Remuneration Policy and as permitted under applicable laws.
Number of Board Meetings attended during the year	FY 2024-25- 100% (4 meetings) FY 2025-26 (till the date of this Postal Ballot Notice) – 100% (4 meetings)	FY 2024-25- 100% (4 meetings) FY 2025-26 (till the date of this Postal Ballot Notice) – 100% (4 meetings)
Relationship with other Directors / KMPs' / Manager	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	Not Applicable	Not Applicable
Name of listed entities from which the person has resigned in the past three years	Nil	Nil

<b>Name of the Director</b>	<b>Mr. Anand Khatau</b>	<b>Mr. Sumeet Anand</b>	<b>Mr. Sumanta Datta</b>	<b>Dr. Archana Hingorani</b>
DIN	03225544	00793753	09462502	00028037
Age (Completed years)	53 years	54 years	54 years	60 years
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	August 08, 2023	August 08, 2023	November 08, 2023	August 08, 2023
Qualification	Bachelor's degree in Commerce and Chartered Accountant	Master's in Management/ Grande ecole programme from HEC Paris and Bachelor's in	Master's degree in Business Administration from Rutgers, The State University of New	Bachelor's degree in Arts with specialization on Economics and Ph. D in Finance.

		Commerce	Jersey, USA	
Capacity	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Woman Independent Director
Nature of expertise in specific functional area	<p>Skills of Mr. Anand Khatau reflecting the areas of his expertise are as under:</p> <ul style="list-style-type: none"> <li>• Governance and Regulatory oversight.</li> <li>• Strategic Planning, Development and Innovation.</li> <li>• Leadership/Operational experience.</li> <li>• Risk assessment and management skills.</li> <li>• Understanding of financial, tax, and accounting matters.</li> </ul>	<p>Skills of Mr. Sumeet Anand reflecting the areas of his expertise are as under:</p> <ul style="list-style-type: none"> <li>• Governance and Regulatory oversight.</li> <li>• Strategic Planning, Development and Innovation.</li> <li>• Leadership/Operational experience.</li> <li>• Risk assessment and management skills.</li> <li>• Understanding of financial, tax, and accounting matters.</li> </ul>	<p>Skills of Mr. Sumanta Datta reflecting the areas of his expertise are as under:</p> <ul style="list-style-type: none"> <li>• Governance and Regulatory oversight.</li> <li>• Strategic Planning, Development and Innovation.</li> <li>• Leadership/Operational experience.</li> <li>• Risk assessment and management skills.</li> </ul>	<p>Skills of Sr. Archana Hingorani reflecting the areas of his expertise are as under:</p> <ul style="list-style-type: none"> <li>• Governance and Regulatory oversight.</li> <li>• Strategic Planning, Development and Innovation.</li> <li>• Leadership/Operational experience.</li> <li>• Risk assessment and management skills.</li> <li>• Understanding of financial, tax, and accounting matters.</li> </ul>
Details of Directorships held in other companies	Malabar Hill Club Limited	<ul style="list-style-type: none"> <li>• Palladium Constructions Private Limited</li> <li>• Island Star Mall Developers Private Limited</li> <li>• Taabir Lifestyle Accessories Private Limited</li> <li>• Indaccess Marketing Private Limited</li> <li>• Indsight Growth Partners Advisors Private Limited</li> <li>• France India Foundation</li> <li>• Indo-French Chamber of Commerce and Industry</li> </ul>	None	<ul style="list-style-type: none"> <li>• Mafatlal Industries Limited</li> <li>• Grindwell Norton Limited</li> <li>• Ema Partners India Limited</li> <li>• Balaji Telefilms Limited</li> <li>• 5Paisa Capital Limited</li> <li>• SIDBI Venture Capital Limited</li> <li>• SBI Mutual Fund Trustee Company Private Limited</li> </ul>



Chairman in the Committees of the Boards of Other Companies	None	Island Star Mall Developers Private Limited Nomination and Remuneration Committee	None	<ul style="list-style-type: none"> <li>• Grindwell Norton Limited               <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Stakeholders Relationship Committee</li> <li>c. Risk Management Committee</li> </ul> </li> <li>• 5 Paisa Capital Limited               <ul style="list-style-type: none"> <li>a. Risk Management Committee</li> <li>b. Corporate Social Responsibility Committee</li> </ul> </li> <li>• EMA Partners India Limited Audit Committee</li> </ul>
Membership in the Committees of the Boards of Other Companies	None	Island Star Mall Developers Private Limited – Audit Committee Corporate Social Responsibility Committee Nomination and Remuneration Committee	None	<ul style="list-style-type: none"> <li>• Grindwell Norton Limited               <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Stakeholders Relationship Committee</li> <li>c. Risk Management Committee</li> <li>d. Corporate Social Responsibility Committee</li> </ul> </li> <li>• 5 Paisa Capital Limited               <ul style="list-style-type: none"> <li>a. Risk Management Committee</li> <li>b. Corporate Social Responsibility Committee</li> <li>c. Audit Committee</li> <li>d. Stakeholders Relationship Committee</li> <li>e. Nomination and Remuneration Committee</li> <li>f. Independent Director Committee</li> </ul> </li> </ul>

				<ul style="list-style-type: none"> <li>• SIDBI Venture Capital Limited HR Committee</li> <li>• SBI Mutual Fund Trustee Co. Pvt. Ltd. Risk Management Committee</li> <li>• EMA Partners India Limited Audit Committee</li> <li>• Mafatlal Industries Limited               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Investment and Diversification Committee</li> </ol> </li> </ul>
No. of shares held by Director in the Company either by self or as a beneficial owner as on date of notice	None	None	108 Equity shares	None
Last drawn remuneration	<p>Commission of Rs. 4,20,274/- was paid during the F.Y. 2024-25.</p> <p>Sitting fees of Rs. 3,30,000/- is paid in FY 2024-25 apart from the aforesaid Commission.</p>	<p>Commission of Rs. 4,20,274/- was paid during the F.Y. 2024-25.</p> <p>Sitting fees of Rs. 3,95,000/- is paid in FY 2024-25 apart from the aforesaid Commission.</p>	<p>Commission of Rs. 2,56,438/- was paid during the F.Y. 2024-25.</p> <p>Sitting fees of Rs. 2,85,000/- is paid in FY 2024-25 apart from the aforesaid Commission.</p>	<p>Commission of Rs. 4,20,274/- was paid during the F.Y. 2024-25.</p> <p>Sitting fees of Rs. 1,40,000/- is paid in FY 2024-25 apart from the aforesaid Commission.</p>
Terms and conditions of Appointment / Re-appointment	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Notice Period	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Mr. Anand Khatau shall be eligible for sitting fees for attending the meetings of the Board of Directors and Committee and reimbursement of expenses as permissible. Further, he shall also be entitled to receive commission as per the Nomination and Remuneration Policy and as permitted under applicable laws.	Mr. Sumeet Anand shall be eligible for sitting fees for attending the meetings of the Board of Directors and Committee and reimbursement of expenses as permissible. Further, he shall also be entitled to receive commission as per the Nomination and Remuneration Policy and as permitted under applicable laws.	Mr. Sumanta Datta shall be eligible for sitting fees for attending the meetings of the Board of Directors and Committee and reimbursement of expenses as permissible. Further, he shall also be entitled to receive commission as per the Nomination and Remuneration Policy and as permitted under applicable laws.	Dr Archana Hingorani shall be eligible for sitting fees for attending the meetings of the Board of Directors and Committee and reimbursement of expenses as permissible. Further, she shall also be entitled to receive commission as per the Nomination and Remuneration Policy and as permitted under applicable laws.
Number of Board Meetings attended during the year	FY 2024-25- 100% (4 meetings) FY 2025-26 (till the date of this Postal Ballot Notice) – 100% (4 meetings)	FY 2024-25- 100% (4 meetings) FY 2025-26 (till the date of this Postal Ballot Notice) – 100% (4 meetings)	FY 2024-25- 100% (4 meetings) FY 2025-26 (till the date of this Postal Ballot Notice) – 100% (4 meetings)	FY 2024-25- 100% (4 meetings) FY 2025-26 (till the date of this Postal Ballot Notice) – 100% (4 meetings)
Relationship with other Directors/KMPs'/Manager	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Summary of performance evaluation report	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of listed entities from which the person has resigned in the past three years	None	None	None	<ul style="list-style-type: none"> <li>• Alembic Pharmaceuticals Limited</li> <li>• Den Networks Limited</li> </ul>