

September 13, 2025

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 and Scrutinizer's Report

This is with reference to our letter dated August 14, 2025, enclosing the Notice of Postal Ballot dated July 24, 2025, along with explanatory statement, which was sent to the Members of The Phoenix Mills Limited ("**Company**") seeking their approval on the following resolution through remote e-voting:

Sr. No.	Type of Resolution	Description of Resolution
01.	Ordinary Resolution	Approval of the arrangement for Canada Pension Plan Investment Board ('CPP Investments') to exit from the Company's material subsidiary, Island Star Mall Developers Private Limited ('ISMDPL').

The Company had appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171), failing him, Mr. Jayesh Shah (Membership No.: FCS 5637), Partners, Rath & Associates, Practicing Company Secretaries as the Scrutinizer for the remote e-voting.

The Scrutinizer has submitted his report dated September 13, 2025, on the voting results of the Postal Ballot. As per the Scrutinizer's Report, the Ordinary Resolution contained in the Notice of Postal Ballot has been approved by the Members with more than the requisite majority and it was declared to have been passed on September 13, 2025 (the last day of remote e-voting).

In this regard, please find enclosed the following:

- e-voting results pursuant to Regulation 44(3) of the Listing Regulations - **Annexure A**
- the Scrutinizer's Report dated September 13, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B**.

The Voting Results along with the Scrutinizer's Report is available on the Company's website at <https://www.thephoenixmills.com/investors/FY2026/Postal-Ballot> and the MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.



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

This is for your information and records.

Thanking you,

Yours' faithfully,

For The Phoenix Mills Limited

Bhavik Gala

Company Secretary

Membership No. F8671

Annexure A

Voting Results of Postal Ballot (Remote e-voting)

Date of Notice of Postal Ballot	July 24, 2025 (Remote e-voting start date- August 15, 2025 from 09:00 a.m. IST Remote e-voting end date- September 13, 2025 at 05:00 p.m. IST)
Total number of shareholders on record date i.e. as of cut-off date: August 08, 2025	90,192
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	NA
Public	NA
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	NA
Public	NA

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Resolution Required :Ordinary			1 - Approval of the arrangement for Canada Pension Plan Investment Board ('CPP Investments') to exit from the Company's material subsidiary, Island Star Mall Developers Private Limited ('ISMDPL').						
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	168968974	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	174645086	154374246	88.3931	152182834	2191412	98.5805	1.4195	3638218
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		154374246	88.3931	152182834	2191412	98.5805	1.4195	3638218
Public Non Institutions	E-Voting	13941904	837545	6.0074	834524	3021	99.6393	0.3607	300118
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		837545	6.0074	834524	3021	99.6393	0.3607	300118
Total		357555964	155211791	43.4091	153017358	2194433	98.5862	1.4138	3938336

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 13, 2025

Annexure B

The Chairman

The Phoenix Mills Limited

462, Senapati Bapat Marg,

Lower Parel, Mumbai - 400013

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

The Phoenix Mills Limited ('the Company') vide resolution passed by its Board of Directors at their Meeting held on July 24, 2025 appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of Rathi & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated July 24, 2025 is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 (**'the Act'**) read with the Companies (Management and Administration) Rules, 2014 (**'the Rules of Chapter VII'**) and other applicable provisions of the Act, Secretarial Standards on General Meeting (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs along with such other applicable circulars and other laws and regulations.

As required under Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the notice of Postal Ballot dated July 24, 2025 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the Members through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and Rules made thereunder on the following resolution:

Resolution No. 1 as an Ordinary Resolution for approval of the arrangement for Canada Pension Plan Investment Board ('CPP Investments') to exit from the Company's material subsidiary, Island Star Mall Developers Private Limited ('ISMDPL').

The Company had availed the electronic voting platform of MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*) for providing remote e-voting facility to vote on the proposed resolution as proposed in Postal Ballot Notice dated July 24, 2025, to the Members of the Company who have registered their e-mail address with the Company or with their Depository Participants and whose names appeared in the Register of Members on Friday, August 08, 2025 being the cut-off date.

The Members were required to cast their votes electronically through remote e-voting during the voting period which commenced from Friday, August 15, 2025 at 09:00 a.m. (IST) and ended on Saturday, September 13, 2025 at 05:00 p.m. (IST). Accordingly, the votes casted upto 05:00 p.m. (IST) on Saturday, September 13, 2025, have been considered for my scrutiny.

A summary of voting through remote e-voting along with the pattern of voting is as per **Annexure-I** annexed to this Report.

The results of the voting by the Members through remote e-voting in respect of the above-mentioned resolution may accordingly be declared by the Chairman or the Company Secretary who has been so authorized by the Chairman in writing and who has also countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES,**
COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
MEM. NO.: F5171
COP. NO.: 3030
UDIN: F005171G001244631
P. R. CERT. NO.: 6391/2025

COUNTERSIGNED BY
For THE PHOENIX MILLS LIMITED

BHAVIK GALA
COMPANY SECRETARY
MEM. NO.: F8671

Annexure-I

Resolution No. 1 as an Ordinary Resolution for approval of the arrangement for Canada Pension Plan Investment Board ('CPP Investments') to exit from the Company's material subsidiary, Island Star Mall Developers Private Limited ('ISMDPL'):

Sr. No.	Particulars		Resolution 1	
			No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received		939	15,91,50,127
b.	Less: Invalid Remote e-voting confirmations		32	39,38,336
c.	Net Valid Remote e-voting confirmations		907	15,52,11,791
	(i)	Remote e-voting confirmations with assent for the Resolution	871	15,30,17,358
		% of Assent out of the Valid votes casted	98.59	
	(ii)	Remote e-voting confirmations with dissent for the Resolution	36	21,94,433
		% of Dissent out of the Valid votes casted	1.41	