

Date: May 25, 2015

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037/39/41/61

The Listing Department,
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.
Fax: 022-26598237/38

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub: Declaration of results of Postal Ballot/E-voting on resolutions set out in notice of Postal Ballot dated 16th April, 2015

This is with reference to the captioned subject and the Postal Ballot Notice dated April 16, 2015. In this regard, kindly note that Mr. Himanshu S. Kamdar, Partner of M/s. Rathil & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. The Scrutinizer has submitted his report on the E-voting and the physical ballot, a copy of which is attached hereto. In terms of Clause 35A of the Listing Agreement, the result of the Postal ballot/E-voting is detailed below in the prescribed format:

Date of Declaration of result of Postal Ballot/E-voting	May 25, 2015
Total Number of Shareholders as on April 17, 2015 (Cut-off date for reckoning the voting rights of the shareholders)	6403
Resolutions required	(Special Resolution (for both the agenda items))
Mode of Voting	Postal Ballot/E-voting
Details of Agenda	1. Re-appointment of Mr. Ashokkumar Ruia as Chairman and Managing Director of the Company. 2. Re-appointment of Mr. Atul Ruia as Joint Managing Director of the Company.





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

Details of Voting are as under:

Special Resolution No. 1: Re-appointment of Mr. Ashokkumar Ruia as Chairman and Managing Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outsta- nding 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 again st on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	95569963	95569963	100	95569963	0	100	0
Public - Institutional holders	41190386	26171293	63.54	25423584	747709	97.14	2.86
Public- Others	8196346	49028	0.60	48018	1010	98	2.06
Total	144956695	121790284	84.02	121041565	748719	99.39	0.61

Special Resolution No. 2: Re-appointment of Mr. Atul Ruia as Chairman and Managing Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outsta- nding 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 again st on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter	95569963	95569963	100	95569963	0	100	0





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CIN No. : L17100MH1905PLC000200

Group							
Public – Institutional holders	41190386	26171293	63.54	26171293	0	100	0
Public- Others	8196346	63023	0.77	62010	1013	98.40	1.61
Total	144956695	121804279	84.03	121803266	1013	100	0

Since votes casted in favour of both the resolutions are above 99% of the total votes polled, the special resolutions as mentioned in the notice of Postal Ballot/E-voting dated April 16, 2015 have been passed with overwhelming majority.

The above results were announced by the Chairman and Managing Director today, i.e. on 25th May, 2015 at the Registered Office of the Company. Copy of Chairman's declaration is also attached hereto.

Kindly take the above information on record.

For Phoenix Mills Limited



Puja Tandon
Company Secretary



Encl: a/a

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

25th May, 2015

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 Companies (Management and Administration) Rules, 2014.

Phoenix Mills Limited ("the Company") has vide resolution passed by its Board of Directors at its meeting held on 15th April, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice along with explanatory statement under Section 102 of the Companies Act, 2013, was sent to the Shareholders by Registered Post and / or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the Resolutions as mentioned below:

1. To re-appoint Mr. Ashokkumar Ruia as Chairman and Managing Director of the Company.
2. To re-appoint Mr. Atul Ruia as Joint Managing Director of the Company.

The Company also availed the e-Voting facility offered by Central Depository Services Limited (CDSL) for providing e-Voting facility to the members of the Company as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 6.00 p.m. on 23rd May, 2015 or cast their votes online on the basis of password provided to them by CSDL. Accordingly, the Postal Ballot Forms



received and e-votes casted upto 6.00 p.m. on 23rd May, 2015 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

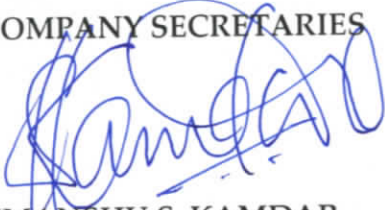
Based on the above, all the Special Resolutions as set out in the Notice are passed with requisite majority.

The results of the voting by members through Postal Ballots and E-Voting 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 Postal Ballot Forms and e-Voting confirmations received is given below:

SPECIAL RESOLUTIONS

Resolution 1:

Sr. No.	Particulars		Resolution 1	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		84	61939
b.	e-Voting Confirmations received		75	121744771
	Total		159	121806710
c.	Less: Invalid Ballot / e-Voting confirmations		12	16426
d.	Net Valid Physical Ballot Forms / e-Voting		147	121790284
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	136	121041565
		% of Assent	-	99.39
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	11	748719
		% of Dissent	-	0.61

Resolution No. 2:

Sr. No.	Particulars		Resolution 2	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		84	61939
b.	e-Voting Confirmations received		75	121744771
	Total		159	121806710
c.	Less: Invalid Ballot / e-Voting confirmations		11	2431
d.	Net Valid Physical Ballot Forms / e-Voting		148	121804279
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	142	121803266
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	6	1013
		% of Dissent	-	0.00



Declaration of results of Postal Ballot/E-voting

Pursuant to Section 110 of Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), members' approval was sought through Postal Ballot/E-voting, for resolutions contained in the Postal Ballot Notice dated April 16, 2015. The dispatch of Postal Ballot Notice containing the Resolutions together with the statement to be annexed to the Postal Ballot Notice to all shareholders was completed on April 24, 2015 and the last date for E-voting and receipt of Postal Ballot forms duly completed from the shareholders was May 23, 2015 (upto 6:00 P.M).

Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The Scrutinizer has submitted his report on the Postal Ballot and E-voting, the results of which are as follows:

Resolution No. 1 – Special Resolution

Re-appointment of Mr. Ashokkumar Ruia as Chairman and Managing Director of the Company, approved by the members with requisite majority;

Resolution No. 2 – Special Resolution

Re-appointment of Mr. Atul Ruia as Joint Managing Director of the Company, approved by the members with requisite majority

A summary of Postal Ballot Form (PBF) received/ Votes Cast through e-Voting is attached as an annexure

I hereby declare that the above resolutions have been passed with requisite majority.

For The Phoenix Mills Limited



Ashokkumar Ruia
Chairman and Managing Director

Date: May 25, 2015

Place: Mumbai

Annexure

A summary of Postal Ballot Form (PBF) received/ Votes Cast through e-Voting is as under:

For Resolution 1 & 2

Sr. No.	Particulars	Resolution 1		Resolution 2	
		No. of PBF / e-Voting	No. of Shares voted	No. of PBF / e-Voting	No. of Shares voted
a.	Postal Ballot Forms received	84	61939	84	61939
b.	e-Voting Confirmations	75	121744771	75	121744771
	Total	159	121806710	159	121806710
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	12	16426	11	2431
d.	Net Valid Postal Ballot Forms / e-Voting for the Resolution	147	121790284	148	121804279
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	136	121041565	142	121803266
	% of Assent	99.39		100.00	
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	11	748719	6	1013
	% of Dissent	0.61		0.00	

