



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 August 26, 2014, pursuant to Clause 35A of the Listing Agreement

Date of AGM	August 26, 2014
Total No. of Shareholders as on record date. (Book Closure from August 19, 2014 to August 26, 2014)	8267
No. of shareholders present in the meeting either in person or through proxy.	
a) Promoter and Promoter Group	14
b) Public	89
No. of Shareholders attended the meeting through Video Conferencing.	
a) Promoter and Promoter Group	None
b) Public	None





THE PHOENIX MILLS LIMITED

RESOLUTION NO: 1

Details of the Agenda:		To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 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	No. of votes polled	% of Votes Polled on outstandin g 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	95569963	95569963	100	95569963	Nil	100	0.00
Public - Institutional holders	39232161	15648793	39.89	15648793	Nil	100	0.00
Public-Others	10043321	20585	0.20	20585	Nil	100	0.00
Total	144845445	111239341	76.80	111239341	Nil	100%	0.00



RESOLUTION NO: 2

Details of the Agenda:		To declare Dividend on Equity Shares for the year ended 31st March, 2014					
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	95569963	95569963	100	95569963	Nil	100	0.00
Public Institutional holders	39232161	15971321	40.71	15971321	Nil	100	0.00
Public-Others	10043321	20585	0.20	20585	Nil	100	0.00
Total	144845445	111561869	77.02	111561869	Nil	100	0.00





THE PHOENIX MILLS LIMITED

RESOLUTION NO: 3

Details of the Agenda:		To appoint a Director in place of Mr. Pradumna Kanodia, 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 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	95569963	95569963	100	95569963	Nil	100	0
Public Institutional holders	39232161	15971321	40.71	13923948	2047373	87.18	12.82
Public-Others	10043321	20585	0.20	20585	Nil	100	0
Total	144845445	111561869	77.02	109514496	2047373	98.16	1.84



RESOLUTION NO: 4

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/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polle d on outst andin g share s (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)]*100	% of Votes agains t on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	95569963	95569963	100	95569963	Nil	100	0
Public - Institutional holders	39232161	15971321	40.71	6416936	9554385	40.18	59.82
Public-Others	10043321	20585	0.20	20585	Nil	100	0
Total	144845445	111561869	77.02	102007484	9554385	91.44	8.56





THE PHOENIX MILLS LIMITED

RESOLUTION NO: 5

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/Publ ic	No. of shares held	No. of votes polled	% of Votes Polle d on outst andin g share s	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	95569963	95569963	100	95569963	Nil	100	0
Public Institutional holders	39232161	15054693	38.37	15035493	19200	99.87	0.13
Public-Others	10043321	20585	0.20	20584	1	100	0
Total	144845445	110645241	76.39	110626040	19201	99.98	0.02



RESOLUTION NO: 6

Details of the Agenda:		To appoint Mr. Amit Dalal 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/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polle d on outst andin g share s (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)]*10 0
Promoter and Promoter Group	95569963	95569963	100	95569963	Nil	100	0
Public Institutional holders	39232161	15971321	40.71	15971321	Nil	100	0
Public-Others	10043321	20585	0.20	20585	Nil	100	0
Total	144845445	111561869	77.07	111561869	Nil	100	0



RESOLUTION NO: 7

Details of the Agenda:		To appoint Mr. Sivaramakrishnan Iyer 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/Pu bl ic	No. of shares held	No. of votes polled	% of Votes Polle d on outst andin g share s	No. of Votes - in favour	No. of Votes - against	% of Votes in favou r on votes polle d	% of Votes again st on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	95569963	95569963	100	95569963	Nil	100	0
Public Institutional holders	39232161	15971321	40.71	4962590	11008731	31.07	68.93
Public-Others	10043321	20585	0.20	20184	401	98.05	1.95
Total	144845445	111561869	77.02	100552737	11009132	90.13	9.87



RESOLUTION NO: 8

Details of the Agenda:		To appoint Mr. Suhail Nathani 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/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polle d on outst andin g share s (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)]*10 0	% of Vote s agai nst on vote s polle d (7)=[(5)/(2)]* 100
Promoter and Promoter Group	95569963	95569963	100	95569963	Nil	100	0
Public - Institutional holders	39232161	15971321	40.71	4962590	11008731	31.07	68.9 3
Public-Others	10043321	20585	0.20	20184	401	98.05	1.95
Total	144845445	111561869	77.02	100552737	11009132	90.13	9.87



RESOLUTION NO: 9

Details of the Agenda:		To appoint Mr. Amit Dabriwala 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/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polle d on outst andin g share s (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)]*10 0
Promoter and Promoter Group	95569963	95569963	100	95569963	Nil	100	0
Public Institutional holders	39232161	15971321	40.71	15971321	Nil	100	0
Public-Others	10043321	20585	0.20	20185	400	98.06	1.94
Total	144845445	111561869	77.02	111561469	400	100	0



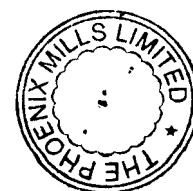
RESOLUTION NO: 10

Details of the Agenda:		To authorize the Board of Directors of the Company to borrow monies in excess of paid up capital and free reserves of the Company in terms of section 180(1)(c) of the Companies Act, 2013.					
Resolution Required (Ordinary or Special)		Special 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	95569963	95569963	100	95569963	Nil	100	0
Public – Institutional holders	39232161	15971321	40.71	15971321	Nil	100	0
Public-Others	10043321	20585	0.20	20585	Nil	100	0
Total	144845445	111561869	77.02	111561869	Nil	100	0



RESOLUTION NO: 11

Details of the Agenda:		To authorize the Board of Directors of the Company to create security in excess of paid up capital and free reserves of the Company in terms of section 180(1)(a) of the Companies Act, 2013.					
Resolution Required (Ordinary or Special)		Special 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	95569963	95569963	100	95569963	Nil	100	0
Public - Institutional holders	39232161	15971321	40.71	15971321	Nil	100	0
Public-Others	10043321	20185	0.20	20185	Nil	100	0
Total	144845445	111561469	77.02	111561469	Nil	100	0

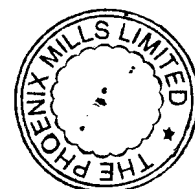




THE PHOENIX MILLS LIMITED

RESOLUTION NO: 12

Details of the Agenda:		To re-appoint Mr. Kiran Gandhi as the Whole-Time Director of the Company for a period of two years.					
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/Publ ic	No. of shares held	No. of votes polled	% of Votes Polle d on outst andin g share s	No. of Votes – in favour	No. of Votes – against	% of Votes in favou r on votes polle d	% of Votes again st on votes polle d
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	95569963	95569963	100	95569963	Nil	100	0
Public – Institutional holders	39232161	8567709	21.84	6318302	2249407	73.75	26.25
Public-Others	10043321	20585	0.20	20584	1	100	0
Total	144845445	104158257	71.91	101908849	2249408	97.84	2.16



W. J. J. J.

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

27th August, 2014

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

Dear Sir,

Sub: Scrutinizer's Report on the voting process conducted for the 109th Annual General Meeting of Equity Shareholders of The Phoenix Mills Limited held on 26th August, 2014:

The Phoenix Mills Limited ("the Company"), has vide resolution of its Board of Directors dated 28th May, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 28th May, 2014, be carried out in the 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 and the applicable provisions of the Listing Agreement, relating to e-voting and ballot voting on the resolutions contained in the Notice to the 109th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through ballot 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 was sent to the Shareholders by Speed Post and through e-mail, for seeking approval of members on following resolutions:

- (a) Resolution No. 1 as an Ordinary Resolution for adoption of Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.
- (b) Resolution No. 2 as an Ordinary Resolution to declare dividend of ₹ 2.20/- per share on Equity Shares of the Company for the year ended 31st March, 2014.
- (c) Resolution No. 3 as an Ordinary Resolution to appoint a Director in place of Mr. Pradumna Kanodia, (holding DIN 01602690), who retires by rotation and being eligible, has offered himself for reappointment.
- (d) Resolution No. 4 as an Ordinary Resolution to appoint a Director in place of Mr. Shishir Shrivastava, (holding DIN 01266095), who retires by rotation and being eligible, has offered himself for reappointment.
- (e) Resolution No. 5 as an Ordinary Resolution for appointment of M/s A. M. Ghelani & Company, Chartered Accountants, (Firm Registration No. 103173W) and M/s Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as the Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorized the Board to fix their remuneration.
- (f) Resolution No. 6 as an Ordinary Resolution for appointment of Mr. Amit Dalal (DIN: 00297603), as an Independent Director to hold office for a term of five years, upto 31st March, 2019.
- (g) Resolution No. 7 as an Ordinary Resolution for appointment of Mr. Sivaramakrishnan Iyer (DIN: 00503487), as an Independent Director to hold office for a term of five years, upto 31st March, 2019.
- (h) Resolution No. 8 as an Ordinary Resolution for appointment of Mr. Suhail Nathani (DIN 01089938), as an Independent Director to hold office for a term of five years, upto 31st March, 2019.



- (i) Resolution No. 9 as an Ordinary Resolution for appointment of Mr. Amit Dabriwala (DIN: 00164763), as an Independent Director to hold office for a term of five years, upto 31st March, 2019.
- (j) Resolution No. 10 as a Special Resolution for authorizing the Board of Directors of the Company to borrow fund(s) which may exceed aggregate of the Company's paid-up share capital and free reserves but not exceeding ₹ 1,250 Crores at any time pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013.
- (k) Resolution No. 11 as a Special Resolution authorizing the Board of Directors of the Company to pledge, mortgage and/or hypothecate movable and/or immovable assets of the Company for securing the borrowings from time to time upto a limit of ₹ 1,250 Crores pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.
- (l) Resolution No. 12 as an Ordinary Resolution for appointment of Mr. Kiran Gandhi (DIN: 00339111) as the Whole-Time Director, to hold office for a term of two years, w.e.f. April 22, 2014.

The Company provided the e-Voting facility offered by NSDL to cast votes on aforesaid resolutions through e-Voting by the members of the Company. The Company had also sent Ballot Forms with the Annual Report to all the Shareholders, pursuant to the provisions of Clause 35B of the Listing Agreement, to enable them to vote through postal ballot.

E-voting facilities were made available to shareholders of the Company to exercise their voting rights from 9.30 a.m. of Wednesday, 20th August, 2014 upto 6.00 p.m. of Friday, 22nd August, 2014. Accordingly, e-votes casted upto 6.00 p.m. of 22nd August, 2014 have been considered for my scrutiny. The ballots (through post) received upto 6.00 p.m. of 22nd August, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the 109th Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

A summary of the votes cast by shareholders through e-Voting and physical ballot (including ballots received through post) at the Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

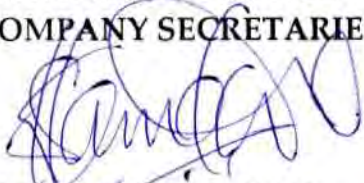


The results of the voting by members through e-Voting and physical ballots at the 109th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

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 Physical Ballot (including ballots received through post) and e-Voting confirmations received for each of the resolutions is given below:

For Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	44	110047728
	Total	79	111239341
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	79	111239341
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	79	111239341
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00

For Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	85	111561869
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



For Resolution 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	75	109514496
	% of Assent	-	98.16
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	10	2047373
	% of Dissent	-	1.84

For Resolution 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	75	102007484
	% of Assent	-	91.44
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	10	9554385
	% of Dissent	-	8.56



For Resolution 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	45	109453628
	Total	80	110645241
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	80	110645241
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	76	110626040
	% of Assent	-	99.98
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	4	19201
	% of Dissent	-	0.02

For Resolution 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	85	111561869
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



For Resolution 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	61	100552737
	% of Assent	-	90.13
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	24	11009132
	% of Dissent	-	9.87

For Resolution 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	61	100552737
	% of Assent	-	90.13
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	24	11009132
	% of Dissent	-	9.87



For Resolution 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	84	111561469
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	400
	% of Dissent	-	0.00

For Resolution 10:

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	50	110370256
	Total	85	111561869
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	85	111561869
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	85	111561869
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



For Resolution 11:

Sr. No.	Particulars	Resolution 11	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	35	1191613
b.	e-Voting Confirmations received	49	110369856
	Total	84	111561469
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	84	111561469
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	84	111561469
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00

For Resolution 12:

Sr. No.	Particulars	Resolution 12	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	34	919776
b.	e-Voting Confirmations received	45	103238481
	Total	79	104158257
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	79	104158257
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	64	101908849
	% of Assent	-	97.84
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	15	2249408
	% of Dissent	-	2.16



Declaration of results of E-voting / Ballot Forms voting in respect of 109th Annual General Meeting of The Phoenix Mills Limited held on August 26, 2014

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 109th AGM of the Company was convened and held on August 26, 2014 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 May 28, 2014.

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 109th Annual General Meeting (AGM) dated May 28, 2014 dispatched on July 28-29, 2014.

Members voting through e-voting / Ballot forms till August 22, 2014 (upto 6.00 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 August 26, 2014, i.e. the day of the 109th 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 109th AGM of the Company.

Based on the Scrutinizer's Report dated August 27, 2014, ***I hereby declare that all the 12 (Twelve) resolutions, as set out in the Notice of the 109th AGM of the Company held on August 26, 2014, have been duly passed with requisite majority,*** the details of which are specified herein below:

sd/ 

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Adoption of financial statement for the year ended March 31, 2014	100%	0.00%	Ordinary Resolution
2.	Approval of dividend on equity shares	100%	0.00%	Ordinary Resolution
3.	To appoint a Director in place of Mr. Pradumna Kanodia, who retires by rotation and being eligible, has offered himself for re-appointment.	98.16%	1.84%	Ordinary Resolution
4.	To appoint a Director in place of Mr. Shishir Shrivastava, who retires by rotation and being eligible, has offered himself for re-appointment	91.44%	8.56%	Ordinary Resolution
5.	Appointment of M/s. A.M. Ghelani & Company, Chartered Accountants and M/s. Chaturvedi & Shah, Chartered Accountants as Auditors	99.98%	0.02%	Ordinary Resolution
6.	Appointment of Mr. Amit Dalal as an Independent Director	100.0%	0.00%	Ordinary Resolution
7.	Appointment of Mr. Sivaramakrishnan Iyer as an Independent Director	90.13%	9.87%	Ordinary Resolution
8.	Appointment of Mr. Suhail Nathani as an Independent Director	90.13%	9.87%	Ordinary Resolution
9.	Appointment of Mr. Amit Dabriwala as an Independent Director	100%	0.00%	Ordinary Resolution
10.	Power to Borrow monies in excess of paid up capital and free reserves of the Company in terms of section 180(1)(c) of the Companies Act, 2013	100%	0.00%	Special Resolution
11.	Power to create security in excess of paid up capital and free reserves of the Company in terms of section 180(1)(a) of the Companies Act, 2013	100%	0.00%	Special Resolution
12.	Re-appointment of Mr. Kiran Gandhi as the Whole-Time Director of the Company for a period of two years	97.84%	2.16%	Ordinary Resolution

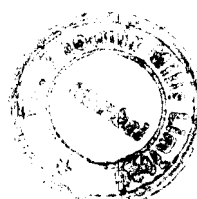
The Scrutinizer's Report on the voting process conducted for the 109th AGM is annexed herewith.

For The Phoenix Mills Limited

Date: August 27, 2014

Place: Mumbai

Enclosure: Scrutinizer's Report




Ashokkumar Ruia
Chairman