



THE PHOENIX MILLS LIMITED

Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Flr.,
R.R. Hosliery. Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax: (022) 3001 6601 www.thephoenixmills.com

August 21, 2013

**The Corporate Relationship Department
Bombay Stock Exchange 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, 022-66418124/25**

**Scrip Code: 503100
ISIN Code : INE211B01039
NSE SYMBOL: PHOENIXLTD**

Dear Sir(s),

Sub.: Compliance Pursuant to Clause 35A of the Listing Agreement.

Pursuant to Clause 35A of the Listing agreement, we enclose vide Annexure the voting results of the Annual General Meeting of the Company held on August 21, 2013 in the format prescribed.

This is for your information and records only.

Thanking you,

**Regards,
for The Phoenix Mills Limited**

Sonia Gaur
**Sonia Gaur
Company Secretary**



Encl.: as above



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Voting Results for the Annual General Meeting held on August 21, 2013.

Date of AGM	August 21, 2013
Total No. of Shareholders as on record date. (Book Closure from August 14, 2013 to August 21, 2013)	8519
No. of shareholders present in the meeting either in person or through proxy.	
a) Promoter and Promoter Group	13
b) Public	129
No. of Shareholders attended the meeting through Video Conferencing.	
a) Promoter and Promoter Group	None
b) Public	None

(Agenda wise)

Item No.	Details of the Agenda	Type of Resolution Required (Ordinary/ Special)	Mode of Voting: (Show of hands/poll /postal ballot/ E-voting)	Result of Voting	
				Favour	Against
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2013 and Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Show of hands	Passed Unanimously	Nil





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2	To declare Dividend on Equity Shares for the year ended March 31, 2013.	Ordinary Resolution	Show hands of	Passed Unanimously	Nil
3	To appoint a Director in place of Mr. Amit Dabhiwala, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Show hands of	Passed Unanimously	Nil
4	To appoint a Director in place of Mr. Suhail Nathani, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Show hands of	Passed Unanimously	Nil
5	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.	Ordinary Resolution	Show hands of	Passed Unanimously	Nil
6	To appoint Mr. Gautam Nayak as Director of the Company.	Ordinary Resolution	Show hands of	Passed Unanimously	Nil
7	To raise funds to the tune of Rs. 1000 Crores in one or more tranches through a public issues or on a private placement basis or QIP or preferential issue or any other kind of public issue or private placement as may be permitted under applicable law from time to time.	Special Resolution	Show hands of	Passed Unanimously	Nil





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In case of Poll/Postal ballot/E-voting: N.A.

Promoter/Public	No. of share s held	No. of votes polled	% of Votes Polled on outstandi ng 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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public Institutional holders	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Others	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

The Company has passed all its resolutions unanimously by show of hands.

Please take the same on record.

Thanking you,

Regards,
for The Phoenix Mills Limited


Sonia Gaur
Company Secretary

