



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

May 14, 2015

To
The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

The Listing Department,
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub: Notice of Postal Ballot

Dear Sir(s),

This is further to our letter dated May 11, 2015. Pursuant to Clause 31 of the Listing Agreement, we are enclosing herewith, the Postal Ballot Notice dated May 11, 2015 along with the Postal Ballot Form being sent to the shareholders to transact the businesses as set out in the aforesaid notice through Postal Ballot/E-voting.

E-voting period commences on Friday, May 15, 2015 [9:00 A.M. (IST)] and ends on Saturday, June 13, 2015 [06:00 P.M. (IST)]. Last date for receipt of the physical Postal Ballot Forms from the shareholders indicating their assent or dissent to the resolutions contained in the said notice is June 13, 2015 till 06:00 P.M (IST).

Result of the Postal Ballot/E-voting will be announced on or before Wednesday, June 17, 2015.

6 copies of the Postal Ballot Notice is being sent through courier separately.

Kindly take the above information on record.

Thanking you,

Regards,
For The Phoenix Mills Limited


Company Secretary





THE PHOENIX MILLS LIMITED

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
 CIN: L17100MH1905PLC000200 Phone: +91 22 24964307, Fax: +91 22 24938388
 E-mail: info@thephoenixmills.com Website: www.thephoenixmills.com

Notice of Postal Ballot/Electronic Voting

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and regulations, The Phoenix Mills Limited (the 'Company') seeks your approval through Postal Ballot/E-voting to transact the item of special business contained in the resolution appended below. The proposed resolution along with the explanatory statement under Section 102 (1) of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the "Form") for your consideration and approval.

Proposed Resolution No. 1

Special Business

1. To consider and approve issue of further securities on private placement basis:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 23, 42, 62 and other related and applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s) thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('SEBI Regulations') and the provisions of the Foreign Exchange Management Act, 1999 ('FEMA'), and the rules and regulations made thereunder, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India ('GOI'), the Reserve Bank of India ('RBI'), the Foreign Investment Promotion Board ('FIPB'), the Securities and Exchange Board of India ('SEBI') including regulation for Qualified Institutions Placement ('QIP') contained in Chapter VIII of SEBI Regulations, the stock exchanges where the equity shares of the Company ('Equity Shares') are listed ('Stock Exchange') and any other appropriate authorities, institutions or bodies, as may be applicable in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with each of the Stock Exchanges ('Listing Agreements'), and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, and in accordance with the approvals, consents, permissions and sanctions, as required from third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors (hereinafter referred to as the 'Board' which shall be deemed to include a duly constituted committee thereof), the consent of the shareholders be and is hereby accorded to permit the Board, in its absolute discretion, to create, offer, issue and allot from time to time, on private placement basis, in one or more tranches, in the course of one or more domestic and/or international offerings in one or more foreign markets or domestic markets to one or more eligible investors, whether or not they are members of the Company or are residents or non-residents of India, including but not limited to Qualified Institutional Buyers ('QIBs') as defined under the SEBI Regulations through a Qualified Institutions Placement within the meaning of Chapter VIII of the SEBI Regulations or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, pension funds, and/or any other categories of investors; Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants, or by way of an issuance of equity shares or Global Depository Receipts ('GDRs') or Foreign Currency Convertible Bonds ('FCCBs') or through preferential issue of securities, whether or not to be listed on any Stock Exchange in India or overseas, to eligible investors including Foreign Institutions, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds or individuals, whether Rupee denominated or denominated in any foreign currency (such securities, 'Specified Securities'), up to such number of equity shares of face value of Rs.2/- only ('Equity Shares') each for an aggregate amount not exceeding Rs. 10,000 million (Rupees Ten Thousand Million only) (including premium) at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of issue, at its absolute discretion without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations/guidelines in force.

Resolved further that in the event of a QIP or issuance of GDRs, FCCBs, etc. as mentioned hereinabove, the relevant date ("Relevant Date") for the purpose of the pricing of the Specified Securities to be allotted, if any, shall mean, in case of allotment of Equity Shares, the date of the meeting in which the Board or the Committee decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or the Committee decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as provided under applicable law, or such other time as may be prescribed by applicable law from time to time.

Resolved further that in the event of a QIP, in accordance with Regulations 86(1)(a) of the SEBI Regulations, a minimum of 10% of the Specified Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

Resolved further that in case of a QIP, in terms of the provisions of the SEBI Regulations, the Board may at its absolute discretion issue Equity Shares (including upon conversion of the Specified Securities) at a discount of not more than five percent or such other discount as may be permitted under the applicable Regulations to the floor price as determined in terms of the SEBI Regulations and as may be amended from time to time.

Resolved further that the issue of Specified Securities shall be subject to the following terms and conditions:

- (i) The Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable securities that may be issued as aforesaid shall rank pari-passu with the then existing Equity Shares in all respects including dividend;
- (ii) The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as Bonus Issue, Rights Issue, Stock Split and Consolidation of Share Capital, Merger, De-merger, Transfer of Undertaking, Sale of Division or any such Capital or Corporate Restructuring;
- (iii) The allotment of the Specified Securities, or any combination of Specified Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time at such price being not less than the price determined in accordance with the provisions under Chapter VIII of the SEBI Regulations and as may be amended from time to time and the Specified Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations;
- (iv) In case Specified Securities other than Equity Shares are issued pursuant to a QIP as aforesaid, such securities shall be converted into Equity Shares within sixty months from the date of allotment; and
- (v) In the event of a QIP as aforesaid, no subsequent QIP shall be made until the expiry of six months from the date of the prior QIP approved by way of this Special Resolution.

Resolved further that for the purpose of giving effect to any offer, issue or allotment of Specified Securities as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Specified Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

Resolved further that subject to the applicable laws, for the purpose of giving effect to the issuance of Specified Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Specified Securities, including, without limitation to the following:

- (a) decide the date for the opening and closing of the issue of Specified Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Specified Securities are to be issued and allotted, number of Specified Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Specified Securities by the Company;
- (b) finalisation of the allotment of the Specified Securities on the basis of the subscriptions received;
- (c) finalisation of and arrangement for the submission of the preliminary and final offering circulars / prospectus(es) / offer document(s)/placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (d) approval of the preliminary and final offering circulars/placement document/prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Manager(s)/ Underwriter(s)/ Advisor(s), in accordance with all applicable rules, regulations and guidelines;
- (e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the Specified Securities;
- (f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/FCCBs/other Specified Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (g) finalisation of the basis of allotment in the event of over-subscription;
- (h) authorisation to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Specified Securities;
- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consent that may be required in connection with the issue and allotment of the Specified Securities;
- (j) seeking the listing of the Specified Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (k) deciding the pricing and terms of the Specified Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs, as per applicable laws, regulations or guidelines;
- (l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries or demat accounts as may be required in connection with the aforesaid issue;

- (m) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board of Directors, may deem fit and proper in its absolute discretion to be most beneficial to the Company; and
- (n) to affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company, who shall sign the same in token thereof.

Resolved further that the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

Resolved further that without prejudice to the generality of the above, the aforesaid issue of Specified Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Specified Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Specified Securities into equity shares or issue of equity shares during the period of the Specified Securities or terms pertaining to voting rights or option(s) for early redemption of Specified Securities.

Resolved further that the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Specified Securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).

Resolved further that for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Specified Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) and utilization of the issue proceeds as it may, in its absolute discretion deem fit without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company."

Registered Office:
462, Senapati Bapat Marg,
Lower Parel,
Mumbai - 400013

**By order of the Board of Directors of
The Phoenix Mills Limited**

Puja Tandon
Company Secretary
Membership No. A21937

Place: Mumbai
Date: May 11, 2015

Notes

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposed special resolution No. 1 above, is appended herein below along with Postal Ballot Form for your consideration.
2. The Board of Directors of the Company (the 'Board') has appointed Mr. Himanshu S. Kamdar, Company Secretary in Practice, (Membership No. F5171) Partner, M/s. Rathi and Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.
3. Shareholders desirous of exercising their vote by Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, June 13, 2015.
4. We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of sending physical Postal Ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013**Item No. 1**

The Board of Directors of the Company in its meeting held on May 11, 2015 has proposed to raise funds not exceeding Rs. 10,000 million (including premium) by issue of equity shares and/or any other financial instruments convertible into equity on private placement basis, through Qualified Institutions Placement (QIP) under SEBI Regulations and/or through preferential issue of securities and/or through issuance of securities in the Domestic/International markets by way of FCCBs/GDRs etc in one or more tranches and to utilize the net proceeds of the proposed issue towards capital expenditure, working capital requirements, funding growth opportunities including investing in existing and proposed business ventures, reduction of debt, general corporate purposes and for such other purposes as may be permitted by applicable laws, as set out in the resolution under Item No. 1 of the accompanying notice.

As per the provisions of Regulation 85 of Chapter VIII of the SEBI Regulations, issue of Specified Securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date. The Board or the Committee may offer a discount of not more than 5% (Five percent) on the Floor Price calculated for the QIP or such other discount as may be permitted under the SEBI Regulations. The "Relevant Date" for the purpose of Regulation 85 means the date of meeting in which the Board or any Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue.

The proposed special resolution as set out in Item No. 1 is an enabling resolution and therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue including the exact price, proportion and timing of the issue of Specified Securities based on an analysis of the specific requirements. The detailed terms and conditions for the abovementioned issue will be determined by the Board or a committee thereof, in consultation with the advisers, lead managers and such other authority(ies) as may be required to be consulted by the Company considering the prevailing market conditions/practices from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors. The proposed Special Resolution if passed, will have the effect of permitting the Board or a committee thereof, to issue and allot Specified Securities to any investor, who may or may not be an existing member of the Company.

This Special Resolution has a validity period of 12 months, in case of a QIP, before which allotments under the authority of said resolution should be completed.

The Board believes that the proposed offering, if made, will be in the interest of the Company and therefore recommends Special Resolution contained in the accompanying notice under Item No.1 for members' approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are financially or otherwise concerned or interested, in this resolution except to the extent of their shareholding in the Company, if any.

Registered Office:
462, Senapati Bapat Marg,
Lower Parel,
Mumbai - 400013

**By order of the Board of Directors of
The Phoenix Mills Limited**

Puja Tandon
Company Secretary
Membership No. A21937

Place: Mumbai
Date: May 11, 2015

Encl.:

1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope

Notes / Instructions

1. The Postal Ballot Notice is being sent by post/courier/through email (to those shareholders who have registered their e-mail address with the Company or their Depository Participant) to the shareholders whose names appear on the Register of Members / list of beneficial owners as received from the depositories as on the close of business hours on Friday, May 8, 2015 (cut-off date) and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the shareholder(s) / Beneficial Owner(s) as on the same date.
 2. The dispatch of the Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least one English newspaper having nationwide circulation and at least one Marathi newspaper having wide circulation in Maharashtra, where the registered office of the Company is situated, and will also be published on the Company's website www.thephoenixmills.com.
 3. All material documents referred to in the notice and explanatory statement, if any, will be available for inspection at the corporate office of the Company at Shree Laxmi Woollen Mills Estate, 2nd Floor, R.R. Hosiery Building, Off. Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011 during office hours on all working days from the date of dispatch of the Postal Ballot Notice upto the date of declaration of result of Postal Ballot/E-voting.
 4. A member cannot exercise his / her vote by proxy on Postal Ballot. Corporate and institutional shareholders shall be entitled to vote through their authorised representatives with a proof of their authorisation.
 5. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his / her absence, by the next named shareholder.
 6. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide E-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services India Limited ('CDSL') for the purpose of providing E-voting facility. Please note that E-voting is an alternate mode to cast votes and is optional.
 7. Shareholders can opt for only one mode of voting, i.e., either by physical Ballot Voting or E-voting. In case shareholders cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. The instructions for E-voting are given in point no. 16 below.
 8. The Board has appointed Mr. Himanshu S. Kamdar, Company Secretary in Practice, (Membership No. F5171) Partner, M/s. Rathi and Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.
 9. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those shareholders who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For shareholders whose email IDs are not registered, physical copy of the Postal Ballot Notice is being sent along with a postage prepaid self-addressed Business Reply Envelope.
 10. In case a shareholder is desirous of obtaining a printed Postal Ballot Form, he or she may download the Postal Ballot Form from the Company's website at www.thephoenixmills.com or alternatively may send an e-mail to investorrelations@highstreetphoenix.com. The Company or the Registrar and Transfer Agent of the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the shareholder.
 11. Shareholders desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 06:00 P.M. (IST)) on Saturday, June 13, 2015. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered /speed post at the expense of the shareholders will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
 12. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 06:00 P.M. (IST) on Saturday, June 13, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the shareholder.
 13. The Scrutinizer will submit his report to the Chairman after completion of scrutiny of the Postal Ballots and E-voting. The result of the Postal Ballot and E-voting will be announced by the Chairman and Managing Director or any person authorized by him, on or before Wednesday, June 17, 2015 at the Registered Office of the Company.
 14. The aforesaid results along with the Scrutinizer's Report will be communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and will also be displayed at the registered office of the Company and its website at www.thephoenixmills.com and published in the newspapers.
 15. The date of declaration of results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
 16. Voting through electronic means
- I. In case of shareholders receiving the Postal Ballot Form by e-mail:
- i. The E-voting period commences on Friday, May 15, 2015 (9:00 A.M. (IST)) and ends on Saturday, June 13, 2015 (06:00 P.M.(IST)). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, May 8, 2015, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Launch internet browser by typing the URL: www.evotingindia.com
 - iii. Click on 'Shareholders'
 - iv. Enter your Login credentials:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on 'Login'

- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Shareholders holding shares in both, Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on 'Submit' tab.
- ix. Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for 'The Phoenix Mills Limited'.
- xii. On the voting page, you will see 'Resolution Description' and against the same the option 'Yes/No' for voting. Select the option as desired. The option 'Yes' implies that you assent to the Resolution and the option 'No' implies that you dissent to the Resolution.
- xiii. On the voting page enter the number of shares (which represents no. of votes) as on the cut-off date under 'For/Against'.
- xiv. Click on the 'Resolutions File Link' if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Ok', else to change your vote, click on 'Cancel' and accordingly modify your vote.
- xvi. Once you 'Confirm' your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xvii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- xviii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xix. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- xx. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xxi. If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- xxii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- xxiii. They are also required to upload a scanned certified true copy of the board resolution/ authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the system for the Scrutinizer to verify the same. They may also send across a hard copy of the document to the Scrutinizer.
- xxiv. In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. In case of shareholders receiving the Postal Ballot Form by post:

For shareholders whose email IDs are not registered with the Company / depository participant(s) and who receives the physical Postal Ballot Forms, the following instructions may be noted:

- a. The User ID and initial password is provided at the bottom of the Postal Ballot Form.
- b. Please follow all the steps from i. to xxiv. mentioned above to cast your vote successfully.

III. Details of person to be contacted for issues relating to voting through Postal Ballot and E-voting:

Mr. Mangesh Satvilkar
 Investor Relations Officer,
 The Phoenix Mills Limited,
 462, Senapati Bapat Marg,
 Lower Parel, Mumbai - 400 013
 Tel No: 022-30016800
 Fax No. 022-30016818
 Email: evoting@highstreetphoenix.com



THE PHOENIX MILLS LIMITED

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
 CIN: L17100MH1905PLC000200 Phone: +91 22 24964307, Fax: +91 22 24938388
 E-mail: info@thephoenixmills.com Website: www.thephoenixmills.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before exercising your vote)

Serial No.:

1. Name and Address of the Sole/First named Shareholder :
2. Name(s) of the joint holder(s), if any :
3. Registered Folio No./DP ID No./ Client ID No.*
 (*Applicable to Investors holding shares in dematerialized form) :
4. Number of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot / E-voting for the business enumerated below as per the notice of the Postal Ballot dated May 11, 2015 issued by the Company by sending my/our assent or dissent to the said resolution by placing the tick(v) mark at the appropriate box below:-

Sr. No.	Description	No. of Equity Shares	I/We Assent to the Resolution (For)	I/We Dissent to the Resolution (Against)
1.	To consider and approve issue of further securities on private placement basis			

Place:

Date:

Signature of the Shareholder

Email Id: _____

Telephone No.: _____

(will be used for sending all the future official communications from the Company)

EVSN (Electronic Voting Sequence Number)	* Default Pan

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

ADDITIONAL INSTRUCTIONS FOR PHYSICAL BALLOT VOTING

1. A shareholder desiring to exercise his/her/its vote by Postal Ballot may complete the Postal Ballot Form (a photocopy therefore is permitted to be used for the purpose) and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing duly completed and signed Postal Ballot Form, if deposited in person or sent by courier at the expense of the member will also be accepted. Members residing outside India should stamp the Postal Ballot Forms appropriately.
2. The postage pre-paid self-addressed envelope bears the address of the Scrutinizer appointed by the Board of directors of the Company.
3. There will be one Postal Ballot Form for every folio / Id irrespective of number of joint holders.
4. The Postal Ballot shall not be exercised by a Proxy.
5. The votes should be cast either in favor or against by putting tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid.
6. A shareholder need not use all his votes nor cast all his votes in the same manner.
7. Voting will be considered invalid and rejected on the following grounds:
 - a) If the member's signature on the Postal Ballot Form does not tally with the specimen signature registered with the RTA/Company.
 - b) If the member has marked all his shares both in favor and also against the resolution.
 - c) If the Postal Ballot Form is unsigned.
 - d) If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked on one or more of the above grounds.
8. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
9. The Postal Ballot Form should be duly completed and signed by the shareholder. In case of joint shareholding this form should be completed and signed (as per specimen signature registered with the Registrar and Share Transfer Agent (RTA)/Company) by the first named shareholder and in his/her absence, by the next named shareholder. A shareholder may sign the Postal Ballot Form through an Attorney, in which case a copy of the Power of Attorney should be enclosed with the Postal Ballot Form.
10. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authority.
11. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, June 13, 2015. Any Postal Ballot Form received after the aforesaid date will be strictly treated as if the reply from such shareholder(s) has not been received.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope (except the Board Resolution/Authority specified in instruction 10 above) as all envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
13. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in instruction 11 above.
14. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the shareholder(s) / Beneficial Owner(s) as on Friday, May 8, 2015.
15. The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after completion of the scrutiny and the result of the voting of the Postal Ballot/E-voting will be announced on or before Wednesday, June 17, 2015 at the Registered Office of the Company.
16. The date of declaration of the results of Postal Ballot/E-voting shall be taken to be the date of passing of the resolution.