



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

Date: June 15, 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 resolution set out in notice
of Postal Ballot dated May 11, 2015

This is with reference to the captioned subject and the Postal Ballot Notice dated May 11, 2015. In this regard, kindly note that Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & 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	June 15, 2015
Total Number of Shareholders as on May 8, 2015 (Cut-off date for reckoning the voting rights of the shareholders)	6331
Resolution required	Special Resolution
Mode of Voting	Postal Ballot/E-voting
Details of Agenda	To consider and approve issue of further securities on private placement basis.





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Details of Voting are as under:

Special Resolution No. 1: To consider and approve issue of further securities on private placement basis

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	95576483	95576483	100	95576483	0	100	0
Public - Institutional holders	41257653	25660639	62.20	24327602	1333037	94.81	5.19
Public- Others	8122559	72547	0.89	70455	2092	97.12	2.88
Total	144956695	121309669	83.69	119974540	1335129	98.90	1.10

Since votes casted in favour of the resolution are more than 75% of the total votes polled, the special resolution as mentioned in the notice of Postal Ballot/E-voting dated May 11, 2015 have been passed with overwhelming majority.

The above results were announced by the Chairman and Managing Director today, i.e. on June 15, 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

15th June, 2015

The Chairman,
The Phoenix Mills Limited
462, Senapati Bapat Marg,
Lower Parel,
Mumbai-400 013.

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.

The Phoenix Mills Limited ("the Company") has vide resolution passed by its Board of Directors at its meeting held on 11th May, 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 Resolution to consider and approve issue of further securities 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.

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



Annexure

The summary of the Postal Ballot Forms and e-Voting confirmations received is given below:

SPECIAL RESOLUTION

Sr. No.	Particulars	Resolution	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	102	83,095
b.	e-Voting Confirmations received	75	121,261,443
	Total	177	121,344,538
c.	Less: Invalid Ballot / e-Voting confirmations	14	34,869
d.	Net Valid Physical Ballot Forms / e-Voting confirmations	163	121,309,669
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	149	119,974,540
	% of Assent	-	98.90
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	14	1,335,129
	% of Dissent	-	1.10



RATHI & ASSOCIATES
COMPANY SECRETARIES

(Himanshu S. Kamdar)
 C. R. No. 3030

The dispatch of notice of the Postal Ballot was duly completed on 15th May, 2015. The Cut-off date for the purpose of identifying the Members who were entitled to vote through Postal Ballot / e-voting facility on the resolution placed for approval of Members was Friday, 8th May, 2015.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer in a manner such that the same would reach the scrutinizer not later than 6.00 p.m. on 13th June, 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 13th June, 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, the Special Resolution as set out in the Notice is passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolution 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



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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 resolution contained in the Postal Ballot Notice dated May 11, 2015. The dispatch of Postal Ballot Notice containing the Resolution together with the statement to be annexed to the Postal Ballot Notice to all shareholders was completed on May 15, 2015 and the last date for E-voting and receipt of Postal Ballot forms duly completed from the shareholders was June 13, 2015 (up to 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

To consider and approve issue of further securities on Private Placement basis - approved by the members with requisite majority.

A summary of Postal Ballot Forms (PBF) received/ Votes cast through E-voting is attached as an annexure.

I hereby declare that the above resolution has been passed with requisite majority.

For The Phoenix Mills Limited

Ashokkumar Ruia

**Ashokkumar Ruia
Chairman and Managing Director**

**Date: June 15, 2015
Place: Mumbai**





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Annexure

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

For Resolution 1

Sr. No	Particulars	No. of PBF / e-Voting	No. of Shares voted
a.	Postal Ballot Forms received	102	83,095
b.	e-Voting Confirmations	75	121,261,443
	Total	177	121,344,538
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	14	34,869
d.	Net Valid Postal Ballot Forms / e-Voting for the Resolution	163	121,309,669
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	149	119,974,540
	% of Assent		98.90
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	14	13,35,129
	% of Dissent		1.10

