



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

April 23, 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 April 16, 2015. Pursuant to Clause 31 of the Listing Agreement, we are enclosing herewith, the Postal Ballot Notice dated April 16, 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, April 24, 2015 (9:00 A.M. (IST) and ends on Saturday, May 23, 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 May 23, 2015 till 06:00 P.M (IST).

Result of the Postal Ballot/E-voting will be announced on or before Monday, May 25, 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 the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the 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 on the resolutions appended below. The proposed resolutions along with the explanatory statement setting out the material facts concerning each item and the reasons thereof are annexed hereto along with the Postal Ballot Form (the "**Form**") for your consideration and approval.

Resolution No. 1

Re-appointment of Mr. Ashokkumar Ruia as Chairman and Managing Director of the Company

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 Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and such other approvals as may be necessary in this regard, approval of the members be and is hereby accorded for the re-appointment of Mr. Ashokkumar Ruia (DIN: 00086762) as the Chairman and Managing Director of the Company for a period of five years with effect from April 1, 2015 on the following terms:

- Consolidated salary between Rs. 5,00,000/- to Rs. 10,00,000/- per month.
- Perquisites as per the policy of the Company.
- Gratuity as per the rules of the Company.
- Leave encashment as per the policy of the Company.
- Reimbursement of medical expenses actually incurred for himself and his family as per the rules of the Company.
- The Company may pay an annual premium towards the personal accident insurance policy for the benefit of Mr. Ashokkumar Ruia as per the policy of the Company.
- Provision of car for use on Company's business including expenses like fuel, maintenance, etc.
- Free landline telephone facility at residence along with free mobile telephone facility.
- Reimbursement of expenses actually and properly incurred in the course of business of the Company.

Resolved further that during such time as Mr. Ashokkumar Ruia hold and continues to hold office of the Chairman and Managing Director, he shall not be liable to retire by rotation as a Director.

Resolved further that the Board and/ or a duly constituted Committee of the Board be and is hereby authorized to fix, vary and/ or to revise the aforesaid remuneration and/ or other terms of appointment of Mr. Ashokkumar Ruia subject to the limits specified herein and applicable limits specified under Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, or any amendment(s) that may be mutually agreed to between the Board and/ or Committee and Mr. Ashokkumar Ruia.

Resolved further that in the event of absence or inadequacy of net profits in any financial year, the Company shall pay the aforesaid remuneration as per the limits specified in Part II of Schedule V to the Companies Act, 2013 (or any statutory modification(s) or re-enactment(s) thereof) and the same shall be treated as the overall maximum remuneration payable to the said Chairman and Managing Director in accordance with aforesaid Schedule V to the Companies Act, 2013.

Resolved further that the Board and/ or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the resolution.”

Resolution No. 2

Re-appointment of Mr. Atul Ruia as Joint Managing Director of the Company

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 Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act,

2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and such other approvals as may be necessary in this regard, approval of the members be and is hereby accorded for re-appointment of Mr. Atul Ruia (DIN: 00087396) as the Joint Managing Director of the Company for a period of five years with effect from April 1, 2015 on the following terms:

- Consolidated salary between Rs. 5,00,000/- to Rs. 10,00,000/- per month.
- Perquisites as per the policy of the Company.
- Gratuity as per the rules of the Company.
- Leave encashment as per the policy of the Company.
- Reimbursement of medical expenses actually incurred for himself and his family as per the rules of the Company.
- The Company may pay an annual premium towards the personal accident insurance policy for the benefit of Mr. Atul Ruia as per the policy of the Company.
- Provision of car for use on Company's business including expenses like fuel, maintenance, etc.
- Free landline telephone facility at residence along with free mobile telephone facility.
- Reimbursement of expenses actually and properly incurred in the course of business of the Company.

Resolved further that during such time as Mr. Atul Ruia hold and continues to hold office of the Joint Managing Director, he shall be liable to retire by rotation as a Director.

Resolved further that the Board and/or a duly constituted Committee of the Board be and is hereby authorized to fix, vary and/or to revise the aforesaid remuneration and/or other terms of appointment of Mr. Atul Ruia subject to the limits specified herein and applicable limits specified under Section 197 read with Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, or any amendment(s) that may be mutually agreed to between the Board and / or Committee and Mr. Atul Ruia.

Resolved further that in the event of absence or inadequacy of net profits in any financial year, the Company shall pay the aforesaid remuneration as per the limits specified in Part II of Schedule V to the Companies Act, 2013 (or any statutory modification(s) or re-enactment(s) thereof) and the same shall be treated as the overall maximum remuneration payable to the said Joint Managing Director in accordance with aforesaid Schedule V to the Companies Act, 2013.

Resolved further that the Board and/or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the Government and/or other authorities/agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the resolution."

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

Registered Office:

462, Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013

Puja Tandon
Company Secretary
CS Membership Number: A21937
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

Place: Mumbai

Date: April 16, 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 resolutions No. 1 and 2 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. 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, 23rd day of May 2015.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Mr. Ashokkumar Ruia has vast experience in managing the Company's affairs over the years and is actively involved in mentoring the leadership team in various aspects of the Company's expansion plans. Under his able leadership, the Company has made a steady growth and strengthened its financial position as evidenced in the financial results. Considering his rich experience and immense knowledge of the affairs of the Company, the management needs his continuous guidance and mentoring. The term of office of Mr. Ashokkumar Ruia as the Chairman and Managing Director expired on March 31, 2015. In the interest of the Company and as per the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of directors in its meeting held on February 13, 2015 have re-appointed Mr. Ashokkumar Ruia as the Chairman and Managing Director of the Company w.e.f. April 1, 2015 for a further term of 5 years on the terms and conditions as mentioned in the Resolution. Special resolution of the shareholders is required to be passed under section 196 since he has attained the age of 70 years. He will not be entitled to any sitting fees for attending meetings of the Board of directors or any Committee thereof.

The Board of directors or any Committee thereof shall be authorized to vary and alter the terms and conditions of the said appointment and to increase, augment and/or vary the remuneration to be paid and provided from time to time to Mr. Ashokkumar Ruia.

Brief profile of Mr. Ashokkumar Ruia in terms of Clause 49(VIII)(E) of the Listing Agreement is given as Annexure I to this Notice.

Mr. Ashokkumar Ruia is directly concerned and interested in this resolution, as it relates to the terms of his appointment and remuneration. None of the other directors, key managerial personnel of the Company and their relatives are financially or otherwise concerned or interested in the resolution except Mr. Atul Ruia who is a relative of Mr. Ashokkumar Ruia and Joint Managing Director of the Company.

Given his expertise, knowledge and experience, the Board considers the re-appointment of Mr. Ashokkumar Ruia as Chairman and Managing Director to be in the best interest of the Company and recommends the resolution as set out in the accompanying notice for approval of the shareholders through Postal Ballot as a Special Resolution.

Item No. 2

Mr. Atul Ruia is the key visionary, pioneer and force behind the development of High Street Phoenix, Mumbai's first retail-led mixed use destination. Considering his immense contribution to the growth of the Company, the management requires his sustained guidance and leadership to implement the Company's growth plans in future. The term of office of Mr. Atul Ruia as the Joint Managing Director expired on March 31, 2015. In the interest of the Company and as per the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of directors in its meeting held on February 13, 2015 has re-appointed Mr. Atul Ruia as the Joint Managing Director of the Company w.e.f. April 1, 2015 for a further term of 5 years on the terms and conditions as mentioned in the Resolution. He will not be entitled to any sitting fees for attending meetings of the Board of directors or any Committee thereof.

The Board of directors or any Committee thereof shall be authorized to vary and alter the terms and conditions of the said appointment and to increase, augment and/or vary the remuneration to be paid and provided from time to time to Mr. Atul Ruia.

Brief profile of Mr. Atul Ruia in terms of Clause 49(VIII)(E) of the Listing Agreement is given as Annexure I to this Notice.

Mr. Atul Ruia is directly concerned and interested in this resolution, as it relates to the terms of his appointment and remuneration. None of the other directors, key managerial personnel of the Company and their relatives are financially or otherwise concerned or interested in the resolution except Mr. Ashokkumar Ruia who is a relative of Mr. Atul Ruia and Chairman and Managing Director of the Company.

Given his expertise, knowledge and experience, the Board considers the re-appointment of Mr. Atul Ruia as Joint Managing Director to be in the best interest of the Company and recommends the resolution as set out in the accompanying notice for approval of the shareholders through Postal Ballot as a Special Resolution.

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

Registered Office:

462, Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013

Place: Mumbai

Date: April 16, 2015

Puja Tandon
Company Secretary
CS Membership Number: A21937
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

Encl.:

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

Annexure I

	Mr. Ashokkumar Ruia	Mr. Atul Ruia
Date of birth	July 13, 1943	February 26, 1971
Qualification	Graduate from Cambridge	Graduate in Chemical Engineering from the University of Pennsylvania and degree in Business Management from Wharton School of Finance.
Profile	Mr. Ashokkumar Ruia has pursued an active career in both business and sports. He has been on the Board of The Phoenix Mills Limited since 1963 and is closely involved in the Company's affairs at a strategic level. He has the unique distinction of representing the country in two sports, Bridge and Golf, demonstrating an inimitable desire to excel in whatever he undertakes.	Mr. Atul Ruia joined the Board of PML in 1996 and is the key visionary, pioneer and force behind the development of High Street Phoenix, Mumbai's first retail-led mixed use destination. It is under his direction that the Company has substantially completed its pan-India asset creation strategy with the flagship brand of 'Phoenix Marketcity'.
Expertise in Specific Functional Area	General Management	General Management
Details of directorships held in other Companies	<ul style="list-style-type: none"> • Radhakrishna Ramnarain Private Limited • R R Hosiery Private Limited • Ashok Apparels Private Limited • Thana Properties Private Limited • Ashbee Investments And Finance Private Limited • Padmashil Hospitality And Leisure Private Limited • Caravan Realty Private Limited • Excelsior Hotels Private Limited • Phoenix Hospitality Company Private Limited • Ruia International Holding Company Private Limited • Enhance Holdings Private Limited • Phlox Developers Private Limited • Vigilant Developers Private Limited • Ruia Realtors Private Limited • Phoenix Retail Private Limited • Ruia Beach Resort Private Limited • Plutocrat Assets And Capital Management Private Limited • Senior Holding Private Limited • Ruia Knowledge Foundation Private Limited 	<ul style="list-style-type: none"> • R R Hosiery Private Limited • Ashok Apparels Private Limited • Senior Holding Private Limited • Ashbee Investments And Finance Private Limited • Bowling And Billiards Association Of India • Excelsior Hotels Private Limited • Padmashil Hospitality And Leisure Private Limited • Caravan Realty Private Limited • Pinnacle Real Estate Development Private Limited • Phoenix Hospitality Company Private Limited • Upal Developers Private Limited • Radhakrishna Ramnarain Private Limited • Ruia International Holding Company Private Limited • Enhance Holdings Private Limited • Gangetic Developers Private Limited • Thana Properties Private Limited • Upal Hotels Private Limited • Destiny Hospitality Services Private Limited • Phlox Developers Private Limited
Details of Chairmanships /Memberships held in committees of other companies*	Stakeholders Relationship Committee – Member	Audit Committee – Member Stakeholders Relationship Committee - Member
Shareholding in the Company as on the date of this notice	36,59,594 Equity Shares	23,35,362 Equity Shares

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, April 17, 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 the 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 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 electronic 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 copies 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, May 23, 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, May 23, 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 the Chairman and Managing Director, on or before Monday, May 25, 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 Ballot Form by e-mail:

- i. The E-voting period commences on Friday, April 24, 2015 (9:00 A.M. (IST)) and ends on Saturday, May 23, 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, April 17, 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 DP ID 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'. You may also choose the option 'Abstain' and the shares held will not be counted under either head.
- 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 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: 022-30016600
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 the vote)

Serial No.:

1. Name of the shareholder including joint-holder(s), if any :
2. Registered address of the sole/first named shareholder :
3. Registered Folio No/ DP ID and Client ID No (applicable to investors holding shares in dematerialized form) :
4. No. of shares held :
5. I/we hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot/E-voting for the businesses enumerated below as per the notice of Postal Ballot dated April 16, 2015 issued by the Company by sending my/our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate box below:

SR. No.	Brief particulars of the resolution	Number of shares for which votes are exercised	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Re-appointment of Mr. Ashokkumar Ruia as Chairman and Managing Director for a term of 5 years			
2.	Re-appointment of Mr. Atul Ruia as Joint Managing Director for a term of 5 years			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN
150418001	

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

INSTRUCTIONS

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, 23rd May, 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, April 17, 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 Monday, May 25, 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.