



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 1, 2021

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot C/1, G-Block
Bandra-Kurla Complex, Bandra East,
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Disclosure of Voting Results of the remote e-voting and e-voting at the meeting of the Equity Shareholders of The Phoenix Mills Limited ('Company') convened pursuant to the directions of the National Company Law Tribunal, Mumbai Bench ('NCLT' / 'Tribunal')

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith details of the voting results (remote e-voting and e-voting during the meeting) of the business transacted at the Tribunal Convened Meeting of the Equity Shareholders of the Company held on Friday, April 30, 2021, pursuant to the Order dated March 17, 2021 of the Hon'ble National Company Law Tribunal, Mumbai Bench, as **Annexure A**.

Mr. Himanshu S. Kamdar, of M/s. Rathi & Associates, Company Secretaries in Practice was appointed as the Scrutinizer to scrutinize the remote e-voting and the e-voting conducted at the Meeting, by the Hon'ble National Company Law Tribunal, Mumbai Bench. The Scrutinizer's Report dated May 1, 2021, pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, with respect to the results of remote e-voting and e-voting at the meeting is enclosed as **Annexure B**.

The resolution as set out in the Notice of the said meeting was duly approved by the Equity Shareholders, with requisite majority.

The aforesaid voting results and Scrutinizer's Combined Report are also being uploaded on the website of the Company at www.thephoenixmills.com and of Central Depository Services (India) Limited at <https://www.evotingindia.com>.

You are requested to take the same on record.

Thanking you,

Yours' faithfully,

For The Phoenix Mills Limited

Gajendra Mewara
Company Secretary

Encl: a/a



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Annexure A

**Voting Results of the meeting of Equity Shareholders of the Company
(Remote e-voting and e-voting at the NCLT Convened Meeting)**

Date of the NCLT Convened Meeting of the Equity Shareholders	April 30, 2021
Total number of shareholders on record date i.e. as of cut-off date: March 26, 2021	23,256
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	8
Public	50

Resolution Required : Special		To consider and if thought fit, approve with or without modification, the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited ("Transferor Company") with The Phoenix Mills Limited ("Transferee Company") and their respective shareholders, pursuant to Sections 230 to 232 and read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7,82,14,487	7,82,14,487	100.00	7,82,14,487	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7,82,14,487	100.00	7,82,14,487	0	100.00	0.00
Public Institutions	E-Voting	8,73,78,492	7,72,69,155	88.43	7,72,69,155	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7,72,69,155	88.43	7,72,69,155	0	100.00	0.00
Public Non Institutions	E-Voting	62,78,197	3,81,883	6.08	3,80,957	926	99.76	0.24
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		3,81,883	6.08	3,80,957	926	99.76	0.24
Total		17,18,71,176	15,58,65,525	90.69	15,58,64,599	926	100.00*	0.00

*rounded-off to the nearest number

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

May 1, 2021

The Chairperson of the Meeting/Company Secretary

The Phoenix Mills Limited

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

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting prior to and e-voting at the Meeting of the Equity shareholders of The Phoenix Mills Limited convened and held on April 30, 2021 as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench**

As per the directions contained in the Order dated March 17, 2021 of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) for convening Meeting of the Equity shareholders of the Company held on Friday, April 30, 2021 ('Meeting'), the undersigned has been appointed as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting at the Meeting, on the resolution contained in the Notice dated March 30, 2021 for the Meeting, prescribed under Section 230, 232, 108 and other applicable provisions of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 6(3)(xi) and Rule 9 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Circular No. CFD/DIL3/CIR/ 2018/2 dated January 3, 2018, as amended from time to time, placed for the approval of the Equity Shareholders of the Company, be carried out in a fair and transparent manner.

The Meeting was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Equity Shareholders at a common venue and in compliance with directions of the NCLT and Circular No.14/2020 dated April 8, 2020 read with Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"). The Company had provided e-voting facility at the Meeting for those

equity shareholders who did not cast their votes through remote e-voting facility prior to the Meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to and e-voting at the Meeting on the resolution contained in the aforesaid Notice of the Meeting of the Equity shareholders of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the Meeting and e-voting at the Meeting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolution, based on the reports generated from the remote e-voting and e-voting systems of Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide facility for remote e-voting prior to the Meeting and e-voting at the Meeting.

As required under Section 230 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India and the aforementioned circulars issued by MCA, a Notice of Meeting along with Explanatory Statement under Section 102 of the Act was sent to the Equity shareholders of the Company by electronic means. In compliance with the provisions of MCA Circulars and directions of the NCLT, the Meeting of the Company was held through VC/OAVM.

The following resolution was proposed for approval with requisite majority by remote e-voting prior to and e-voting at the Meeting by the Equity Shareholders of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution pursuant to Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) with requisite majority as prescribed under Section 230(1), 230(6) and 232(1) of the Act and SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National

Company Law Tribunal Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, the respective Observation Letters dated November 4, 2019 issued by BSE Limited and National Stock Exchange of India Limited and provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited ('the Transferor Company') with The Phoenix Mills Limited ('the Transferee Company') and their respective shareholders ('the Scheme' or 'Scheme of Amalgamation') be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the Scheme, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Remote e-voting facility was made available to Equity Shareholders of the Company to cast their votes from 9.00 A.M. (IST) of Wednesday, March 31, 2021 up to 5.00 P.M. (IST) of Thursday, April 29, 2021. Accordingly, votes cast through remote e-voting up to 5.00 P.M. (IST) of Thursday, April 29, 2021 and votes cast through e-voting at the Meeting have been considered for my scrutiny.

After the conclusion of the Meeting, the details of voting through remote e-voting prior to the Meeting and e-voting at the Meeting were unlocked and verified. A summary of the votes cast by shareholders through remote e-voting prior to the Meeting and e-voting at the Meeting with their pattern of voting is as per **Annexure** attached to this Report.

The results of the voting by Equity Shareholders through remote e-voting prior to the Meeting and e-voting at the Meeting in respect of the above mentioned resolution may accordingly be declared by the Chairperson of the meeting or the Company Secretary as authorized in this regard by the Chairperson of the Meeting.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

HIMANSHU Digitally signed by
HIMANSHU
SHANTILAL SHANTILAL KAMDAR
KAMDAR Date: 2021.05.01
16:24:57 +05'30'

HIMANSHU S. KAMDAR

PARTNER

M. NO. FCS 5171

COP NO. 3030

UDIN: F005171C000219761

COUNTERSIGNED BY

For THE PHOENIX MILLS LIMITED

Gajendra Digitally signed by
Mewara Gajendra Mewara
Date: 2021.05.01
16:44:05 +05'30'

GAJENDRA MEWARA
COMPANY SECRETARY

M. NO.: ACS 22941

ANNEXURE

Summary of votes cast by way of remote e-voting prior to the Meeting and e-voting at the Meeting for the resolution is given below:

To consider and if thought fit, to pass, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) of Phoenix Hospitality Company Private Limited with The Phoenix Mills Limited and their respective shareholders, pursuant to Sections 230 to 232 of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

Sr. No.	Particulars	Resolution	
		No. of Equity Shareholders who voted	No. of Votes
a.	Votes cast through e-voting conducted at the Meeting	1	11
b.	Votes cast through remote e-voting prior to the Meeting	357	15,58,65,514
	Total	358	15,58,65,525
c.	Less: Invalid e-voting/remote e-voting	-	-
d.	Net valid Voting	358	15,58,65,525
	(i) Voting with assent for the Resolution	351	15,58,64,599
	% of Assent		100*
	(ii) Voting with dissent for the Resolution	7	926
	% of Dissent		-

*Rounded off to the nearest number