



**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

August 26, 2014

**The Corporate Relationship Department
Bombay Stock Exchange Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037 / 39 / 41 / 61

**The Corporate Relationship Department
The National Stock Exchange of India Ltd**
Bandra-Kurla Complex, Mumbai.
Fax: 26598237 / 38, 26598347 / 48

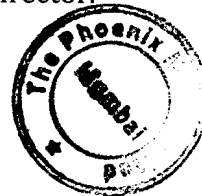
Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

**Sub: Pursuant to Clause 31(d) of the Listing Agreement - Proceedings of the
Annual General Meeting held on August 26, 2014**

Dear Sir/ Madam,

In accordance with Clause 31(d) and other applicable provisions, if any, of the Listing Agreement, kindly note that the following businesses, as set out in the notice convening the 109th Annual General Meeting of the members of the Company ("AGM"), were transacted at the AGM held on August 26, 2014 at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400020 at 3.30 P.M. IST:

1. Adoption of Audited Balance Sheet of the Company as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend on Equity Shares @ 110% i.e. Rs. 2.20 per Equity Share of Rs. 2/- each.
3. Re-appointment of Mr. Pradumna Kanodia as Director of the Company.
4. Re-appointment of Mr. Shishir Shrivastava as Director of the Company.
5. Appointment of M/s A. M. Ghelani & Company, Chartered Accountants (Firm Reg. No. 103173W) and M/s Chaturvedi & Shah, Chartered Accountants (Firm Reg. No.101720W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.
6. Appointment of Mr. Amit Dalal as an Independent Director.





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7. Appointment of Mr. Sivaramakrishnan Iyer as an Independent Director.
8. Appointment of Mr. Suhail Nathani as an Independent Director.
9. Approval of appointment of Mr. Amit Dabriwala as an Independent Director.
10. Authorization to Board of Directors of the Company to borrow monies in excess of paid up capital and free reserves of the Company in terms of section 180(1)(c) of the Companies Act, 2013.
11. Authorization to Board of Directors of the Company to create security in excess of paid up capital and free reserves of the Company in terms of section 180(1)(c) of the Companies Act, 2013.
12. Re-appointment of Mr. Kiran Gandhi as the Whole-Time Director of the Company for a period of two years.

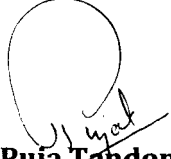
Pursuant to Section 108 of Companies Act, 2013 and Clause 35B of the Listing Agreement, the voting on all the above resolutions was conducted through electronic means and physical ballots.

Upon Receipt of the Scrutinizers Report, the voting results on the above resolutions will be declared by the Chairman and the same will be communicated to the Stock Exchanges in due course as per Clause 35A of the Listing Agreement. The results along with the Scrutinizers Report will also be placed on the website of the Company, Stock Exchanges and that of National Securities Depository Limited.

Kindly take the above on record.

Thanking you.

For The Phoenix Mills Limited


Puja Tandon
Company Secretary

