

December 29, 2025

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 and Scrutinizer's Report

This is with reference to our letter dated November 28, 2025, enclosing the Notice of Postal Ballot dated October 31, 2025, along with explanatory statement, which was sent to the Members of The Phoenix Mills Limited ("Company") seeking their approval on the following resolutions through remote e-voting:

Sr. No.	Type of Resolution	Description of Resolution
01.	Ordinary Resolution	Approval for Redesignation of Mr. Shishir Shrivastava (Din 01266095) from Managing Director and Key Managerial Personnel to Non-Executive, Non-Independent Director and Vice Chairman of the Company.
02.	Ordinary Resolution	Approval of Payment of Remuneration Including Commission to Non-Executive Directors of the Company.

The Company had appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171), failing him, Mr. Jayesh Shah (Membership No.: FCS 5637), Partners, Rath & Associates, Practicing Company Secretaries as the Scrutinizer for the remote e-voting.

The Scrutinizer has submitted his report dated December 29, 2025, on the voting results of the Postal Ballot. As per the Scrutinizer's Report, the Ordinary Resolutions contained in the Notice of Postal Ballot have been approved by the Members with more than the requisite majority and it were declared to have been passed on December 28, 2025 (the last day of remote e-voting).

In this regard, please find enclosed the following:

- e-voting results pursuant to Regulation 44(3) of the Listing Regulations - **Annexure A**
- the Scrutinizer's Report dated December 29, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B**.



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

The Voting Results along with the Scrutinizer's Report is available on the Company's website at <https://www.thephoenixmills.com/investors/FY2026/Postal-Ballot> and the MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.

This is for your information and records.

Thanking you,

Yours' faithfully,
For The Phoenix Mills Limited

Bhavik Gala
Company Secretary
Membership No. F8671

Annexure A

Voting Results of Postal Ballot (Remote e-voting)

Date of Notice of Postal Ballot	October 31, 2025 (Remote e-voting start date- November 29, 2025 from 09:00 a.m. IST Remote e-voting end date- December 28, 2025 at 05:00 p.m. IST)
Total number of shareholders on record date i.e. as of cut-off date: November 21, 2025	79,988
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoter and Promoter Group	NA
Public	NA
<i>No. of Shareholders attended the meeting through Video Conferencing:</i>	
Promoter and Promoter Group	NA
Public	NA

Resolution Required :Ordinary			1 - APPROVAL FOR REDESIGNATION OF MR. SHISHIR SHRIVASTAVA (DIN 01266095) FROM MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL TO NON-EXECUTIVE NON- INDEPENDENT DIRECTOR AND VICE CHAIRMAN OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	168968974	168596090	99.7793	168596090	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		168596090	99.7793	168596090	0	100.0000	0.0000	0
Public Institutions	E-Voting	175424156	144104540	82.1463	143520547	583993	99.5947	0.4053	3352025
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		144104540	82.1463	143520547	583993	99.5947	0.4053	3352025
Public Non Institutions	E-Voting	13199180	733579	5.5578	733494	85	99.9884	0.0116	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		733579	5.5578	733494	85	99.9884	0.0116	0
Total		357592310	313434209	87.6513	312850131	584078	99.8137	0.1863	3352025

Resolution Required :Ordinary			2 - APPROVAL OF PAYMENT OF REMUNERATION INCLUDING COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	168968974	168596090	99.7793	168596090	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		168596090	99.7793	168596090	0	100.0000	0.0000	0
Public Institutions	E-Voting	175424156	144131039	82.1615	140703814	3427225	97.6221	2.3779	3352025
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		144131039	82.1615	140703814	3427225	97.6221	2.3779	3352025
Public Non Institutions	E-Voting	13199180	733579	5.5578	731120	2459	99.6648	0.3352	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		733579	5.5578	731120	2459	99.6648	0.3352	0
Total		357592310	313460708	87.6587	310031024	3429684	98.9059	1.0941	3352025

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

December 29, 2025

The Chairman

The Phoenix Mills Limited

462, Senapati Bapat Marg,

Lower Parel, Mumbai - 400013

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

The Phoenix Mills Limited ('the Company') vide resolution passed by its Board of Directors at their Meeting held on October 31, 2025 appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of Rathi & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated October 31, 2025 is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ('the Rules of Chapter VII') and other applicable provisions of the Act, Secretarial Standards on General Meeting (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") along with such other applicable circulars and other laws and regulations.

As required under Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the notice of Postal Ballot dated October 31, 2025 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the Members through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and Rules made thereunder on the following resolutions:

Resolution No. 1 as an Ordinary Resolution for approval for Redesignation of Mr. Shishir Shrivastava (DIN: 01266095) from Managing Director and Key Managerial Personnel to Non-Executive, Non- Independent Director and Vice Chairman of the Company.

Resolution No. 2 as an Ordinary Resolution for approval of Payment of Remuneration including Commission to Non-Executive Directors of the Company.



The Company had availed the electronic voting platform of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) for providing remote e-voting facility to vote on the resolutions as proposed in Postal Ballot Notice dated October 31, 2025, to the Members of the Company who have registered their e-mail address with the Company or with their Depository Participants and whose names appeared in the Register of Members on Friday, November 21, 2025 being the cut-off date.

The Members were required to cast their votes electronically through remote e-voting during the voting period which commenced from Saturday, November 29, 2025 at 09:00 a.m. (IST) and ended on Sunday, December 28, 2025 at 05:00 p.m. (IST). Accordingly, the votes casted upto 05:00 p.m. (IST) on Sunday, December 28, 2025, have been considered for my scrutiny.

A summary of voting through remote e-voting along with the pattern of voting is as per **Annexure-I** annexed to this Report.

The results of the voting by the Members through remote e-voting in respect of the above-mentioned resolutions may accordingly be declared by the Chairman or the Company Secretary who has been so authorized by the Chairman in writing and who has also countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES,**
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
MEM. NO.: F5171
COP. NO.: 3030
UDIN: F005171G002998403
P. R. CERT. NO.: 6391/2025



COUNTERSIGNED BY
For **THE PHOENIX MILLS LIMITED**


BHAVIK GALA
COMPANY SECRETARY
MEM. NO.: F8671



Annexure-I

Resolution No. 1 as an Ordinary Resolution for approval for Redesignation of Mr. Shishir Shrivastava (DIN: 01266095) from Managing Director and Key Managerial Personnel to Non-Executive, Non- Independent Director and Vice Chairman of the Company.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	910	31,67,86,234
b.	Less: Invalid Remote e-voting confirmations	14	33,52,025
c.	Net Valid Remote e-voting confirmations	*896	31,34,34,209
(i)	Remote e-voting confirmations with assent for the Resolution	875	31,28,50,131
	% of Assent out of the Valid votes casted		99.81
(ii)	Remote e-voting confirmations with dissent for the Resolution	21	5,84,078
	% of Dissent out of the Valid votes casted		0.19

*Includes few members who have voted partially "In Favour" and partially "Against" the Resolution



Resolution No. 2 as an Ordinary Resolution for approval of Payment of Remuneration including Commission to Non-Executive Directors of the Company:

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	909	31,68,12,733
b.	Less: Invalid Remote e-voting confirmations	14	33,52,025
c.	Net Valid Remote e-voting confirmations	895	31,34,60,708
(i)	Remote e-voting confirmations with assent for the Resolution	840	31,00,31,024
	% of Assent out of the Valid votes casted		98.91
(ii)	Remote e-voting confirmations with dissent for the Resolution	55	34,29,684
	% of Dissent out of the Valid votes casted		1.09

