



THE PHOENIX MILLS LIMITED

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **THE PHOENIX MILLS LIMITED** will be held on **Friday, 8th June, 2012 at 4.30 P.M.** at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 to transact the following special business:-

1. 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 Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the provisions of Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made hereunder, including the Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident outside India) Regulations, 2000, if applicable, the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable law or laws, rules and regulations (including any amendment thereto or reenactment thereto or reenactment thereof for the time being in force) and subject to enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the members of the Company by way of Special Resolution, Government of India (GoI), Reserve Bank of India (RBI), Stock Exchanges, Registrar of Companies, Securities and Exchange Board of India (SEBI) and/or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as “Board” which term shall include any committee thereof, whether constituted or to be constituted), approval of the Company is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), in the course of domestic and/or international offerings and/or Qualified Institutional Placements (“QIP”), with or without an over allotment/green shoe issue option, in one or more foreign markets or domestic markets, to domestic institutions,

foreign institutions, non-resident Indians, Indian public, companies, corporate bodies, mutual funds, banks, insurance companies, pension funds, individuals, qualified institutional buyers or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI ICDR Regulations and/or preferential issue and/or other kind of public issue and/or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time, with or without an over allotment/ green shoe option, equity shares, secured or unsecured debentures, bonds or any other securities whether convertible into equity shares or not, including, but not limited to, Foreign Currency Convertible Bonds (“FCCBs”), Optionally Convertible Debentures (“OCDs”), Bonds with share warrants attached, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”) or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities, whether convertible into equity shares or not (hereinafter referred to as “securities”) for a value of upto Rs.1000,00,00,000/- (Rupees One Thousand Crores), whether to be listed on any stock exchange inside India or any international stock exchange outside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private or preferential basis, whether rupee denominated in foreign currency at such time or times, at such price or prices in such manner and on such terms and conditions including security, rate of interest etc, as may be decided by and deemed appropriate by the Board as per applicable law, including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made, considering the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such securities or provided in the terms of their issue.

RESOLVED FURTHER THAT any securities that are not subscribed in issues mentioned above, may be

disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by the law.

RESOLVED FURTHER THAT in case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of specified securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII and the relevant date for the determination of the price of the equity shares to be issued or issued pursuant to conversion, shall be the date on which the Board decides to open the issue of securities or such other time as may be allowed by SEBI ICDR Regulations from time to time and allotment of specified securities shall be completed within twelve months from the date of this resolution.

RESOLVED FURTHER THAT in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

RESOLVED FURTHER THAT the issue of securities shall be subject to the following terms and conditions:

- (a) The securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue; and
- (b) The number and/or price of the securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to determining the form and manner of the issue, including the class of investors to whom the securities are to be issued and allotted, number of securities to be allotted, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Act, in respect of any securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to

have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the preliminary as well as the final offer documents, if required, for the proposed issue of the securities and to authorize any Director or Directors of the Company or any other Officer or Officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid, to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the Preliminary and Final Placement Document, and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the securities and to give effect to these resolutions, including, without limitation, the following:

- (i) Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;
- (ii) Giving or authorizing the giving of such declarations, affidavits, certificates, consents and authorities as may be required from time to time by concerned persons; and
- (iii) Settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors/Company Secretary/other persons authorized by the Board to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT subject to the applicable laws the Board and/or the Committee authorized by the Board be and is hereby authorized to do such acts, deeds

and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the securities, including, without limitation of the following:

- (a) Decide the date for the opening of the issue of securities.
- (b) Decide the price band for the issue.
- (c) Finalize the issue price.
- (d) Finalize the allotment of the securities on the basis of the subscriptions received.
- (e) Finalize signing of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), and any amendments and supplements thereto, along with supporting papers needed to be filed for seeking listing approval with any applicable government and regulatory authorities, institutions or bodies as may be required;
- (f) Decide the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;
- (g) Appoint, in its absolute discretion, managers (including lead manager), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/arrangements/MoUs/documents with any such agencies, in connection with the proposed offering of the securities;
- (h) Approve the Deposit Agreement(s), the Purchase / Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBs/other securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (i) Settle all questions, difficulties or doubts that may arise in regards to the issue, offer or allotment of securities and utilization of the proceeds of the issue in such manner and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board and/or the Committee authorized by the Board be and is hereby authorized to accept any modifications in the proposals as may be required by the authorities involved in such issues

but subject to such conditions as the SEBI/GoI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.”

2. To consider and if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the FEMA, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Notification No. FEMA 45/2000 RB dated September 20, 2000 issued by the Reserve Bank of India, and all other applicable statutory and/or regulatory requirements, and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (the “FIIs”) registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto the extent of sectoral cap on foreign investment in the paid up equity capital of the Company for the time being, provided, however, that the equity shareholding of each FII on its own account and on behalf of each of the SEBI approved sub-account in the Company shall not exceed 10% (Ten per cent) of the total paid-up

equity share capital of the Company or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations, (“Individual FII Holding Limit”) and that the Company may offer, issue and allot equity shares and/or other securities convertible, exchangeable or exercisable for equity shares of the Company to FIIs subject to the Individual FII Holding Limit and applicable statutory and/or regulatory provisions.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.2/- (Rupees Two only) each to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Rs.2/- (Rupees Two only) each by creation of 7,50,00,000 (Seven Crores Fifty Lacs) new Equity Shares of Rs.2/- (Rupees Two only) each.

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause “V” of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its place, the following as new Clause “V”:

V. The Authorised Share Capital of the Company is Rs.45,00,00,000/-(Rupees Forty Five Crores only)

Place : Mumbai
Date : 2nd May, 2012

divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Rs.2/- (Rupees Two only) each with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 4 of the Articles of Association of the Company be and is hereby deleted and the following article be substituted in its place as new Article 4:

4. The Authorized Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two only) each with power to increase and/or reduce the capital of the Company in accordance with the provisions of the Act and to divide the shares in the increased capital into several classes and attach thereto respectively such preferential, qualified or special rights, privileges and conditions in such manner as may be permitted for the time being.”

By Order of the Board

Sd/-

Ashokkumar Ruia
Chairman & Managing Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS ARE REQUESTED TO SEND THEIR PROXY FORM AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
3. Members and/or Proxies should bring the attendance slips/proxy forms duly filled in at the meeting to avoid any inconvenience.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO.1

The Company proposes to raise funds to the maximum extent of Rs. 1000,00,00,000/- (Rupees One Thousand Crores) in one or more tranches through a public issue and/or on a private placement basis and/or through a Qualified Institutional Placement (QIP) within the meaning of Chapter VIII of the SEBI ICDR Regulations and/or preferential issue and/or any other kind of public issue and/or private placement as may be permitted under applicable law from time to time. The resolution contained in the business of the Notice is regarding proposal to create, offer, issue and allot equity shares and/or such other securities as stated in the Special Resolution (the “securities”) which seeks to empower the Board of Directors (hereinafter referred to as “Board” which include any Committee thereof, whether constituted or to be constituted) to undertake such issue or offer of securities.

1. Objects of the issue

It is contemplated that the proceeds of the proposed issue would be used among others, to augment working capital requirements, fast track completion of the balance phases under development of existing projects, finance acquisitions for new projects, augment funding requirements for investments in subsidiaries/consolidation of holdings in project special purpose vehicles and for other corporate purposes.

2. Pricing

In case of an issue of the securities to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations, the issue price of securities shall be at a price, being not less than the price calculated in accordance with Chapter VIII of SEBI ICDR Regulations as may be amended from time to time and the Relevant Date in this regard shall be the date on which the Board decides to open the issue of securities or such other time as may be allowed by SEBI ICDR Regulations from time to time.

In case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of securities shall be completed within twelve months from the date of passing of this resolution.

In case of issue of ADRs/GDRs the issue price shall be at a price, being not less than the price calculated in accordance with applicable law including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, as may be amended from time to time.

3. Terms and Conditions

The detailed terms and conditions for the offer will be determined by the Board in consultation with Advisors, Lead Manager/Book Runners, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The issue/allotment/conversion would be subject to the availability of regulatory approvals, if any. The conversion of securities, held by foreign investors, into shares would be subject to the applicable foreign investment limits.

The Special Resolution seeks to empower the Board and/or Committee authorized by the Board, to issue securities in one or more tranche or tranches, at such time/times, and to such person(s) as the Board may in its absolute discretion deem fit.

Section 81(1A) of the Companies Act, 1956 and the relevant clause of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 81 unless the shareholders in a general meeting decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81(1A)

and other applicable provisions of the Companies Act, 1956 and the Listing Agreement.

The Special Resolution, if passed, will have the effect of allowing the Board and/or the Committee authorized by the Board to issue and allot securities to the investors who may or may not be the existing shareholders of the Company and the Board and/or the Committee authorized by the Board will have the power to decide the date of opening of the issue.

The Directors of the Company may be deemed to be concerned or interested in the above resolution only to the extent of shares held by them in the Company, if any.

The Board of Directors recommends the Special Resolution for your approval.

ITEM NO. 2

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs)/SEBI approved sub-account of FIIs can, in aggregate, hold upto 24% of paid-up equity capital. The said Regulations further provide that the limit of 24% may be increased upto the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. Keeping in view the proposed raising of funds by the Company, the interest of the FIIs in the shares of your Company and the inherent advantage thereof to the shareholders at large, the Board of Directors have, at their meeting held on May 2, 2012 decided to increase the limit of FIIs' holding upto the extent of sectoral cap on foreign investments in the paid up equity capital of the Company. Hence, the said resolution is proposed.

The Resolution set out at Item No. 2 of the Notice will also enable the FIIs to acquire shares of the Company through Stock Exchanges within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

None of the Directors of the Company are in any way concerned or interested in the Resolution.

The Board recommends the Special Resolution set out at Item No. 2 for approval by the shareholders.

ITEM NOS. 3 & 4:

At present, the Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- each.

Your Company proposes to raise funds through further issue of securities as per SEBI (ICDR) Regulations. It is contemplated that the proceeds of the proposed issue would be used among others, to augment working capital requirements, fast track completion of the balance phases under development of existing projects, finance acquisitions for new projects, augment funding requirements for investments in subsidiaries/consolidation of holdings in project special purpose vehicles and for other corporate purposes.

For the said purpose, the Company may be required to augment funds and as such the management is of opinion that the Authorized Share Capital of the Company should be increased to Rs.45,00,00,000/- (Rupees Forty Five Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Rs. 2/- each by creation of 7,50,00,000 (Seven Crores Fifty Lacs Only) new Equity Shares of Rs. 2/- each.

Consequent to increase in the Authorized Share Capital of the Company, Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company shall be required to be altered suitably so as to reflect the increase in the Authorized Share Capital.

The resolutions proposed in Item Nos. 3 & 4 are therefore recommended for your approval.

None of the Directors shall be deemed to be concerned or interested in the said resolutions except to the extent of their respective shareholding in the Company, if any.

By Order of the Board

Sd/-

Ashokkumar Ruia

Chairman & Managing Director

Place : Mumbai
Date : 2nd May, 2012



THE PHOENIX MILLS LIMITED

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.

PROXY FORM

I / We _____
of _____

being a Shareholder/Shareholders of THE PHOENIX MILLS LIMITED hereby appoint _____
_____ of _____ or failing him/her
_____ of _____ as my/our Proxy to attend and vote for
me/us and on my/our behalf at the Extraordinary General Meeting of the members of the Company to
be held on Friday, 8th June, 2012 at 4.30 P.M. at Indian Merchants' Chamber, 4th Floor, Walchand
Hirachand Hall, Churchgate, Mumbai - 400 020 and at any adjournment thereof.

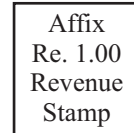
Regd. Folio. No. _____

No. of Shares held _____

Client I.D. No. _____

DP. ID. No. _____

Signed this _____ day of _____ 2012.



(Signature)

Note:

1. The Proxy Form should be signed across the stamp as per specimen signature recorded with the Company.
2. The Proxy form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.



THE PHOENIX MILLS LIMITED

Registered Office: 462, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extraordinary General Meeting of the members of the
Company held on Friday, 8th June, 2012 at 4.30 P.M. at Indian Merchants' Chamber, 4th Floor, Walchand
Hirachand Hall, Churchgate, Mumbai - 400 020.

Name _____

Regd. Folio. No. _____

No. of Shares held _____

Client ID. No. _____

DP. ID. No. _____

Name of Proxy/Representative, if any _____

Signature of the Shareholder(s)/Proxy/Representative _____

Note: Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the
venue of this Meeting.

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