

August 21, 2012

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

The Listing Department,
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai.
Fax: 022-26598237/38, 022-66418124/25

Scrip Code: 503100
ISIN Code : INE211B01039
NSE SYMBOL: PHOENIXLTD

Dear Sirs,

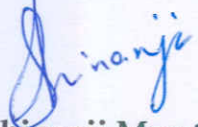
Sub.: Compliance Pursuant to Clause 35A of the Listing Agreement.

Pursuant to Clause 35A of the Listing agreement, we enclose vide Annexure the voting results of the Annual General Meeting of the Company held on August 21, 2012 in the format prescribed.

This is for your information and records only.

Thanking you,

Regards,
for The Phoenix Mills Limited


Shivanji Mamtani
Company Secretary



Encl.: as above

Voting Results for the Annual General Meeting held on August 21, 2012.

Date of AGM	August 21, 2012
Total No. of Shareholders as on record date. (Book Closure from August 14, 2012 to August 21, 2012)	9901
No. of shareholders present in the meeting either in person or through proxy.	
a) Promoter and Promoter Group	8
b) Public	112
No. of Shareholders attended the meeting through Video Conferencing.	
a) Promoter and Promoter Group	None
b) Public	None

(Agenda wise)

Item No.	Details of the Agenda	Type of Resolution Required (Ordinary/Special)	Mode of Voting: (Show of hands/poll/postal ballot/E-voting)	Result of Voting	
				Favour	Against
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Show of hands	Passed Unanimously	Nil
2	To declare Dividend on Equity Shares for the year ended 31st March, 2012.	Ordinary Resolution	Show of hands	Passed Unanimously	Nil






THE PHOENIX MILLS LIMITED

Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Flr.,
R.R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011

Tel: (022) 2496 6600 Fax: (022) 2496 6601 www.thephoenixmills.com

No.	Description	Resolution Type	Method	Result	Remarks
3	To appoint a Director in place of Mr. Kiran Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Show of hands	Passed Unanimously	Nil
4	To appoint a Director in place of Mr. Amit Dalal, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Show of hands	Passed Unanimously	Nil
5	To appoint M/s A. M. Ghelani & Company, Chartered Accountants (Firm Regn. No. 103173W) and M/s Chaturvedi & Shah, Chartered Accountants (Firm Regn. No. 101720W) as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.	Ordinary Resolution	Show of hands	Passed Unanimously	Nil

In case of Poll/Postal ballot/E-voting:


Promoter/Public	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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public Institutional holders	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Others	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

The Company has passed all its resolutions unanimously by show of hands.

Please take same on record.

Thanking you,

Regards,
for The Phoenix Mills Limited


Shinanji Mamtani
Company Secretary

