



**THE PHOENIX
MILLS LIMITED**

Corp. Office : C/o. Shree Laxmi Woolen Mills Estate, 2nd Flr.,
R.R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601 www.thephoenixmills.com

September 20, 2011

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

FAX/HAND DELIVERY

The Listing Department
The National Stock Exchange of India Ltd
Bandra-Kurla Complex, Mumbai
Fax: 022-26598237/38, 26598347/48.

Scrip Code: 503100

NSE Symbol: PHOENIXLTD

ISIN Code : INE211B01039

Dear Sirs,

Sub: **Proceedings of 106th Annual General Meeting held on September 20, 2011**

In compliance with the Clause 31 (d) of the Listing Agreement, we hereby furnish the proceedings of the 106th Annual General Meeting of the Company held on Tuesday, September 20, 2011.

Necessary resolutions in respect of the following items as proposed in the Notice of the aforesaid annual general meeting were duly passed by the shareholders present at the said meeting.

Item

No. Business

1. Approval of the Audited Statement of Accounts for the year ended 31st March 2011 and Balance Sheet as on that date alongwith the Reports of Directors and Auditors thereon.
2. Declaration of Dividend on Equity Shares @ 90%.
3. Re-appointment of Mr. Shribhanu Patki as a Director of the Company.
4. Re-appointment of Mr. Sivaramakrishnan Iyer as a Director of the Company.





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5. Appointment of M/s. A. M. Ghelani & Co., 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 and authorization to the Board of Directors to fix their remuneration.
6. Appointment of Mr. Pradumna Kanodia as a Director of the Company who as an Additional Director, held office till the date of the 106th Annual General Meeting of the Company.
7. Re-appointment of Mr. Kiran Gandhi as the Whole-Time Director of the Company for a period of three years with effect from 22nd April, 2011.
8. Appointment of Mr. Pradumna Kanodia as Director-Finance of the Company without payment of remuneration, for a period of five years with effect from 28th April, 2011.
9. Appointment of Mr. Shishir Shrivastava as Group CEO & Joint Managing Director of the Company without payment of remuneration, for a period of five years with effect from 30th July, 2011.

This is for your information and records.

Thanking you,

Yours sincerely,
For **The Phoenix Mills Limited**


Minal Bhate-Dandekar
Company Secretary

