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

September 28, 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

Security code: 503100

National Stock Exchange of India Limited
Exchange Plaza, Plot C/1, G-Block
Bandra-Kurla Complex, Bandra East,
Mumbai- 400051

Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Disclosure of Voting Results of the Remote e-voting and e-voting at the 121st Annual General Meeting ('AGM') of The Phoenix Mills Limited

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith details regarding the voting results (remote e-voting and e-voting during the AGM) of the businesses transacted at the 121st Annual General Meeting of the Company held on Monday, September 28, 2026.

We also enclose herewith the Scrutinizer's Combined Report on remote e-voting and e-voting during the AGM.

We would also like to inform that all items of business contained in the Notice of the 121st Annual General Meeting dated July 28, 2026 were transacted and approved by the Shareholders with requisite majority.

The aforesaid voting results and Scrutinizer's Combined Report are also being uploaded on the website of the Company at www.thephoenixmills.com and the MUFG Intime India Private Limited at https://instavote.linkintime.co.in.

You are requested to take the same on record.

Thanking you,

Yours' faithfully,
For The Phoenix Mills Limited

BHAVIK MANILAL GALA
Digitally signed by BHAVIK MANILAL GALA
Date: 2026.09.28 21:48:34 +05'30'

Bhavik Gala
Company Secretary
Membership No. F8671

Encl: a/a

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Voting Results of the 121st Annual General Meeting of the Company
(Remote e-voting and e-voting at the AGM)

Date of the Annual General Meeting	September 28, 2026
Total number of shareholders on record date i.e. as of cut-off date: September 21, 2026	86520
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	-
Public	-
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	10
Public	67

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Resolution Required :Ordinary			1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	168968974	168968974	100.0000	168968974	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		**168968974**	**100.0000**	**168968974**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	175045438	149662535	85.4992	147896831	1765704	98.8202	1.1798	3759139
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**149662535**	**85.4992**	**147896831**	**1765704**	**98.8202**	**1.1798**	**3759139**
Public Non Institutions	E-Voting	13663446	772971	5.6572	772965	6	99.9992	0.0008	0
	Poll		50	0.0004	50	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**773021**	**5.6576**	**773015**	**6**	**99.9992**	**0.0008**	**0**
Total		**357677858**	**319404530**	**89.2995**	**317638820**	**1765710**	**99.4472**	**0.5528**	**3759139**

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CIN No. : L17100MH1905PLC000200

Resolution Required :Ordinary			2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.						
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	168968974	100.0000	168968974	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		**168968974**	**100.0000**	**168968974**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	175045438	149662535	85.4992	147896831	1765704	98.8202	1.1798	3759139
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**149662535**	**85.4992**	**147896831**	**1765704**	**98.8202**	**1.1798**	**3759139**
Public Non Institutions	E-Voting	13663446	772981	5.6573	772975	6	99.9992	0.0008	0
	Poll		50	0.0004	50	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**773031**	**5.6577**	**773025**	**6**	**99.9992**	**0.0008**	**0**
Total		**357677858**	**319404540**	**89.2995**	**317638830**	**1765710**	**99.4472**	**0.5528**	**3759139**

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Resolution Required :Ordinary			3 - To declare a final dividend of Rs 2.50/- per Equity Share of the face value of Rs 2/- each for the financial year ended March 31, 2026.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	168968974	168968974	100.0000	168968974	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		**168968974**	**100.0000**	**168968974**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	175045438	149742288	85.5448	149742288	0	100.0000	0.0000	3759139
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**149742288**	**85.5448**	**149742288**	**0**	**100.0000**	**0.0000**	**3759139**
Public Non Institutions	E-Voting	13663446	772981	5.6573	772975	6	99.9992	0.0008	0
	Poll		50	0.0004	50	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**773031**	**5.6577**	**773025**	**6**	**99.9992**	**0.0008**	**0**
Total		**357677858**	**319484293**	**89.3218**	**319484287**	**6**	**100.0000**	**0.0000**	**3759139**

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CIN No. : L17100MH1905PLC000200

Resolution Required :Ordinary			**4 - To appoint a director in place of Mr. Rajesh Kulkarni (DIN: 03134336), who retires by rotation and being eligible, offers himself for re-appointment**						
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	168968974	100.0000	168968974	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		**168968974**	**100.0000**	**168968974**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	175045438	149718656	85.5313	148019630	1699026	98.8652	1.1348	3759139
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**149718656**	**85.5313**	**148019630**	**1699026**	**98.8652**	**1.1348**	**3759139**
Public Non Institutions	E-Voting	13663446	772969	5.6572	770613	2356	99.6952	0.3048	0
	Poll		50	0.0004	50	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**773019**	**5.6576**	**770663**	**2356**	**99.6952**	**0.3048**	**0**
Total		**357677858**	**319460649**	**89.3152**	**317759267**	**1701382**	**99.4674**	**0.5326**	**3759139**

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

September 28, 2026

The Chairman
The Phoenix Mills Limited
462, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting prior to and e-voting during the 121st Annual General Meeting of the members of The Phoenix Mills Limited held on Monday, September 28, 2026**

The Phoenix Mills Limited ('**the Company**') vide a resolution of its Board of Directors dated July 28, 2026, appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of Rathi & Associates, Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting during the 121st Annual General Meeting ('**AGM**') held on Monday, September 28, 2026 at 02:30 P.M. (IST), on the resolutions contained in the Notice dated July 28, 2026 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ('**the Act**') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue and in compliance with the relevant MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with relevant SEBI Circulars.

The Company had provided e-voting facility during the AGM for those members who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and rules made thereunder and the applicable SEBI Listing Regulations, relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the aforesaid Notice of the 121st AGM of the members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to and e-voting during the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the system related to remote e-voting prior to and e-voting during the AGM, of MUFG Intime India Private Limited (Formerly known as *Link Intime India Private Limited*), the agency engaged by the Company to provide remote e-voting facility prior to and e-voting during the AGM.

As required under Section 101 of the Act read with relevant MCA Circulars and SEBI Circulars, Notice of the AGM was sent to the members by electronic means. Following resolutions were proposed for approval by remote e-voting prior to and e-voting during the AGM by the members of the Company:

1. **Resolution No. 1** as an **Ordinary Resolution** for adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon;

2. **Resolution No. 2** as an **Ordinary Resolution** for adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon;

3. **Resolution No. 3** as an **Ordinary Resolution** for declaration of a final dividend of ₹ 2.50/- per Equity Share of the face value of ₹ 2/- each for the Financial Year ended March 31, 2026;

4. **Resolution No. 4** as an **Ordinary Resolution** for appointment of Mr. Rajesh Kulkarni (DIN: 03134336), who retired by rotation and being eligible, had offered himself for re-appointment;

Remote e-voting facility was made available to shareholders of the Company to cast their votes from Thursday, September 24, 2026 at 9.00 a.m. (IST) upto Sunday, September 27, 2026 at 5.00 p.m. (IST). The shareholders who casted votes through remote e-voting prior to the AGM, were not entitled to cast votes through e-voting during the AGM. Accordingly, votes casted through remote e-voting upto 5.00 p.m. (IST) on Sunday, September 27, 2026, and votes cast through e-voting during the 121st AGM have been considered for my scrutiny.

After the conclusion of the 121st AGM, the details of voting through remote e-voting prior to and e-voting during the AGM were unlocked. A summary of the votes cast by the members through remote e-voting prior to and e-voting during the AGM with their pattern of voting is as per **Annexure** attached to this Report.

The results of the voting by members through remote e-voting prior to and e-voting during the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Company Secretary as authorized in this regard by the Board of Directors of the Company.

Thanking you.

Yours sincerely,

For RATHI & ASSOCIATES,
COMPANY SECRETARIES

HIMANSHU SHANTILAL KAMDAR
Digitally signed by HIMANSHU SHANTILAL KAMDAR
Date: 2026.09.28 21:43:48 +05'30'

HIMANSHU S. KAMADAR
PARTNER
MEM. NO.: FCS 5171
COP. NO.: 3030
UDIN: F005171H001642147
PEER REVIEW CERT. NO.: 6391/2025

COUNTERSIGNED BY
For THE PHOENIX MILLS LIMITED

BHAVIK MANILAL GALA
Digitally signed by BHAVIK MANILAL GALA
Date: 2026.09.28 21:48:09 +05'30'

BHAVIK GALA
COMPANY SECRETARY
MEM. NO.: F8671

Annexure

Summary of votes cast by way of remote e-voting prior to AGM and e-voting conducted during the AGM for each of the resolutions is given below:

Resolution No. 1 as an **Ordinary Resolution** for adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

Sr. No.	**Particulars**		**Resolution 1**	
			No. of members who voted	**No. of Votes**
a.	Votes cast through e-voting conducted at AGM		1	50
b.	Votes cast through remote e-voting prior to AGM		979	32,31,63,619
	Total		**980**	**32,31,63,669**
c.	Less: Invalid e-voting/remote e-voting		35	37,59,139
d.	**Net valid Voting**		**945**	**31,94,04,530**
	(i)	Voting with assent for the Resolution	940	31,76,38,820
		% of Assent		**99.45***
	(ii)	Voting with dissent for the Resolution	5	17,65,710
		% of Dissent		**0.55***

***Rounded off to the nearest decimal**

Resolution No. 2 as an **Ordinary Resolution** for adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.

Sr. No.	Particulars		Resolution 2	
			No. of members who voted	**No. of Votes**
a.	Votes cast through e-voting conducted at AGM		1	50
b.	Votes cast through remote e-voting prior to AGM		980	32,31,63,629
	Total		**981**	**32,31,63,679**
c.	Less: Invalid e-voting/remote e-voting		35	37,59,139
d.	**Net valid Voting**		**946**	**31,94,04,540**
	(i)	Voting with assent for the Resolution	941	31,76,38,830
		% of Assent		**99.45***
	(ii)	Voting with dissent for the Resolution	5	17,65,710
		% of Dissent		**0.55***

***Rounded off to the nearest decimal**

Resolution No. 3 as an **Ordinary Resolution** for declaration of a final dividend of ₹ 2.50/- per Equity Share of the face value of ₹ 2/- each for the Financial Year ended March 31, 2026.

Sr. No.	Particulars		Resolution 3	
			No. of members who voted	No. of Votes
a.	Votes cast through e-voting conducted at AGM		1	50
b.	Votes cast through remote e-voting prior to AGM		983	32,32,43,382
	Total		**984**	**32,32,43,432**
c.	Less: Invalid e-voting/remote e-voting		35	37,59,139
d.	**Net valid Voting**		**949**	**31,94,84,293**
	(i)	Voting with assent for the Resolution	946	31,94,84,287
		% of Assent		**100***
	(ii)	Voting with dissent for the Resolution	3	6
		% of Dissent		**0***

***Rounded off to the nearest decimal**

Resolution No. 4 as an **Ordinary Resolution** for appointment of Mr. Rajesh Kulkarni (DIN: 03134336), who retired by rotation and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars		Resolution 4	
			No. of members who voted	**No. of Votes**
a.	Votes cast through e-voting conducted at AGM		1	50
b.	Votes cast through remote e-voting prior to AGM		994	32,32,19,738
	Total		**995**	**32,32,19,788**
c.	Less: Invalid e-voting/remote e-voting		35	37,59,139
d.	**Net valid Voting**		**960^**	**31,94,60,649**
	(i)	Voting with assent for the Resolution	917	31,77,59,267
		% of Assent		**99.47***
	(ii)	Voting with dissent for the Resolution	43	17,01,382
		% of Dissent		**0.53***

^Includes 14 (Fourteen) Members who have voted partially "In Favour" and partially "Against" the Resolution.
***Rounded off to the nearest decimal.**