



PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092

Regd. Office: 3rd Floor, Gopala Tower, 25 Rajendra Place, New Delhi-110008

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Ref: PINTL/SEC/BSE 01/UFR-ADOP/

09th November, 2015

Listing Department,
The Bombay Stock Exchange Limited
25, Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400001

Sub: Postal Ballot Result

Dear Sir,

In connection to above subject, please find enclosed herewith the Copy of Scrutinizer Report dated 09.11.2015 against the Notice on Postal Ballot dated 26.09.2015.

The Chairman placed before the members of Board of Directors, in their meeting held on 09.11.2015, the Scrutinizer Report on Postal Ballot wherein the Members of Company have duly passed the resolution(s) under Section 180(1)(a) of the Companies Act, 2013.

This is for your kind information and record.

Thanking You,

Yours faithfully,
For **PHOENIX INTERNATIONAL LIMITED**


NARENDER MAKKAR (DIN-00026857)
Director & Company Secretary

Encl.: as above

The Chairman
Phoenix International Limited
3rd Floor, Gopala Tower,
25, Rajendra Place
New Delhi -110008

Date : 09-11-2015

Dear Sir,

1. The Board of Directors at its meeting held on 26-09-2015 has appointed me as a Scrutinizer for conducting the postal ballot voting process for Section 180 (1)(a) and 180(1)(c) read with section 110 or other applicable provision, if any, of the Companies Act, 2013.
2. Inadvertently the last date of receipt of Postal Ballot has been printed as 07-11-2015 instead of 06-11-2015. The Company has clarified the same in publication dated 08-10-2015 in the Newspaper Financial Chronical English Edition and Haribhoomi Hindi Edition. Accordingly Postal Ballot receipt upto the closure of business on 06-11-2015 has been considered for the purpose approval of resolutions.
3. I submit my report as under:
 - a) The Company has dispatch the postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Member/list of beneficiaries as on 26-09-2015.
 - b) A tripartite agreement dated 29-06-2015 has been executed between the company and MAS Services Limited(Registrar and Transfer agent) and NSDL to provide facilities for E-voting process of the Postal Ballot.
 - c) The necessary publication in respect of completion of dispatch of postal ballot has been published in the Newspaper Financial Chronical English Edition and Haribhoomi Hindi Edition on 08-10-2015.
 - d) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - e) All postal ballot forms received upto the close of working hours on 06-11-2015, the last date and time fixed by the company for receipts of the forms were considered for my scrutiny.
 - f) No envelopes containing the postal ballot form received by me after 06-11-2015.

g) Envelopes containing postal ballot forms returned undelivered aggregated to 470 These envelopes were also not opened and they are kept separately.

h) I did not find any defaced or mutilated ballot papers.

i) A summary of the ballot forms received is given below:

i) For Special Resolution u/s 180(1)(a) of the Companies Act, 2013

Particulars	No. of postal ballot forms	No. of Share	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received	48	90,60,919	48.223
(b) Less: Invalid postal ballot forms (as per register)	3	400	.002
(c) Net valid postal ballot forms (as per register)	45	90,60,519	48.221
(d) Postal ballot forms with assent for the Resolution	39	90,58,918	48.213
(e) Postal ballot forms with dissent for the resolution	6	1,601	.009

That the Special Resolution under section 180(1)(a) of the Companies Act 2013 as stated in Postal Ballot Notice Dt. 26-09-2015, has been approved by required majority.

ii) For Special Resolution u/s 180(1)(c) of the Companies Act, 2013

Particulars	No. of postal ballot forms	No. of Share	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received	49	90,61,119	48.224
(b) Less: Invalid postal ballot forms (as per register)	3	400	.002
(c) Net valid postal ballot forms (as per register)	46	90,60,719	48.222
(d) Postal ballot forms with assent for the Resolution	40	90,59,118	48.214
(e) Postal ballot forms with dissent for the resolution	6	1,601	0.009

That the Special Resolution under section 180(1)(c) of the Companies Act 2013 as stated in Postal Ballot Notice Dt. 26-09-2015, has been approved by required majority.

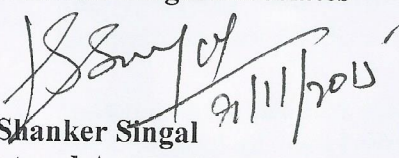
4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the postal ballot process.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours truly,

For Shanker Singal Associates


CA Shanker Singal
Chartered Accountants
Membership No. 081439

