



# PHOENIX INTERNATIONAL LIMITED

**CIN:-L74899DL1987PLC030092**

**Regd. Office:** 3<sup>rd</sup> Floor, Gopala Tower, 25 Rajendra Place, New Delhi-110008

Tel : ( 91-11) 2574 7696, 2575 1934/35/36 Fax : ( 91-11) 2575 1937/38

E-Mail: [compliance@phoenixindia.com](mailto:compliance@phoenixindia.com) Website: - [www.phoenixindia.com](http://www.phoenixindia.com)

To,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400001

Dated: 29<sup>th</sup> September, 2023

**Ref:** PINTL/SE/2023-2024/AGM Voting Results/34

**Subject:** Submission of Scrutinizer's Report & Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir/Ma'am,

In continuation to our letter dated 27<sup>TH</sup> September, 2023, wherein the Company submitted the proceedings of the 36<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Wednesday, 27<sup>th</sup> September, 2023 at 03:30 P.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Please find enclosed herewith the Scrutinizer's Report dated 28<sup>th</sup> September, 2023 and Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as received from Shri. Anant Kumar Mishra, Practicing Chartered Accountant, who was appointed as the scrutinizer for conducting the e-voting process.

The resolutions as set out in the AGM Notice were duly approved by the members, with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully

**For Phoenix International Limited**

(Narender Kumar Makkar)  
Company Secretary and Compliance Officer



[Home](#)[Validate](#)

| Resolution (1)   |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To receive, consider and adopt the Audited Financial Statements (standalone and Consolidated) of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and the Auditors thereon |                          |                        |                                      |                                    |
| 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 |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100  | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 11789450           | 11787850            | 99.9864  | 11787850                 | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    |                                    |
|  | Total                         | 11789450           | 11787850            | 99.9864  | 11787850                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      | 0                  | 0                   | 0  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Total                         | 0                  | 0                   | 0.0000   | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      | 5000110            | 431448              | 8.6288   | 427638                   | 3810                   | 99.1169                              | 0.8831                             |
|  | Poll                          |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         | 5000110            | 431448              | 8.6288   | 427638                   | 3810                   | 99.1169                              | 0.8831                             |
| Total  |                               | 16789560           | 12219298            | 72.7791  | 12215488                 | 3810                   | 99.9688                              | 0.0312                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |  |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |  |                          |                        | <a href="#">Add Notes</a>            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |

[Home](#)
[Validate](#)

| Resolution (2)   |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To appoint a Director in place of Mr. Warendar Kumar Maikkar (DIN: 00026857), pursuant to Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offer himself for re-appointment |                          |                        |                                      |                                    |
| 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 |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 11789450           | 11787850            | 99.9864   | 11787850                 | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         | 11789450           | 11787850            | 99.9864   | 11787850                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      | 0                  | 0                   | 0   | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Total                         | 0                  | 0                   | 0.0000  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      | 5000110            | 431448              | 8.6288  | 427638                   | 3810                   | 99.1169                              | 0.8831                             |
|  | Poll                          |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         | 5000110            | 431448              | 8.6288  | 427638                   | 3810                   | 99.1169                              | 0.8831                             |
| Total  |                               | 16789560           | 12219298            | 72.7791   | 12215488                 | 3810                   | 99.9688                              | 0.0312                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        | <a href="#">Add Notes</a>            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |

[Home](#)
[Validate](#)

| Resolution (3)   |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                     |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Approval of Related Party Transactions  |                          |                        |                                      |                                    |
| 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 |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 11789450           | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         | 11789450           | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Institutions   | E-Voting                      | 0                  | 0                   | 0                                       | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Poll                          |                    | 0                   | 0                                       | 0                        | 0.0000                 | 0.0000                               |                                    |
|  | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                        | 0.0000                 | 0.0000                               |                                    |
|  | Total                         | 0                  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      | 5000110            | 403948              | 8.0788                                  | 400138                   | 3810                   | 99.0568                              | 0.9432                             |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         | 5000110            | 403948              | 8.0788                                  | 400138                   | 3810                   | 99.0568                              | 0.9432                             |
| Total  |                               | 16789560           | 403948              | 2.4059                                  | 400138                   | 3810                   | 99.0568                              | 0.9432                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        | <a href="#">Add Notes</a>            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 11787850     |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 27500        |



**ANANT AND CO**

Chartered Accountants

UGF1, Lower Ground Floor, Jeevan deep Buildings, Sansad Marg, Delhi 110006

Phone : 8800545557, E-Mail : Mishra.anant@gmail.com

**MGT-13****Consolidated Scrutinizer's Report**

[Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014]

To,

The Chairman of the Thirty Sixth Annual General Meeting

**Phoenix International Limited**

3rd Floor, Gopala Tower 25, Rajendra Place, New Delhi -110008

***Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 36th Annual General Meeting of Phoenix International Limited held on Wednesday, 27th September, 2023 at 03:30 P.M. through video conferencing / other audio-visual means.***

Dear Sir,

I, Anant Kumar Mishra, of M/s Anant & Co., Practicing Chartered Accountant had been appointed as the scrutinizer by the Board of Directors of M/s Phoenix International Limited ("the Company") pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting at the 36<sup>th</sup> Annual General Meeting (AGM) of the Company in a fair & transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 36<sup>th</sup> AGM of the Company held on 27<sup>th</sup> September, 2023.

The Company had appointed National Securities Depository Limited ("NSDL") for providing the facility to its shareholders to exercise their votes on the resolutions as set out in the notice of the 36<sup>th</sup> AGM by way of remote e-voting and electronic voting conducted during the 36<sup>th</sup> AGM held on 27<sup>th</sup> September, 2023.

The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and rules made thereunder relating to voting through electronic means on the resolutions proposed in the notice of the 36<sup>TH</sup> AGM.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against', if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by NSDL, the authorized agency



**ANANT AND CO**

Chartered Accountants

UGF1, Lower Ground Floor, Jeevan deep Buildings, Sansad Marg, Delhi 110006

Phone : 8800545557, E-Mail : Mishra.anant@gmail.com

---

engaged by the Company to provide facility of remote e-voting and electronic voting during the AGM.

**In this regard, I submit as under:**

1. The public advertisement with respect to dispatch of notice of AGM and conducting of remote e-voting and electronic voting during the AGM was published in English newspaper 'The Financial Express' and in Hindi newspaper 'Jansatta' on 25<sup>th</sup> August, 2023 and 05<sup>th</sup> September, 2023.
2. The shareholders of the Company holding shares on the "cut-off date" i.e. Wednesday, 20<sup>th</sup> September, 2023, were entitled to vote on the resolution(s) proposed as set out in the notice of the AGM.
3. The remote e-voting period remained open from 09.00 A.M. on Sunday, 24<sup>th</sup> September, 2023 and ended on Tuesday, 26<sup>th</sup> September, 2023 at 05.00 P.M.. The shareholders who did not exercise their voting rights through remote e-voting and who were present at the AGM through VC, were entitled to vote at the AGM by electronics means.
4. After closure of voting during the AGM, the electronic system recording the voting, provided by NSDL, was unblocked by me on 27<sup>th</sup> September, 2023 around 17:40 P.M

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the electronic voting website of NSDL

Based on the scrutiny of the aforesaid data, it is observed that

- 116 members had casted vote through remote e-voting;
- None members casted vote through electronic voting at the AGM.

I also submit herewith the consolidated voting results in respect of the resolutions contained in the notice of the 36th AGM as under:

**Ordinary Business****Resolution No.1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon:

**ANANT AND CO**

Chartered Accountants

UGF1, Lower Ground Floor, Jeevan deep Buildings, Sansad Marg, Delhi 110006

Phone : 8800545557, E-Mail : Mishra.anant@gmail.com

| Mode              | Votes in Favor |                     |                 | Votes Against |                     |                 | Invalid Votes       |
|-------------------|----------------|---------------------|-----------------|---------------|---------------------|-----------------|---------------------|
|                   | <i>Voters</i>  | <i>No. of Votes</i> | <i>Voting %</i> | <i>Voters</i> | <i>No. of Votes</i> | <i>Voting %</i> | <i>No. of Votes</i> |
| E-Voting Facility | 104            | 12215488            | 99.96           | 12            | 3810                | .04             | -                   |

**Resolution No.2: Ordinary Resolution**

To appoint a Director in place of Mr. Narender Kumar Makkar (DIN: 00026857), pursuant to Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.:

| Mode              | Votes in Favor |                     |                 | Votes Against |                     |                 | Invalid Votes       |
|-------------------|----------------|---------------------|-----------------|---------------|---------------------|-----------------|---------------------|
|                   | <i>Voters</i>  | <i>No. of Votes</i> | <i>Voting %</i> | <i>Voters</i> | <i>No. of Votes</i> | <i>Voting %</i> | <i>No. of Votes</i> |
| E-Voting Facility | 104            | 12215488            | 99.96           | 12            | 3810                | .04             | -                   |

**Special Business:****Resolution No.3: Special Resolution**

Approval for Related Party Transactions

| Mode              | Votes in Favor |                     |                 | Votes Against |                     |                 | Invalid Votes       |
|-------------------|----------------|---------------------|-----------------|---------------|---------------------|-----------------|---------------------|
|                   | <i>Voters</i>  | <i>No. of Votes</i> | <i>Voting %</i> | <i>Voters</i> | <i>No. of Votes</i> | <i>Voting %</i> | <i>No. of Votes</i> |
| E-Voting Facility | 94             | 400138              | 99.05           | 12            | 3810                | .05             | 11815350*           |



**ANANT AND CO**

Chartered Accountants

UGF1, Lower Ground Floor, Jeevan deep Buildings, Sansad Marg, Delhi 110006

Phone : 8800545557, E-Mail : Mishra.anant@gmail.com

**\*Related Parties Voted**

Based on the aforesaid results, I report that the resolutions set out in the notice of the 36th AGM held on 27th September, 2023 stands passed with requisite majority. All relevant records relating to remote e-voting and electronic voting at the AGM shall remain under my safe custody until the Chairman considers, approves and signs the minutes of the AGM, after which the same shall be handed over to the chairman/ Authorized Representative.

Thanking you,

**For Anant & Co**

Chartered Accountants

UDIN: 23519542BGPFSSQ6385


**Anant Kumar Mishra**

Partner

M. No. 519542

Place: New Delhi

Date: 28/09/2023

**For Phoenix International Limited**  
**Counter Signed By  
Chairman of The Meeting**