



PHOENIX INTERNATIONAL LIMITED

compliance@phoenixindia.com

Ref.: PINTL/SEC/ BSE/Voting-results 2024

Date: 30-09-2024

To,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 526481, Scrip Symbol: PHOENXINTL
ISIN: INE245B01011

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 28th September, 2024, wherein the Company submitted the proceedings of the 37th Annual General Meeting ("AGM") of the Company held on Saturday, 28th September, 2024 at 05:00 P.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Please find enclosed herewith the Scrutinizer's Report dated 28th September, 2024 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

Phoenix International Limited

CIN: L74899DL1987PLC030092 Telephone No. – 011 25747696, 25751934/35/36

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



ANANT AND CO

Chartered Accountants

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

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

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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 37th Annual General Meeting of Phoenix International Limited held on Saturday, 28th September, 2024 at 05:00 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 37th 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 37th AGM of the Company held on 28th September, 2024.

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 37th AGM by way of remote e-voting and electronic voting conducted during the 37th AGM held on 28th September, 2024.

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 37th 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 engaged by the Company to provide facility of remote e-voting and electronic voting during the AGM.



ANANT AND CO

Chartered Accountants

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

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

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 07th September, 2024.
2. The shareholders of the Company holding shares on the "cut-off date" i.e. Saturday, 21st September, 2024, 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 Wednesday, 25th September, 2024 and ended on Friday, 27th September, 2024 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 28th September, 2024 around 18:10 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

- 153 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 37th 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, 2024 together with the Reports of the Board of Directors and the Auditors thereon:

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	147	12715533	99.97	06	2892	.03	-

**ANANT AND CO**

Chartered Accountants

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

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

Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), 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
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	146	12715533	99.97	06	2892	.03	-

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

Approval for Related Party Transactions

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	146	511283	99.43	06	2892	0.57	12204050*

****Related Parties Voted*****Resolution No.4: Special Resolution**

To Approve re-appointment of Mrs. Pushpa Joshi (DIN: 08603929) as an Independent Director of the Company for a second term.

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	146	12715533	99.97	06	2892	.03	-



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

Based on the aforesaid results, I report that the resolutions set out in the notice of the 37th AGM held on 28th September, 2024 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: 24519542BKCQXL6320

Anant Kumar Mishra

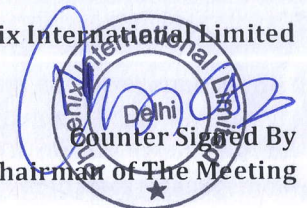
Partner

M. No. 519542

Place: New Delhi

Date: 28/09/2024

For Phoenix International Limited


Counter Signed By
Chairman of The Meeting

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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, 2024 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)							
	Total		11789450	11787850	99.9864	11787850	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	930575	18.6111	927683	2892	99.6892	0.3108
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5000110	930575	18.6111	927683	2892	99.6892
Total		16789560	12718425	75.7520	12715533	2892	99.9773	0.0227
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), who retire 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)							
	Total		11789450	11787850	99.9864	11787850	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	930575	18.6111	927683	2892	99.6892	0.3108
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5000110	930575	18.6111	927683	2892	99.6892
Total		16789560	12718425	75.7520	12715533	2892	99.9773	0.0227
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for 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)							
	Total		11789450	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	514175	10.2833	511283	2892	99.4375	0.5625
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5000110	514175	10.2833	511283	2892	99.4375
Total		16789560	514175	3.0625	511283	2892	99.4375	0.5625
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

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

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Approve re-appointment of Mrs. Pushpa Joshi (DIN: 08603929) as an Independent Director of the Company for a second term.				
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)							
	Total		11789450	11787850	99.9864	11787850	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	930575	18.6111	927683	2892	99.6892	0.3108
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5000110	930575	18.6111	927683	2892	99.6892
Total		16789560	12718425	75.7520	12715533	2892	99.9773	0.0227
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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