

29TH
Annual Report
2015-2016



PHOENIX INTERNATIONAL LIMITED

CIN: L74899DL1987LC030092

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

BOARD OF DIRECTOR

Mr. Arun K. Sinha, Non Executive and Independent Director
Mr. Narendra Agarwal, Non Executive and Independent Director
Mr. Narender Makkar, Executive Director
Mr. P.M. Alexander, Non Executive Director
Mrs. Rekha Mittal, Non Executive and Independent Director

COMPANY SECRETARY

Mr. Narender Makkar

AUDITORS

M/s Pradip Bhardwaj & Co.
LG-47, Ansal Fortune Arcade
Sector-18, Noida(U.P)-201301

REGISTRAR & TRANSFER AGENT

Mas Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II
New Delhi-110020

REGISTERED OFFICE

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

Works

Door No. 35/1, Ground Floor,
Five Furlons Road, Maduvankarai, Guindy, Chennai-600032
Telephone: 044-2240638,

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED WILL BE HELD ON THURSDAY, THE 29TH DAY OF SEPTEMBER, 2016 AT 10.00 A.M. AT LOK KALA MANCH, 20 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narender Makkar (DIN: 00026857), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, pursuant to the recommendations of the Audit committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General meeting held on September 29, 2014, the appointment of M/s Pradip Bhardwaj & Co., Chartered Accountants (ICAI Firm Registration No. 013697C) as the Auditors of the Company to hold office till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them plus service tax, out of pocket expenses, travelling etc. for the financial year ending March 31, 2017, as may be agreed upon between the Board of Directors of the Company and the Auditors in connection with Statutory Audit and /or continuous audit under the Companies Act, 2013.”

Special Business

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, , Mrs. Rekha Mittal, (DIN: 01852431), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective December 30, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Rekha Mittal (DIN 01852431) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from December 30, 2015 and the term shall not be subject to retirement by rotation.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Narendra Aggarwal (DIN: 00027347), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Narendra Aggarwal (DIN: 00027347), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to September 28, 2021.”

For and on behalf of the Board of Directors
For Phoenix International Limited

Place: New Delhi
Date: 12.08.2016

P M Alexander
Chairman

**NOTES:**

- a) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") in respect of the business under Item no. 4 and 5 as stated above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Directors seeking appointment at this Annual General Meeting are annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AS PER THE FORMAT INCLUDED IN THE ANNUAL REPORT AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued by the Member organization.
- A person can act as a proxy on behalf of Members (not exceeding 50 Members) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- c) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- d) The register of members and shares transfer books of the Company will remain closed on September 29, 2016.
- e) In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f) All documents referred to in the Notice and the accompanying Statement are available for inspection by the Members at the registered office of the Company on all working days between 10.00 a.m. to 4.00 p.m. up to the date of this Annual General Meeting.
- g) Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- h) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- i) SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning their correct reference folio number in case of holdings in physical form.
- j) Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/ name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
- j) Members seeking any information with regard to Accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting, so as to enable the Management to keep the information ready at the Meeting.
- k) As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip alongwith a copy of Annual Report to the Meeting.
- l) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronics mode to those members who have registered their email address either with Company or with the Depository.
- m) To support the 'Green Initiative', the Members who have not registered their email addresses so far are requested to register the same with Company's Registrars and Transfer Agents/ Depositories.
- n) Members may note that the Notice of the 29th Annual General Meeting and Annual Report for 2016 will also be available on the Company's website: www.phoenixindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making request for the same by post free of Cost.
- o) The Equity Shares of the Company are listed with the Stock exchange at Delhi and Bombay. However, Delhi Stock exchange is now non-operational/ de-recognized. The Securities & Exchange Board of India (SEBI) vide circular No.CIR/MRD/DSA/18/2014 dated 22nd May, 2014 read with circular No.CIR/MRD/ DSA/05/2015 dated 17th April, 2015, inter-alia, stated that the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other nationwide stock exchange will cease to be listed companies and will be moved to the dissemination board. However the Company's Shares are listed at Bombay Stock Exchange Limited. Therefore, no annual listing fee for the year 2015-16 has been paid to Delhi Stock Exchange.



- p) Voting through Electronics means: Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is offering e-voting facility to its members. Detailed procedures are given in the enclosed letter.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No(s) 4 and 5 of the accompanying Notice:

ITEM NO. 4:

The Board of Directors in their meeting held on December 30, 2015 appointed Mrs Rekha Mittal as Additional Director of the Company in the capacity of Independent Directors with effect from December 30, 2015 pursuant to Section 161 of the Act read with the provision of Articles of Association of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1 Lakh proposing the candidature of Mrs. Rekha Mittal for appointment as Independent Director as per the provisions of sections 149 and 152 of the Act.

Mrs. Rekha Mittal has given declaration to the Board of Directors of the Company that she met the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, she fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as Independent Director of the Company and she is independent of the management. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1 Lakh proposing the candidature of Mrs. Rekha Mittal to be appointed as Independent Director as per the provisions of the Companies Act, 2013.

Except Mrs. Rekha Mittal, being appointee or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4. The Board of Directors recommend the resolution at Item No. 4 for approval of the Members.

ITEM NO. 5:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Narendra Aggarwal be appointed as an Independent Director of the Company. The appointment of Mr. Narendra Aggarwal shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Narendra Aggarwal for the office of Director of the Company.

Mr. Narendra Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Narendra Aggarwal that he meets the criteria of independence. In the opinion of the Board, Mr. Narendra Aggarwal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Regulations. Mr. Narendra Aggarwal is independent of the management and possesses appropriate skills, experience and knowledge.

Except Mr. Narendra Aggarwal, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 5. The Board of Directors recommend the resolution at Item No. 5 for approval of the Members.



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Brief Resume of Directors/persons seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 29, 2016 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Name of the Director	Mr. Narender Makkar	Mrs.Rekha Mittal	Mr.Narendra Aggarwal
Date of Birth Age	04.04.1962 54	24.08.1982 34 years	15.10.1960 55
Nationality	Indian	Indian	Indian
Date of Appointment	02.08.1999	30.12.2015	31.01.2005
Relationship with Directors and Key Managerial Personnel	None	None	None
Expertise in specific functional area	Accounts, Finance and Taxation	Corporate Affairs, Secretarial & Legal	International Trade
Qualification	CA & CS	Master's Degree in Commerce, Company Secretary, Law Graduate	BA, Dip in International Trade
Board Membership of other listed companies as on March 31, 2016	1.Phoenix Real Time Services Limited 2.Focus Offshore Services Private Limited 3.Indus Gas Transmission Limited 4.Savare Trade Enterprises Limited 5.Phoenix International Finance Limited 6. Yellow Velly Leasing and Finance Limited 7. Fitzroy Exprts Private Limited 8. S P Regina Resources Private Limited 9. Focus Energy Limited	-None	1.Spartan Agro Industries Limited 2.Phoenix Land Development Limited 3.Phoenix International Finance Limited 4. Phoenix Hydro Carbons Limited 5.Phoenix Real Times Limited 6. Phoenix Cement Limited 7. Phoenix Power Development Limited 8.Phoenix Industries Limited 9.Granada Elevator Private Limited
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2016			
a) Audit Committee	Member	None	Member
b) Shareholders' Grievance Committee	Member	None	None
c) Board Governance and Nomination Committee	None	None	None
d) Compensation Committee	None	None	None
e) Other Committee	None	None	None
Number of shares held in the Company as on March 31, 2016	NIL	NIL	NIL

Note:

- The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and number of Board meetings attended by them during the year 2015-16 is provided in the Corporate Governance Report.
- The proposal for appointment/re-appointment and revision in terms of remuneration of Directors has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.



Directors' Report

To,
The Members,
Your Directors have pleasure in presenting their 29th Annual Report on the business and operations of the Company along with the audited accounts for the Financial Year ended March 31, 2016.

1. Financial summary or highlights/Performance of the Company

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015
Sales & Other Income	382,580,042	393,928,774	38,267,1272	39,393,3024
Profit / (Loss) before Depreciation	25,598,524	27,857,041	24,591,894	27,034,029
Less Depreciation	6,603,474	13,145,131	7,389,440	14,589,032
Profit / (Loss) after Depreciation but before Extra Ordinary	18,995,050	14,711,910	17,202,454	12,444,997
Items				
Add: Extra Ordinary Items	-	-	-	-
Profit / (Loss) after Extra Ordinary Items – but before Tax	18,995,050	14,711,910	17,202,454	12,444,997
Less: Provision for Income Tax/ Deferred Tax Liability	9,263,199	5,500,000	9,263,199	5,500,000
Profit / (Loss) After Tax	9,731,851	9,211,910	7,939,255	6,944,997

2. Dividend

To implement the plans and to expand the business activities, your Directors do not recommend any dividend for the financial year ended March 31, 2016.

3. Reserves

The Board has not proposed any amount to carry to any reserves

4. Performance

On Standalone basis, revenue from operations for FY 2015-16 were Rs. 38.25 Crore as compared to Rs.39.39 Crore in FY 2014-15. Profit after tax for the year was Rs.97.32 lacs as compared to Rs. 92.12 lacs in FY 2014-15.

5. Brief description of the Company's working during the year/State of Company's affair

The division wise working details are as under

Particulars	Rs. in Lach
Rentals	1533.77
Shoes Uppers	2205.01

6. Change in the nature of business, if any

There were no changes in the nature of business of the Company.

7. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There are no material changes and commitments which have occurred between the end of the financial year of the company to which the financial statement relate and the date of the report, which may affect the financial position of the company.

8. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There were no significant and material orders passed by any regulators or courts or tribunals which may impact the going concern status and company operation in future.



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9. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The company has identified and documented all key financial controls which impact the financial statements, as part of its standing operating procedures (SOPs). The SOPs are designed for all critical processes across office where financial transactions are undertaken. The SOPs cover the standard processes, risks, key controls and each process is identified to process owner. The financial controls are tested for effectiveness through management ongoing monitoring and review and independently by the internal audit. In our view the internal financial controls, effecting financial statements are adequate and operating effectively.

10. Details of Subsidiary Companies

Phoenix Cement Limited and Phoenix Industries Limited are two subsidiaries companies during the year.

There are no associate companies or joint venture companies as per the Companies Act, 2013.

Consolidated Financial Statements

As required under the SEBI Listing Regulations, consolidated financial statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, form part of the Annual Report and are reflected in the consolidated financial statements of the Company. Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiary companies is attached to the financial statements in Form AOC-1. (Annexure-1) The Company will make available the said financial statements and related detailed information of the subsidiary companies upon the request by any member of the Company or its subsidiary companies. These financial statements will also be kept open for inspection by any member at the Registered Office of the Company, and the subsidiary companies. Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

11. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

The performance and financial position of the two subsidiary company are as under.

(in Rs.)

Performance	Phoenix Cement Limited	Phoenix Industries Limited
Income	91,231	NIL
Expenditure	257,013	1,626,813
Net Profit / (Loss)	(165,782)	(1,626,813)
Financial Position		
Share Capital	82,95,35,700	9,43,23,000
General reserves	(556,175,823)	(224,789,499)

12. Deposits

The Company has neither invited nor accepted any deposits from the public falling in the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 during the period under review. Accordingly, no disclosures are required in this regard by the Company.

13. Statutory Auditors

The Auditors M/s. Pradip Bhardwaj & Co, Chartered Accountant (ICAI Firm Registration No. 013697C), New Delhi, were appointed as Statutory Auditors for a period of 3 years from financial year 2014 to financial year 2017 at the Annual General Meeting (AGM) held on September 30, 2014. However in terms of provisions of provision of Section 139 (1) of Companies Act, 2013 and rules made there under, the appointment of Auditors is required to be ratified by the Members of the Company at every Annual General Meeting.

The Company has received a letter from auditor confirming that they are eligible for re-appointment as auditors of the Company under Section 139 of the Companies Act, 2013 and meet the criteria for appointment specified in Section 141 of the Companies Act, 2013.

Based on the recommendations of the Audit Committee and as per the provision of Section 139(1) of the Companies Act, 2013 and the Board of Directors of your Company proposes to ratify the appointment of M/s. Pradip Bhardwaj & Co, Chartered Accountant (ICAI Firm Registration No. 013697C), New Delhi, as Statutory Auditors of the Company for the financial year ending 2017.

14. Auditors' Report

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.



15. Share Capital

A) Issue of equity shares with differential rights

The Company has not issued any Equity Shares during the year under review.

B) Issue of sweat equity shares

The Company has not issued any Sweat Equity Shares during the year under review.

C) Issue of employee stock options

As the Company has not issued any Employee Stock Options during the year under review, hence there is nothing to disclose as required under Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

As the Company has not made provision of money for purchase of its own shares by Employee or by trustee for the benefit of employees during the year under review, hence there is nothing required to disclose the details as required under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014

E) Listing of Shares

The Equity Shares of the Company are listed with Delhi Stock Exchange and Bombay Stock Exchange. The Delhi Stock Exchange is now non operational / de-recognized. The Securities & Exchange Board of India (SEBI) vide circular No.CIR/MRD/DSA/18/ 2014 dated 22nd May, 2014 read with circular No.CIR/ MRD/DSA/05/2015 dated 17th April, 2015, inter-alia, stated that the companies exclusively listed on the non-operational/de-recognized stock exchanges which fail to obtain listing in any other nationwide stock exchange will cease to be listed companies and will be moved to the dissemination board. However the Share of the Company is listed with Bombay Stock Exchange.

16. Extract of the Annual Return

As provided under Section 92(3) of the Act, the details forming part of the extract of the Annual Return is annexed herewith in Form MGT 9 Annexure-2.

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in the 'Annexure-3, which is annexed hereto and forms a part of the Boards' Report.

Foreign exchange earnings and Outgo:

Description	Value in Rs.
Earning in foreign currency/Export Sales	NIL
Remittance in foreign currency-material & others including travelling	1359.38 Lacs

18. Directors:

A) Appointment / Re-Appointment of Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and provision of the Articles of Association of the Company, Mr. Narender Makkar (DIN-00026857) Director of the Company, is liable to retire by rotation and being eligible offers himself for re-appointment. The disclosures required pursuant to Regulation 36 of SEBI Listing Regulations are given in the Notice of the AGM, forming part of the Annual Report. Attention of the Members is invited to the relevant items in the Notice of the AGM and the Explanatory Statement thereto.

B) Independent Directors

During the year Mrs Rupali Chawla resigned from the Board in the capacity of Independent Director w.e.f. 09.11.2015. The Board has placed on record its appreciation for the valuable guidance and support received from Mrs. Rupali Chawla during her association with the Company. Pursuant to the provisions of Section 149 of the Act read along with the Rules framed thereunder and the Resolutions passed by the Members at the Annual General Meeting held on 30.09.2015, Mr Arun Kumar Sinha would continue as Independent Director upto 30.09.2019. Mrs. Rekha Mittal was appointed as Additional Director in the capacity of Independent Director in the Board Meeting held on 30th December, 2015 upto the date of this Annual General Meeting. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1 Lakh proposing the candidature of Mrs. Rekha Mittal for appointment as Independent Director as per the provisions of sections 149 and 152 of the Act.

The Board of Directors have proposed that Mr. Narendra Aggarwal be appointed as an Independent Director of the Company. The appointment of Mr. Narendra Aggarwal shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Narendra Aggarwal for the office of Director of the Company.



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All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

KEY MANAGERIAL PERSONNEL

The following Directors/Executives continued as KMPs of the Company during Fiscal 2016:

Mr. Arun Kumar Sinha, Independent Director

Mr. P M Alexander, Director

Mr. Narendra Aggarwal

Mr. Narender Makkar, Director & Company Secretary

GOVERNANCE GUIDELINES

During the year under review, the Company adhered to the Governance Guidelines on Board Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of directors, director remuneration, subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

Selection and procedure for nomination and appointment of Directors

The Nomination and Remuneration Committee ("NRC") is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or reappointment is required. The Committee is also responsible for

reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies, undertake a reference and due diligence and meeting potential candidates, prior to making recommendations of

their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read along with Schedule II of SEBI Listing Regulations, which is annexed as Annexure-4

REMUNERATION POLICY

The Company has in place a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and Regulation 19 of SEBI Listing Regulations, and the same is annexed as Annexure-7

BOARD EVALUATION

Pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The NRC reviewed the performance of the individual Directors, a separate meeting of Independent Directors was also held to review the performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors. This was followed by a Board Meeting that discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of the programme for familiarisation of the Independent Directors with the Company in respect of their roles, rights, responsibilities in the Company, nature of the industry in which Company operates, business model of the Company and related matters are put up on the website of the Company.



PHOENIX INTERNATIONAL LIMITED

VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual

or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

19. Number of meetings of the Board of Directors

The Board of your Company met 6 times during the financial year ended 31.03.2016, the details of which are given in the Corporate Governance Report that forms the part of this Annual Report.

20. Committees of the Board

Currently, the Board has three committees:-

1. The Audit Committee,
2. The Risk Management Committee
3. The Nomination and Remuneration Committee
4. Stakeholders Relationship Committee

A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report Section of this Annual Report.

21) Particulars of loans, guarantees or investments under section 186

The details of Loans, Guarantees or Investments made under Section 186 of the Act during the year are given below:

Description	Phoenix Cement Limited	Phoenix Industries Limited
Advance Recovable	Rs. 1,64,25,744	Rs. 48,40,00,000
Investment in shares	4,19,53,510(Nos.) Rs. 13,08,46,956	84,32,300(Nos.) Rs. 2,71,04,727
Other Advance	1500000	2,05,840,000

22. Particulars of contracts or arrangements with related parties:

All Related Party Transactions that were entered into during the year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, Key Managerial Personnel or other designated persons which may have an potential conflict with the interest of the Company at large.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The policy on dealing with the Related Party Transactions intends to ensure that proper reporting, approval and disclosure process are in place for all transactions between the company and Related Parties. This policy specifically deals with the review and approval of Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length.

The Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Account) Rules, 2014 is set out as Annexure-5 to this report

23. PARTICULARS OF EMPLOYEES

The information on employees who were in receipt of remuneration of not less than Rs.60 lakhs during the year or Rs.5 lakhs per month during any part of the said year as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as the same is not applicable to the Company. Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are Annexed to the report as Annexure-6

24. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. Mayank Panwar & Co., a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure-8

25. Corporate Governance

A separate section on Corporate Governance forming part of the Board' Report along with the Certificate from the Auditors of the Company confirming compliance of Corporate Governance norms as stipulated in Regulation 34 read along with Schedule V of



the SEBI Listing Regulations is included in the Annual Report..

26. Risk Management Policy

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy. The Internal Audit Department facilitates the execution of Risk Management Practices in the Company in the areas of Risk identification; assessment, monitoring, mitigation and reporting. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment & management procedures and status.

The Company has policy to hedge most of the payments of Currency in order to reduce the risk of volatile international market of Foreign Exchange.

All properties including building, plant, machinery, furniture, fixture, stock, and Stock in transit of the Company have been properly insured against all kinds of risk.

27. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board to the best of their knowledge and ability, confirm that:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors
Phoenix International Limited

Place: New Delhi
Date: 12.08.2016

Narender Makkar
Director & Company Secretary

P M Alexander
Chairman



CHAIRMAN AND DIRECTOR CERTIFICATION

We, P M Alexander, Chairman and Narender Makkar, Director certify to the Board that:

We have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2016, and that to the best of our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 - (a) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
 - (b) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (c) We have indicated to the auditors and the Audit committee:-
 - (i) significant changes, if any, in internal control over financial reporting during the year:
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements:
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board of Directors
Phoenix International Limited

Place: New Delhi
Date: 12.08.2016

Narender Makkar
Director & Company Secretary

P M Alexander
Chairman

REPORT ON CORPORATE GOVERNANCE

(1) CORPORATE GOVERNANCE:

Sound Corporate Governance practices are guided by culture, conscience and mindset of an organization and are based on principles of openness, fairness, professionalism, transparency and accountability with an aim to building confidence of its various stakeholders and paving way for its long-term success. In Phoenix International Limited, Corporate Governance is defined as a systematic process by which companies are directed and controlled keeping in mind the long-term interests of all their stakeholders. Achievement of excellence in good Corporate Governance practices requires continuous efforts and focus on its resources, strengths and strategies towards ensuring fairness and transparency in all its dealings with its stakeholders including society at large. Corporate Governance has indeed assumed greater significance as the world has moved towards closer integration and free trade.

COMPANY'S PHILOSOPHY ON GOVERNANCE:

Your Company's philosophy on the Corporate Governance is founded upon a rich legacy of fair and transparent governance practices which are essentially aimed at ensuring transparency in all dealings and hence seeks to focus on enhancement of long-term shareholder value without compromising on integrity, social obligations and regulatory compliances. Your Company has continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies and prudent business plans, thereby ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities. The Company's comprehensive written code of conduct serves as a guide for your company and its employees on the standards of values, ethics and business principles, which should govern their conduct. Your company operates within accepted standards of propriety, fair play and justice and aims at creating a culture of openness in relationships between itself and its stakeholders. Even in a fiercely competitive business environment that the Company is operating in, the management and employees of your Company are committed to uphold the core values of transparency, integrity, honesty and accountability, which are fundamental to the Company and for achieving Corporate Excellence.



CORPORATE GOVERNANCE PRACTICES:

The Company's Corporate Governance practices seek to go beyond the regulatory requirements and with a view to ensuring commitment to transparent, law abiding behaviour and good Corporate Governance, the Company has put in place the following practices:-

a) Code of Conduct:

The Company's Code of Conduct is based on the principle that business should be conducted in a professional manner with honesty, integrity and law abiding behaviour and thereby enhancing the reputation of the Company. The Code ensures lawful and ethical conduct in all affairs and dealings of the Company.

b) Business Policies:

The Business Policies of Company ensures transparency and accountability to its stakeholders. The policies provide motivation and support for professional development of employees, fair market practices and high level of integrity in financial reporting. The policies recognize Corporate Social Responsibility of the Company and also seek to promote health, safety and quality of environment.

c) Prohibition of Insider Trading:

The Code on prevention of Insider Trading, which applies to the Board Members and all officers and employees, seeks to prohibit trading in the securities of the Company based on unpublished price sensitive information. Trading window remains closed so long unpublished price sensitive information is not made public.

d) Risk Management:

The Company has developed and implemented a comprehensive risk management policy for risk identification, assessment and minimization procedure. The risk management procedures are clearly defined and periodically reviewed by the Board of Directors with a view to strengthening the risk management framework and to continuously review and reassess the risk that the Company may confront with.

e) Environment Policy:

The Company is committed to conducting its business in a manner that values the environment and helps to ensure the safety and health of all its employees and society at large. The policy is aimed towards strengthening pollution prevention and control measures.

f) Equal Employment Opportunity:

The employment policy of the Company assure that there shall be no discrimination or harassment against an employee or applicant on the grounds of race, colour, religion, sex, age, marital status, disability, national origin, or any other factor made unlawful by applicable laws and regulations. The policy also ensures fair and respectful treatment of all fellow employees.

g) Disclosure Policy

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website. The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis.

h) Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

A brief report on Corporate Governance for the year ended on 31st March 2016 is given below:

(2) Board of Directors

(A) Composition and Category of Directors

The Board of Directors comprises of 5 Directors as on 31st March, 2016, which includes one executive director, and four non-executive directors including 1 woman director. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies.

The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board of Directors, for discussions and consideration at the Board Meetings. The Board reviews the declaration made by the Company Secretary regarding compliance with all applicable laws on a quarterly basis as also steps taken to remediate instances of non-compliance, if any.

All the agenda papers for the Board and Committee meetings are disseminated physically.

The composition of Board of Directors, their attendance at Board Meetings during the year ended 31st March 2016, the last Annual General Meeting and their Directorships/Committee Memberships in other Companies as on 31st March 2016 is as follows:



PHOENIX INTERNATIONAL LIMITED

(B) Details of Meeting of Board of Directors held during the year ended on 31st March, 2016 * Out of them 4 Directorships

Name of the Directors	Category	No. of Board Meetings held during tenure	No. of Board Meetings Attended	Attendance at last AGM	No. of other Directorships in other Companies	As Member in Committees of other Companies	As Chairman in Committees of Other Companies
Mr. Arun K. Sinha	Non Executive and Independent Director	6	3	Yes	5	4	3
Mr. Narendra Agarwal	Non Executive and Independent Director	6	5	No	13*	3	Nil
Mr. Narender Makkar	Executive Director	6	6	Yes	12**	4	2
Mr. P.M. Alexander	Non Executive Director	6	6	YES	14***	4	Nil
Mrs. Rupali Chawla	Non Executive and Independent Director	6	2	No	4	Nil	NIL
Mrs. Rekha Mittal	Non Executive and Independent Director	6	1	No	NIL	-	NIL

* Out of them 4 Directorships are in Private Limited Companies

** Out of them 5 Directorships are in Private Limited Companies

*** Out of them 5 Directorships are in Private Limited Companies

Notes:

- None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a Member of more than ten committees or Chairman of more than five committees across all the public companies in which he/she is a director. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2016 have been made by the Directors. None of the Directors are related to each other.
- Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- Other directorships do not include directorships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act. Chairmanships/ Memberships of the Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
- The Company has proper systems to enable the Board of Directors to periodically review compliance reports of all laws applicable to the Company.
- During the year 2015-2016, information as mentioned in Schedule II Part A of the SEBI Listing Regulations has been placed before the Board for its consideration.
- Mrs. Rupali Chawla resigned on 09.11.2015.

(C) Details of Meetings of Board of Directors held during the year

Date of Board Meetings	No. of Directors Present
26.05.2015	5
12.08.2015	5
26.09.2015	4
09.11.2015	3
30.12.2015	3
11.02.2016	3

The maximum time gap between any two meetings did not exceed four calendar months.



PHOENIX INTERNATIONAL LIMITED

Annual Independent Directors Meeting:

During the year under review, an annual Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on March 30, 2016, wherein all Independent Directors were present, to review the performance of the Non-Independent Non-Executive Directors including the Chairman of the Board and performance of the Board as a whole. The Non- Independent Directors did not take part in the meeting.

Board Effectiveness Evaluation:

Pursuant to the provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, Board evaluation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman, was conducted during the year. For details pertaining to the same kindly refer to the Board's Report.

Familiarisation Programme:

Kindly refer to the Company's website for details of the familiarisation programme for Independent Directors in respect of their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

Information to the Board

The Company holds at least four board meetings in a year with at least one meeting in each quarter to review the quarterly financial results. The maximum gap between two board meetings is not more than four months. Agenda papers are circulated to the Board members well in advance. In addition to the specific matters which are taken at the Board meetings, the following information is also placed before the Board for its review:

- Annual Operating Plans and Capital budget and any updates in connection therewith.
- Minutes of the meetings of the Audit Committee and all other committees of the Board.
- Terms of reference of the Committees of the Board.
- Statutory Compliance Certificate.
- Information on appointment and resignation of senior officers of the Company.
- Show cause, demand, persecution notices and penalty notices of material importance.
- Any material default in financial obligations to and by the Company, or substantial non recovery for sale of goods by the Company.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Sale of a material nature, of investments and/or assets, which are not in the normal course of business.
- Any issue involving possible public or product liability claims of a substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company.

(D) Details of Directors seeking re-appointment at the ensuing Annual General Meeting

In respect of Directors seeking appointment or re-appointment, the relevant information, like brief resume of the Directors, nature of their expertise in specific, functional areas and names of the Companies in which they hold Directorship and Membership of any Committee of the Board is given as annexure to this report.

(3) Risk Management Committee

(A) Constitution

The Risk Management Committee's constitution and terms of reference are in compliance with provision of the Companies Act, 2013 and Regulation 21 of the SEBI (LODR Regulations).

The terms of reference of the Committee are as follows:

1. To periodically review risk assessment and minimisation procedures to ensure that Executive Management controls risk through means of properly defined framework.
2. To review major risk and proposed action plan. The Risk Management Committee met four times during the financial year 2015-16 on 26.05.2015, 12.08.2015, 9.11.2015 and 11.02.2016. The composition of the Committee and the details of the meetings attended by the Members are as give below.

Sl No.	Name of the Members	Category	No. of Meetings attended
1	Mr. Narendra Aggarwal	Independent Director	4
2	Mr. Arun K. Sinha	Independent Director	4
3	Mr. P. M. Alexander	Director	4

Mr. Narender Makkar, Company Secretary, is the Secretary of the committee.



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(4) Audit Committee

(A) Constitution

The Company has an Audit Committee and the terms of reference are in conformity with the powers as stipulated in Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Act.

The following were the members of the Committee during the year 2015-16

- | | | |
|-----|-----------------------|----------------------|
| (A) | Mr. Narendra Aggarwal | Independent Director |
| (B) | Mr. Arun K. Sinha | Independent Director |
| (C) | Mr. P. M. Alexander | Independent Director |

Mr. Narender Makkar, Company Secretary, is the Secretary of the committee.

(B) Terms of Reference

The role of the Audit Committee of the Company include the following;

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:-
 - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub section 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications regarding audit reports
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing, the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing, the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as required.

The Auditors and the Key Managerial Personnel have a right to be heard in the meetings of the Audit Committee when it considers the Auditor's Report. The Audit Committee is also empowered, pursuant to its terms of reference, to :

- a) Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- b) Obtain professional advice from external sources to carry on any investigation and have full access to information contained in the records of the Company.
- c) Discuss any related issues with the internal and statutory auditors and the management of the Company.
- d) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- e) Approve subsequent modification of transactions of the Company with related parties.
- f) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- g) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors.



- h) Scrutinize the inter-corporate loans and investments and evaluate internal financial controls and risk management systems.
- i) Oversee the vigil mechanism/whistle blower policy of the Company.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management.
- Management letters/letters of internal control weaknesses issued by the statutory auditors.
- Internal Audit Reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the chief internal auditor.

Whenever applicable, monitoring end use of funds raised through public issues, right issues, preferential issues by major category (capital expenditure, sales and marketing, working capital etc.), shall form a part of the quarterly declaration of financial results.

In addition, the Audit Committee of the Board is also empowered to review the financial statements, in particular, the investments made by the unlisted subsidiary companies, in view of the requirements under Regulation 24 of the SEBI Listing Regulations.

No person has been denied access to the Committee. The minutes of the meetings of the Board of Directors of the unlisted subsidiary companies are periodically placed before the meeting of the Audit Committee of the Board of Directors of the Company.

(C) Meeting and Attendance during the year

Six meetings of the Committee were held during the year on 26.05.2015, 12.08.2015, 26.09.2015, 09.11.2015 30.12.2015, 11.02.2016.

The attendance particulars are as follows:

Name of the Director	Position held	Meeting	
		Held	Attended
Mr. Arun K. Sinha	Chairman	6	3
Mr. Narendra Agarwal	Member	6	6
Mr. P. M. Alexander	Member	6	6

- Members of the Audit Committee are eminent persons in their fields having expertise in Finance and Accounting. Legal and Commercial
- The Chairman of the Audit Committee Mr. Arun Kumar Sinha attended the last Annual General Meeting of the Company held on 30.09.2015

(5) Nomination and Remuneration Committee

Composition: The Company has a Nomination and Remuneration Committee which comprises of three members, all of whom are Non-Executive Independent Directors.

- Mr. P.M. Alexander,
- Mr. Arun K. Sinha and
- Mr. Narendra Agarwal,

Mr. Narender Makkar, the Company Secretary, acts as Secretary of the Committee.

The terms of reference are in conformity with the provisions of Regulation 19 of the SEBI Listing Regulations, read with Section 178 of the Act.

The role of the Committee inter alia includes the following:

- Identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments/removals where necessary.
- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees.
- Evaluate the performance of independent directors and the board of directors and to decide whether to continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Devise a policy on Board diversity.

In accordance with the recommendation of the Committee, the Company has since formulated a Remuneration Policy for directors,



key managerial personnel and other employees of the Company. The Committee is responsible for recommending the fixation and periodic revision of remuneration of the Managing Director. The Committee also decides on payment of commission to non-executive Directors and other senior managerial personnel. The performance evaluation criteria for non-executive including independent directors laid down by Committee and taken on record by the Board includes

- a. Attendance and participation in the Meetings.
- b. Preparedness for the Meetings.
- c. Understanding of the Company and the external environment in which it operates and contributes to strategic direction.
- d. Raising of valid concerns to the Board and constructive contribution to issues and active participation at meetings.
- e. Engaging with and challenging the management team without being confrontational or obstructionist.

The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation, the Directors who are subject to evaluation had not participated.

Meetings:

Two meetings of Nomination and Remuneration Committee were held on 26.05.2015 and 11.02.2016 during the year. Attendance at meeting during the year is as under.

Sr No.	DIRECTOR	NO. OF MEETINGS HELD DURING TENURE	NO. OF MEETINGS ATTENDED
1	Mr. P.M. Alexander	2	2
2	Mr. Arun K. Sinha	2	2
3	Mr. Narendra Aggarwal	2	2

Remuneration to Directors

The details of the remuneration paid or payable to the Non- Executive Directors and the Executive Director have been given below.

A)

Sr.No.	Name	Designation	All elements of Remuneration package i.e. Salary benefits bonus, pension etc
1.	Mr. Narender Makkar	Director & Company Secretary	Rs.24,00,000/- pa/-

B)

Sr. No.	Name	Designation	Sitting Fees
1.	Mr. Arun Kr. Sinha	Non - Executive Director	` 60,000/-
2.	Mrs. Rupali Chawla *	Non - Executive Director	` 40,000/-
3.	Mrs. Rekha Mittal**	Non - Executive Director	` 20,000/-

* Mrs. Rupali Chawla resigned from the Board on 09.11.2015

** Mrs. Rekha Mittal was appointed as Additional Director in the capacity of Independent Director w.e.f. 30.12.2015.

No commission was paid to the Non- Executive Directors during the year ended 31st March, 2016.

(5) Stakeholders Relationship Committee (formerly termed as Share Transfer and Shareholders' /Investors' Grievance Committee)

Terms of Reference

The Company has a Stakeholders' Relationship Committee and the terms of reference of the Stakeholders' Relationship Committee are in conformity with the provisions of Regulation 20 of the SEBI Listing Regulations, read with Section 178 of the Act. The Stakeholders' Relationship Committee specifically looks into the redressal of grievances of shareholders and other security holders such as transfer/transmission of shares, issue of duplicate share certificates, recording dematerialization/rematerialisation of shares, non-receipt of Annual Report, non-receipt of declared dividends and other related matters.

Composition: The following were the members of the Committee during the year.

- | | | |
|-----|---------------------------------|----------------------|
| (A) | Mr. Narendra Aggarwal- Chairman | Independent Director |
| (B) | Mr. Arun K. Sinha -Member | Independent Director |
| (C) | Mr. P. M. Alexande- Member | Independent Director |

Mr. Narender Makkar, Company Secretary, is the Secretary of the committee and is also the Compliance Officer.



PHOENIX INTERNATIONAL LIMITED

The Stakeholders' Relationship Committee of the Board of Directors meets at regular intervals and specifically looks into redressal of grievances of shareholders and other security holders.

During the financial year, 11 meetings of the committee were held on the following dates;

27.04.2015, 05.05.2015, 26.06.2015, 17.08.2015, 21.09.2015, 28.09.2015, 05.10.2015, 16.11.2015, 07.12.2015, 21.12.2015, 08.02.2016

Name and designation of Compliance Officer: Mr. Narender Makkar, Company Secretary

Status of Shareholders' Complaints:

The number of complaints received during the year ended on 31st March, 2016 were 05 (Five) , resolved during the year ended on 31st March, 2016 were 5 and there were none pending as at the end of the financial year.

Share Transfer

Mr. Narender Makkar, Company Secretary and Mr. P D Gupta Manager Corporate Affairs are severally authorised to approve share transfers in physical mode.

Business Risk Management Committee

Your Company recognizes that risk is an integral part of business and is committed to managing the risk in a proactive and efficient manner. Your Company periodically assesses risk in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans strategy. The Internal Audit Department facilitates the execution of Risk Management Practices in the Company in the areas of risk identification, assessment, monitoring, mitigation and reporting. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment & management procedures and status.

The Company has policy to hedge most of the payments of currency in order to reduce risk of volatile international market of foreign exchange.

All properties including building, plant, furniture, fixture, stock and stock in transit of the Company have been properly insured against all kinds of risks.

Independent Directors Meeting

During the year under review the Independent Directors met on 30.03.2016 inter alia to review the performance of non independent directors including that of the Chairman taking into account the views of the executive and non – executive directors; assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties and other related matters. All the four Independent Directors attended the said meeting. The details of the familiarisation programme for Independent Directors are posted on the website of the Company.

(6) General Body Meetings

(A) The venue date and time of the last 3 Annual General Meetings were as follows;

The venue date and time of the last 3 Annual General Meetings were as follows;

Date & Time

Location

30th September, 2013 at 10:00 a.m.

Lok Kala Manch, 20 Institutional Area, Lodhi Road, New Delhi – 110003

30th September, 2014 at 10:00 a.m.

Lok Kala Manch, 20 Institutional Area, Lodhi Road, New Delhi – 110003

30th September, 2015 at 10:00 a.m.

Lok Kala Manch, 20 Institutional Area, Lodhi Road, New Delhi – 110003

b) No Special Resolution has been passed during the last three Annual General Meetings

(C) 2 Resolution has been passed / moved through postal ballot during the year viz as follows:-

Special Resolution passed through Postal Ballot during 2015 -2016

During the financial year 2015 -2016 the Company has passed the following resolution by Postal Resolution

Sr. No	Description	Votes in favour of the Resolution		Votes against the resolution	
		No of Votes	% of total Voters	No of Votes	% of total Votes
1.	Special Resolution under Section 180(1)(a)	9058918	48.213	1601	.009
2.	Special Resolution under Section 180(1)(c)	9059118	48.214	1601	.009

(7) Disclosure

I. There were no materially significant related party transaction i.e transactions of the Company of material nature with its promoters, Directors or the Management, their relatives or subsidiaries etc which conflict with the interests of the Company.

II. Disclosure by Senior Management in accordance with Regulation 26(5) of the SEBI Listing Regulations:

The Senior Management of the Company has confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions entered into with the Company that may have a potential conflict with the interests of the Company at large.



III. Disclosures on Compliance of Law :

The Company has complied with the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties or strictures were imposed by SEBI, Stock Exchanges, or any statutory authorities on any matter related to capital markets during the last three years.

IV. Vigil Mechanism / Whistle Blower Mechanism: - The Company promotes ethical behaviour in all its business activities and has put in place mechanism of the reporting illegal or unethical behaviour. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified person. The reports received from any employee will be reviewed by the Ethics Office and the Corporate Governance and Stakeholders Relationship Committee. The Directors and Senior Management are obliged to maintain confidentiality of such report and ensure that the whistle blowers are not subjected to any discriminatory practices.

V. Code for Prevention of Insider Trading Practices In compliance with the SEBI Regulation on Prevention of Insider Trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, as per the Code. Mr. Narender Makkar, Company Secretary, is the Compliance Officer who also acts as the Chief Investor Relations Officer.

VI. Details of compliance with mandatory requirements and adoption of non mandatory requirements

All mandatory requirements have been complied with and the non-mandatory requirements are dealt with at the end of the Report.

VII. Commodity price risk or foreign exchange risk and hedging activities

Terms of reference	Participants	Frequency of Meetings
1. To take protective measures to hedge forex Losses	1.Mr.Arun Kumar Sinha Independent Director 2. Mr. P M Alexander Member 3. Mr. Narender Aggarwal Member	26.09.2015 11.02.2016
2. To decide on all matters related to Commodities hedging and to take protective measures to hedge commodity price fluctuations		

IX. Code of Conduct

A new code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel which suitably incorporates the duties of Independent Directors as laid down in the Act, has been adopted by the Board, in supersession of the earlier one, to bring it in line with the SEBI Listing Regulations. The Code of Conduct for Board Members and Senior Management Personnel of the Company has been posted on the Company's website.

All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Director in terms of SEBI Listing Regulations forms a part of this Annual Report.

I. **There are no pecuniary relationships or transactions with the Non-Executive Directors other than sitting fees paid to them.**

The Company Secretary of the Company give quarterly/annual certification of financial reporting and internal controls to the Board in terms of regulation 17(8) and 33(2) of the SEBI (Listing Obligation and requirement), Regulation 2015

(8) Means of Communication

i. Quarterly Result	Un-audited quarterly and yearly results have been published.
ii. Whether the website also displays official news releases and presentation to institutional investors / analysts.	Website has been developed and is active. Notice of Annual General Meeting along the Annual Report is being sent to each shareholder well within time frame.
iii. Newspapers where Audited Financial Results, Un-audited quarterly and yearly results are published	Financial Express Delhi English & Hari Bhumi Hindi Edition
iv. Whether Management Discussion and Analysis is a part of Annual Report or not.	YES
v. Annual Report	Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditors' Report and other important information is circulated to members and others entitled thereto.



PHOENIX INTERNATIONAL LIMITED

(9) Subsidiary Monitoring Framework

All the subsidiary companies of the Company are Board managed with their Boards of Directors having the rights and obligations to manage such companies in the best interest of their Shareholders. As a majority shareholder, the Company nominates its representatives on the Boards of subsidiary companies and monitors the performance of such companies inter alia, by the following means-

- a) Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- b) All minute of the meetings of subsidiary companies are placed before the Company's Board regularly.
- c) A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Indian Footwear Industry has demonstrated exponential growth and continues to take advantage of the favourable current economic climate to further leverage growth opportunities. The Government has acted as an important catalyst in bringing greater investment to this sector and has granted fiscal relief and incentives to augment production and exports. Innovation continues to be the focal point in your Company's manufacturing, sales, marketing and various brand-building efforts.

The company has manufacturing facility of shoes uppers at Chennai and achieved a turnover of Rs.3825.80 Lacs during the current year as compared to Rs. 3939.28 Lacs during the previous year.

Your Company is always striving to create a favourable work environment with the available resources at its command and is doing its best to retain the available talents within the company.

The Company is having expertise in the product line in which it has been operating. The Company in the past was a continuously profit earning and dividend paying Company.

Your company is well aware of the opportunities, threats and risks involved in the business and it takes every effort to convert the threats and risks into opportunities.

Your Company annually reviews "risk maps" to help identify potential business threats. The capability of these risk mitigation plans, developed to redress identified threats, is honed to protect the interests of all Shareholders. Crisis management plans are well documented.

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized and reported correctly.

(11) General Shareholder Information

(a) Annual General Meeting

Date & Time : 29/09/2016 at 10:00 A.M.
Place : Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi -110003.

(b) Financial Calendar (Tentative) : ending March 31

Financial Results for the Quarter Ended :

30th June, 2016 : On or before 14th August, 2016
30th September, 2016 : On or before 14th November, 2016
31st December, 2016 : On or before 14th February, 2017
31st March, 2017 : On or before 30th May, 2017

(c) Date of book Closure : 23.09.2016 TO 29th September, 2016

Listing on Stock Exchanges:

The shares of the Company are listed on the following stock exchanges:

S. No.	STOCK EXCHANGE	ADDRESS
(a)	Bombay Stock Exchange	The Bombay Stock Exchange, Phiroze Jeejeebhoy Tower 25th Floor, Dalal Street, Mumbai- 400 001

The Company has paid Annual Listing Fees for the Financial Year 2016-2017 to Stock Exchanges.



PHOENIX INTERNATIONAL LIMITED

(d) Stock Exchange Code at BSE : 526481

Stock Market Data: Highest & Lowest during each month in last financial year from April, 2015 to March, 2016 on Bombay Stock Exchange.

YEAR	MONTH	HIGHEST RATE (₹)	LOWEST RATE (₹)
2015	April	8.3	7.73
2015	May	9.99	7.33
2015	June	10.48	8.36
2015	July	10.14	7.51
2015	August	9.8	8.12
2015	September	9.9	7.8
2015	October	9.65	7.98
2015	November	9.41	7.86
2015	December	11.77	7.97
2016	January	14.95	11.09
2016	February	13.11	9.52
2016 March	11.38	8.76	

(d) Share Transfer System:

The Company has out sourced share transfer function to M/s Mas Services Limited, which is registered with SEBI as a Category-I Registrar and Transfer Agent.

Share Transfer Process : The shares in physical form for transfer should be lodged at the office of the Company's Registrar and Share Transfer Agent, or at the Registered Office of the Company. The transfers are processed within 10 days from the date of receipt of such request for transfer, if technically found to be in order and complete in all respects. As per directives issued by SEBI it is compulsory to trade in securities of any Company's equity shares in dematerialized form.

(e) Dematerialization of Shares:

The process of conversion of shares from physical form to electronic form is known as dematerialisation. For dematerializing the shares, the shareholders should open a demat account with a Depository Participant (DP). He/She is required to submit a Demat Request Form duly filled up along with the share certificates to his/her DP. The DP will allocate a demat request number and shall forward the request physically as well as electronically, through NSDL/CDSL, to the Registrar and Share Transfer Agent. On receipt of the demat request both physically and electronically and after verification, the shares are dematerialised and an electronic credit of shares is given in the account of the shareholder. The Company has entered into agreement with NSDL and CDSL for the purpose. The Company ISIN No. is INE245B01011.

(g) (i) Distribution of Shareholding as on 31st March, 2016

Shareholding of Nominal Value	Shareholders		Share Amount	
	Number	% to Total	Amount In (₹)	% to Total
1	2	3	4	5
Up to 5000	8217	90.099	14909240	8.88
5001 – 10,000	494	5.417	3977570	2.369
10,001-20,000	197	2.16	3003860	1.789
20,001-30,000	72	0.789	1864410	1.11
30,001-40,000	32	0.351	1129670	0.673
40,001-50,000	34	0.373	1620400	0.965
50,001-1,00,000	40	0.439	3015190	1.796
1,00,001- and above	34	0.373	138375260	82.417
9120	100	167895600	100	



(g) (ii) Shareholding Pattern as on 31st March, 2016

	Category	No. of shares held	Percentage of shareholding
A.	Promoter's holding		
1	Promoters		
	- Indian Promoters	27,36,000	16.296
	- Foreign Promoters	Nil	Nil
2	Persons acting in concert	90,53,450	53.923
	Sub – Total :	1,17,89,450	70.219
B.	Non-Promoters Holding		
3	Institutional Investors		
	a. Mutual Funds and UTI	Nil	Nil
	b. Banks, Financial Institutions, Insurance Companies (Central /Sale Govt. Institutions/Non-Government Institutions)	Nil	Nil
	c. FIs	Nil	Nil
	Sub Total	Nil	Nil
4	Others		
	a. Corporate Bodies	770419	4.59
	b. Indian Public	3090954	18.42
	c. NRIs/OCBs	1122146	6.67
	d. Any other (please specify)- Clearing Members	16591	0.1
	Sub-Total	50,00,110	29.782
	Grand Total	1,67,89,560	100

Position of Dematerialisation of shares as on 31st March 2016:

NSDL	:	1677284
CDSL	:	915593
TOTAL	:	14196683
Total Holding	:	16789560
ISIN NO	:	ISIN245B01011

(h) Registrar and Transfer Agent

Mas Services Limited,

Address : T-34,2nd Floor, Okhla Industrial Area, Phase-II, New Delhi -110020
 Telephone No : 26387281/82/83
 Fax : 26387384
 E-mail : info@masserv.com

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

Nil

(i) **Plant Location**

Phoenix International Ltd.
 Door No. 35/1, Ground Floor, Five Furlons Road, Maduvankarai, Guindy, Chennai-600032
 Telephone: 044-2240638, Fax : NIL
 Email : acconts@phoenixintl.com

(j) **Address for Correspondence**

Phoenix International Limited
 3rd Floor, Gopala Tower, 25, Rajendra Place, New Delhi – 110008
 Telephone : (91)(11)25747696, Fax : (91)(11)25751937
 E-mail : narendermakkar@yahoo.com



(k) Reconciliation of Share Capital

As stipulated by SEBI, a qualified Practising Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

(l) Details of mandatory requirement of Listing Regulations

Particulars	Regulation No	Complied Status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Complied with
Board composition	17(1)	Complied with
Meeting of Board of directors	17(2)	Complied with
Review of Compliance Report	17(3)	Complied with
Plans for orderly succession for appointments	17(4)	Complied with
Code of Conduct	17(5)	Complied with
Fees/compensation	17(6)	Complied with
Minimum Information	17(7)	Complied with
Compliance Certificate	17(8)	Complied with
Risk Assessment & Management	17(9)	Complied with
Performance Evaluation of Independent Director	17(10)	Complied with
Composition of Audit Committee	18(1)	Complied with
Meeting of Audit Committee	18(2)	Complied with
Composition of Nomination & Remuneration Committee	19(1) & (2)	Complied with
Composition of Stakeholder Relationship Committee	20(1) & (2)	Complied with
Vigil Mechanism	22	Complied with
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Complied with
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Maximum Directorship & Tenure	25(1) & (2)	Complied with
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA

NON MANDATORY REQUIREMENT

Non Mandatory Requirements will be implemented by the Company as and when required and/or deemed necessary by the Board.

This Corporate Governance Report of the Company is in compliance with the requirements of the SEBI Listing Regulations.

For and on behalf of the Board of Directors
Phoenix International Limited

Place: New Delhi
 Date: 12.08.2016

Narender Makkar
Director & Company Secretary
 DIN-00026857

P M Alexander
Chairman
 DIN-00050022



CODE OF CONDUCT AND COMPLIANCE WITH THE CODE OF CONDUCT

“The Company’s Board of Directors and Senior Management are responsible for and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the need of investors and all other stakeholders as also reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit.”

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by Directors is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Company’s Code of Business Conduct and Ethics for Directors and Senior Management Personnel for the financial year ended 31st March, 2016 in terms of the SEBI Listing Regulations.

For and on behalf of the Board of Directors
Phoenix International Limited

Place: New Delhi
Date: 12.08.2016

Narender Makkar
Director & Company Secretary
DIN-00026857

P M Alexander
Chairman
DIN-00050022

AUDITOR’S REPORT ON CORPORATE GOVERNANCE

To,

THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED

We have examined the compliance of conditions of Corporate Governance by Phoenix International Limited (“Company”) for the year ended on March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as “SEBI Listing Regulations, 2015)..

The compliance of conditions of corporate governance is the responsibility of the Company’s management. Our examination was limited to review the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements and records of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015. .

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency and effectiveness with which the management has conducted the affairs of the Company.

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

per Pradip Bhardwaj
Partner
M.No. 500219



Certification by CEO/CFO

The Board of Directors

PHOENIX INTERNATIONAL LIMITED

LOK KALA MANCH, 20 INSTITUTIONAL AREA,

LODHI ROAD, NEW DELHI - 110003

Ref: Certification by CEO/CFO for Financial Year 2015-2016

We, the undersigned, in our respective capacities of PHOENIX INTERNATIONAL LIMITED ("the Company) to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year 2015-2016 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken and/or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee, wherever applicable, the following:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors
Phoenix International Limited

Place: New Delhi
Date: 12.08.2016

Narender Makkar
Director & Company Secretary
DIN-00026857

P M Alexander
Chairman
DIN-00050022



**Statement containing salient features of the financial statement of
subsidiaries/Associate companies/ joint ventures**

Part "A": Subsidiaries

Name of the subsidiary	Phoenix Industries Limited	Phoenix Cement Limited
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2016	31.03.2016
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
3. Share capital (Rs.)	94,323,000	82,95,35,700
4. Reserves & surplus	(22,47,89,499)	(55,60,72,450)
5. Total assets		
6. Total Liabilities		
7. Investments		
8. Turnover	NIL	NIL
9. Profit before taxation	(16,26,813)	-62,408
10. Provision for taxation	NIL	NIL
11. Profit after taxation	(16,26,813)	-62,408
12. Proposed Dividend	NIL	NIL
13. % of shareholding	89.40%	48.25%



**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L74899DL1987PLC030092
2	Registration Date	28-12-87
3	Name of the Company	PHOENIX INTERNATIONAL LIMITED
4	Category/Sub-category of the Company	LIMITED BY SHARES
5	Address of the Registered office & contact details 25 RAJENDRA PLACE DELHI - 110008	3RD FLOOR, GOPALA TOWER,
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS SERVICES LIMITED, T-34, OKHLA INDUSTRIAL AREA PHASE -II, DELHI

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NA		
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	Phoenix Industries Limited	U74899DL1999PLC101593	Subsdaairy	89.40%	
2	Phoenix Cement Limited	U74899DI1995PLC065806	Subsdaairy	51%	
3					



PHOENIX INTERNATIONAL LIMITED

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	2,736,000	2,736,000	16.30%	-	2,736,000	2,736,000	16.30%	0.00%
b) Central Govt	-		-	0.00%			-	0.00%	0.00%
c) State Govt(s)	-		-	0.00%			-	0.00%	0.00%
d) Bodies Corp.	106,250	8,947,200	9,053,450	53.92%		9,053,450	9,053,450	53.92%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	106,250	11,683,200	11,789,450	70.22%	-	11,789,450	11,789,450	70.22%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	106,250	11,683,200	11,789,450	70.22%	-	11,789,450	11,789,450	70.22%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	260,866	514,000	774,866	4.62%	244100	514000	758,100	4.62%	0.00%
ii) Overseas									
b) Individuals									



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,844,166	853,833	2,697,999	16.07%	1819787	866351	2,686,138	15.10%	0.97%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	330,986	48,300	379,286	2.26%	383390	48300	431,690	2.57%	0.31%
c) Others (specify)									
Non Resident Indians	13,759	1,107,400	1,121,159	6.68%	13408	1107400	1,120,808	6.68%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	26,800		26,800	6.26%	3374		3,374	0.02%	-87.41%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	2,476,577	2,523,533	5,000,110	29.78%	2,464,059		5,000,110	29.78%	0.00%
Total Public (B)	2,476,577	2,523,533	5,000,110	29.78%	2,464,059	-	5,000,110	29.78%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A + B + C)	2,582,827	14,206,733	16,789,560	100.00%	2,464,059	11,789,450	16,789,560	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged encumbered of total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged encumbered of total Shares	
1	Phoenix International Finance Limited	106,250	0.63%	0	106,250	0.63%	0	0.00%
2	D N Kalsi	1,600	0.01%	0	1,600	0.01%	0	0.00%
3	Mayflower Management Services Pvt Ltd	2,880,000	17.15%	0	2,880,000	17.15%	0	0.00
4	Vanguard Services Pvt Ltd	3,120,000	18.58%	0	3,120,000	18.58%	0	0.00%
5	Spartan Management Services Pvt Ltd	2,880,000	17.15%	0	2,880,000	17.15%	0	0.00%
6	Fitzroy Exports Pvt Ltd	16,800	0.10%	0	16,800	0.10%	0	0.00%
7	Mayflower Management Services Pvt Ltd	2,880,000	17.15%	0	2,880,000	17.15%	0	0.00%
8	Focus Energy Limited	200	0.00%	0	200	0.00%	0	0.00
9	Ajay Kalsi	2,734,400	16.29%	0	2,734,400	16.29%	0	0.00%



(iii) Change in Promoters' Shareholding (please specify, if there is no change) NO CHANGE

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	At the beginning of the year				0.00%		0.00%
2	Changes during the year				0.00%		0.00%
3	At the end of the year				0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	DHANASTRA INVESTMENTS LTD			65,300	0.00%	65,300	0.00%
2	BDS SHARE BROKERS PRIVATE LTD.			38,364	0.00%	43,328	0.00%
3	CHAMPION INVESTMENTS LTD			158,000	0.00%	158,000	0.00%
4	SANJAY GUPTA			47,700	0.00%	47,700	
5	CHANDRA PRABHA GHANDHI			25,464	0.00%	22,570	0.00%
6	PARAS MAL PIPRA			130,151	0.00%	140,123	0.00%
7	M L GHANDI			19,943	0.00%	-	0.00%
8	DORCY HOLDING LIMITED			150,300	0.00%	150,300	
9	CARVER FINANCE LIMITED			144,900	0.00%	144,900	0.00%
10	DYNAS INVESTMENTS LIMITED			158,200	0.00%	158,200	0
11	GJANSHYAM N GAJJAR			16,868	0.00%	16,868	0.00%

(v) Shareholding of Directors and Key Managerial Personnel

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%
2	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition				-
* Reduction				-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
ii) Interest accrued but not due				-
Total (i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	Narender Makkar	(Rs/Lac)
	Designation	Director and Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	
2	Stock Option	NIL	-
3	Sweat Equity	NIL	-
4	Commission	NIL	-
	- as % of profit		-
	- others, specify		-
5	Others, please specify	NA	-
	Total (A) -	-	-
	Ceiling as per the Act		



B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount (Rs/Lac)
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B) = (1+2)		
	Total Managerial Remuneration Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	Narender Makkar	(Rs/Lac)
	Designation	Director and Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	
2	Stock Option	NIL	-
3	Sweat Equity	NIL	-
4	Commission	NIL	-
	- as % of profit		-
	- others, specify		-
5	Others, please specify	NA	-
	Total (A) -	-	-
	Ceiling as per the Act		



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



(A) ENERGY CONSERVATION

Energy conservation is an ongoing process in your company. Your Company is committed to invest in the latest energy efficient technologies, to conserve energy on all location, plants and sites of the Company. As a part of Company's endeavor towards conservation of energy and prevention of energy wastage, constant improvements are undertaken in order to conserve energy on an ongoing basis.

a) The steps taken or impact on conservation of energy:

- 1) The energy conservation measures indication above has helped the company to restrict the impact of increase in the cost of energy thereby reducing the cost of production of goods. Your company has installed following equipment for energy conservation in manufacturing plants:-
 - Servo motors on molding & cutting at manufacturing plants
 - Variables frequency drive on air compressor
 - Insulation of steam lines in the manufacturing plants
 - Power analyzer in systems in manufacturing plants
 - LED lights installed in manufacturing plants
- 2) The Company has started following initiatives at its manufacturing plants
 - Company has been promoting awareness on regular basis on efficient use of electrical equipments like Air Conditioners, Lightings etc
 - Regular analysis of electrical bills of three phase connections is made for improving power factor

b) The steps taken by company for utilizing sources of energy

In addition to various initiatives around energy efficiencies, the company is undertaking a pilot project to harness power by commissioning a solar unit in plants.

c) The Capital investment on energy conservation of energy:

During the year under review company has not made any capital investment for conservation of energy.

(B) TECHNOLOGY ABSORPTION

- i) No further efforts were required for technology absorption
- ii) The company is already deriving benefits with exiting technology
- iii) No technology were imported or any expenditure were incurred in R & D during the year under review.

**Criteria for determining qualifications, positive attributes and independence of a director**

The Board shall comprise of individuals who have demonstrated significant achievements in business, education, professions, financial sector and public service. They must have the requisite intelligence, education and experience to make a significant contribution to the deliberations of the Board of Directors.

I. QUALIFICATION CRITERIA The Nomination and Remuneration Committee of the Board (the "Committee") is responsible for evaluating the qualifications of each director candidate and of those directors who are to be nominated for election by shareholders at each annual general meeting, and for recommending duly qualified director nominees to the full Board for election. The overall ability and experience of individual candidates should determine their suitability. The qualification criteria set forth herein to describe the qualities and characteristics are desired for the Board as a whole and for Board members individually.

A. Director Qualification Review Procedure

The Board shall determine the director's qualifications to serve on the Board, upon the recommendation of the Committee, prior to nominating said director for election at the Company's next annual general meeting. In addition, with respect to each director candidate considered for election to the Board between annual meetings, prior to such election, the Committee shall evaluate each director candidate and recommend to the Board any duly qualified director candidates for recommendation by the Board. The Director candidate shall be evaluated by the Committee as per the criteria set forth herein.

B. General Director Qualification Criteria

The Board has not established specific minimum age, education, years of business experience or specific types of skills for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values. In its evaluation, the Committee shall consider the Board size and composition of the Board according to the following guidelines: – With respect to Board composition as a whole and the Board Committees, the required number of directors who qualify as "independent" pursuant to applicable rules and the Independence Standards as per the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges (as may be amended from time to time) shall be maintained.

C. Additional Review Criteria

The Committee shall also consider the personal qualities of each director candidate to be able to make a substantial active contribution to Board deliberations. The director candidate must be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership. The director candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company. The Committee shall also consider its policies with respect to retirement age, change in employment status, as well as all other relevant facts and circumstances in making its recommendations to the Board.

II. INDEPENDENCE STANDARDS

The following would be the independence review procedure and criteria to assist the Committee evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director's independence.

A. Independence Review Procedures

1. Annual Review The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

2. Individual Director Independence Determinations

If a director nominee is considered for appointment to the Board between annual general meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment. All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

3. Notice of Change of Independent Status

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.



Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis during the Financial Year 2015 -2016:

A	Name(s) of the related party and nature of relationship:	Not Applicable
B	Nature of contracts/arrangements/transactions	
C	Duration of the contracts / arrangements/transactions:	
D	Salient terms of the contracts or arrangements or transactions including the value, if any:	
E	Date(s) of approval by the Board:	
F	Amount paid as advances, if any:	
G	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	
H	Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	

2. Details of material contracts or arrangement or transactions at arm's length basis:

A	Name(s) of the related party and nature of relationship:	Not Applicable
B	Nature of contracts/arrangements/transactions:	
C	Duration of the contracts / arrangements/transactions:	
D	Salient terms of the contracts or arrangements or transactions including the value, if any:	
E	Date(s) of approval by the Board, if any:	
F	Amount paid as advances, if any:	

For and on behalf of the Board of Directors
Phoenix International Limited

Place: New Delhi
Date: 12.08.2016

Narender Makkar
Director & Company Secretary
DIN-00026857

P M Alexander
Chairman
DIN-00050022

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGEMENT PERSONNEL RULES, 2014

The percentage increase in remuneration of Director and Company Secretary during the financial year 2015 – 2016, ratio of the remuneration of each Director of the Company for the financial year 2015 – 2016 and comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:-

Sr. No	Name of the Director/KMP and Designation	Remuneration of Director/KMP for the FY 2015- 2016	% increase in remuneration in the FY 2015 -2016	Ratio of Remuneration of each Director/ Employee	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Arun Kumar Sinha Non Executive and Independent Director	NIL	NIL	NIL	NIL
2.	Mr. Narendra Agarwal Non Executive and Independent Director	NIL	NIL	NIL	NIL
3.	Mr. Narender Makkar Executive Director	NIL	NIL	NIL	NIL
4.	Mr. P.M. Alexander Non Executive Director	NIL	NIL	NIL	NIL
5.	Mrs. Rekha Mittal Non Executive Director	NIL	NIL	NIL	NIL



Remuneration Policy

BACKGROUND

Phoenix International Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 and Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Such policy shall be disclosed in the Board's report.

BRIEF OVERVIEW OF THE REVISED CLAUSE 49 OF LISTING AGREEMENT

IV. Nomination and Remuneration Committee

A. The company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.

B. The role of the committee shall, INTER-ALIA, include the following:

Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

Formulation of criteria for evaluation of Independent Directors and the Board;

Devising a policy on Board diversity;

Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

PRESENT POSITION OF DIRECTORS and KMP OF THE COMPANY

- The Company has constituted a Nomination and Remuneration Committee of the Board of Directors (Board).
- At present there are total Five Directors on the Board of which four (4) are Non-Executive and Independent, and the remaining One (1) is Executive Director. Director draws remuneration from the Company.
- Key Managerial Personnel (KMP) consists of Director and Company Secretary who is employees.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.



PHOENIX INTERNATIONAL LIMITED

- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

CRITERIA FOR DETERMINING THE FOLLOWING:-

Qualifications for appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills. Their consumer durable / consumer Goods / FMCG industry experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under and Clause 49 of Listing Agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the consumer durable / consumer Goods / FMCG industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and Clause 49 of the Listing Agreement as amended from time to time

Criteria for appointment of KMP/Senior Management:

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP and SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:
 - Responsibilities and duties;
 - Time and efforts devoted;
 - Value addition;
 - Profitability of the Company and growth of its business;



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Analyzing each and every position and skills for fixing the remuneration yardstick;

Standards for certain functions where there is a scarcity of qualified resources. Ensuring tax efficient remuneration structures.

Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low. Other criteria as may be applicable.

- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

REVIEW

The policy shall be reviewed by the Nomination and Remuneration Committee and the Board, from time to time as may be necessary

ANNEXURE -8

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Phoenix International Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not applicable to the Company during the Audit period
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not applicable to the Company during the Audit period
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable to the Company during the Audit period
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - Not applicable to the Company during the Audit period
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable to the Company during the Audit period



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(vi) As informed by the management of the Company there is no specific law applicable to the business of the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), applicable to the company during Audit Period as the company is a listed entity.

During the period under review, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations mentioned below:

- 1 Form MGT-14 in respect of approval of financial statement by the Board of Directors for financial year 2014-2015 has not been filed with the Registrar of Companies (ROC).
- 2 The Company has no Chief Financial Officer (CFO) and Managing Director or Chief Executive Officer (CEO) or Manager or Whole-time-Director as whole-time key managerial personnel on their Board.
- 3 Form MGT-14 relating to Special resolutions passed under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 pursuant to Postal Ballot Notice dated 26.09.2015 has not been filed with ROC.

To the best of our knowledge and understanding, we are of the view that during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines etc. as referred above, so far as compliance of company secretarial functions, board process and existence of a compliance management system are concerned.

In respect of other laws specifically applicable to the Company, we have relied on the information/records shown to us by the Company during the course of our audit on test check basis and the reporting is limited to the holding and maintenance of licenses and /or registration under the Acts, Rules, Regulations as specified by the Company.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board unanimous and no dissenting views have been recorded.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable labour laws and financial laws, like direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

Date: 12/08/2016

Place: New Delhi

Mayank Panwar & Co.
ACS. No. 41991, CP No. 15643

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms as integral part of this report.

Annexure - A

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, taxation compliance and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.



PHOENIX INTERNATIONAL LIMITED

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. For the purpose of our Secretarial Audit, we have assumed that all of the documents shown and/ or submitted to us as copies are in conformity with the originals and all documents shown and/ or submitted to us as originals are genuine and authentic. We have also relied upon the verbal or written statements of officers and other representatives of the Company. While conducting the audit, reliance has been placed on the information, documents and undertakings shown and/ or submitted to us by the Company and our Secretarial Audit Report is entirely based on the same.
8. We have not carried out any search at any public office including the office of Registrar of Companies for the purposes of our review. We have not conducted any site visit in relation to the properties and manufacturing facilities of the Company. We express no opinion as to the title of the Company in relation to its immovable properties.
9. We have not conducted Secretarial Audit on the core financial, taxation and labour aspects of the Company including liabilities, rights and obligations of the Company in relation to the applicable taxes.
10. We have assumed the authenticity of all signatures, originality and completeness of all the documents shown and/ or submitted to us to be in conformity with the original documents supplied as copies. We have assumed that all relevant documents and information have been shown and/ or provided to us and the conclusions set out therein clarify that no further documents and / or information exists that may have been withheld and / or not made available and/ or shown to us.
11. Depending upon the requirement, we have applied substantive and test check procedures while reviewing the information supplied by the Company. This review is confined to and is limited to the business of the Company and to the extent of the information furnished to us by the Company. In preparing this Report, we have limited our enquiries to matters of a legal nature and accordingly we express no opinion on any other matters including marketing, purchasing, logistics, manufacturing, maintenance, engineering, operations, technical, brand analysis, commercial or financial information or issues and accounts of the Company relating to or otherwise.
12. Our review of regulatory licenses and approvals is limited to documents which have been shown to us. We do not claim to be experts in the line of the specific business/industry, which is the subject matter of our Secretarial Audit Report.
13. We express no comment/opinion/observation as to matters governed by any law other than the laws of India. Our Secretarial Audit Report is based on the laws of India as such laws stand at the date hereof.
14. Mayank Panwar & Co., its partners, associates, employees or staff, shall not be held responsible or held liable in the event of any loss and/or damage suffered by the addressees of this Secretarial Audit Report or prospective investors of the Company or any third party, as a result of placing reliance on the contents of this Secretarial Audit Report and or on any written or verbal representation(s) of the Company or its officers not in fact being correct or genuine.

Place: New Delhi

Date: 12/08/2016

For Mayank Panwar & Co.
CS Mayank Panwar)
Practising Company Secretary
M. No.: 41991 C. P. No.: 15643

Sr.	Observation	Reply
1	Form MGT-14 in respect of approval of financial statement by the Board of Directors for financial year 2014-2015 has not been filed with the Registrar of Companies (ROC).	The company is taking necessary steps for its filing of the same
2	The Company has no Chief Financial Officer (CFO) and Managing Director or Chief Executive Officer (CEO) or Manager or Whole-time-Director as whole-time key managerial personnel on their Board.	The company has appointed the following 1 Mr. Babby Kutty as CFO wef 12-08-2016 2 Mr. Muesh Rana as CEO wef 12-08-2016
3	Form MGT-14 relating to Special resolutions passed under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 pursuant to Postal Ballot Notice dated 26.09.2015 has not been filed with ROC.	The company is taking necessary steps for its filing of the same



INDEPENDENT AUDITOR'S REPORT

To the Members of Phoenix International Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Phoenix International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and on the basis of such checks of the books and records of the company as we considered appropriate and according to information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the financial statements comply with the Accounting Standards specified under section 133 of the Act, as applicable.



PHOENIX INTERNATIONAL LIMITED

- (e) on the basis of written representations received from the Directors as on March 31, 2016 under section 164(2) of the Companies Act, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of provisions of section 164(2) of the Companies Act, 2013.
- (f) With respect to the adequacy of internal financial controls over financial reporting and operating effectiveness of such controls, refer to our audit report "Annexure A", which is based on auditor's report of the company. Our report expresses an unmodified opinion on the adequacy and operating effective effectiveness of internal financial controls over financial reporting of the company
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, In our opinion and to the best of our information and according to the explanations given to us;
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to Note no 28 to the financial statement.
 - (ii) the company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
 - (iii) There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

Place: New Delhi
Date: 31/05/2016

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

Pradip Bhardwaj
(Partner)
M.No: 500219

ANNEXURE REFERRED TO IN PARAGRAPH '1' UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR AUDIT REPORT OF EVEN DATETO THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED

1. (a) According to the information and explanations given to us, the company is maintaining proper records of fixed assets, including the quantitative details and its situations.
(b) Physical verification of fixed assets has been made by the management during the year and no material discrepancies were noticed on such verification.
(c) According to the information and explanations given to us, and on the basis of records maintained by the company, the title deeds of immovable properties are held in the name of the company.
2. The management has conducted physical verification of inventory at reasonable interval during the period and no material discrepancies were noticed on physical verification.
3. The company has not granted any loans, secured or unsecured to Companies, Firm, Limited Liability Partnership or parties covered in register maintained u/s 189 of Companies Act, 2013.
4. According to the information and explanations given to us, the company has complied the provision of section 185 & 186 of Companies Act, 2013, with respect to loans & investment made.
5. According to the information and explanations given to us, the company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other provisions of the Companies Act and the rules framed there under, hence clause v of paragraph 3 of the Companies (Auditor's Report) Order, 2016 is not applicable.
6. According to the information and explanations given to us, maintenance of cost records have not been specified by the Central Government under sub-section (1) of Section 148 of Companies Act, 2013, hence clause vi of paragraph 3 of the Companies (Auditor's Report) Order, 2016 is not applicable.
7. (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues as applicable to the company. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, Value added tax, cess and any other statutory dues were outstanding, as at 31.03.2016 for a period of more than six months from the date they become payable.



PHOENIX INTERNATIONAL LIMITED

(b) As per information and explanation provided to us, the following are the contingent liabilities against which the appeal is pending to the various authorities

Particulars	Authorities	Amounts
1. Sales Tax	Commissioner Appeal	2,91,515
2. Wealth Tax	Commissioner Appeal	8,45,144
3. Service Tax	CESTAT	92,24,464
4. Employee Provident Fund	EPF Appellate Tribunal, New Delhi	18,63,744
5. Central Excise (2016)	Commissioner appeal Central Excise	36,10,420

8. According to the information and explanations given to us, the company has taken Term Loan from Oriental Bank of Commerce but there is no default in repayment of principal and interest during the year.
9. According to the information and explanations given to us, the company has obtained a Term Loan of Rs.95 Crores from Oriental Bank of Commerce during the year under audit, and which is applied for the purpose for which those are raised.
10. During the course of our examination of the books and records of the company in accordance with generally accepted accounting practices, no fraud on or by the company has been noticed or reported during the year covered by our audit.
11. According to information and explanation given to us and on the basis of records maintained by the company, the company has paid/provided for managerial remuneration in accordance with the requisites approval of mandated by the provision of section 197 read with schedule V to the Companies Act 2013.
12. In our opinion and according information and explanation given to us, the company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the company.
13. According to information or explanation given to us together, transaction with related party are compliance with sections 177 & 188 of the Companies Act, 2013 and details of which have been disclosed in the financial statements.
14. According to information and explanation given to us and based on our examinations of the records maintained by the company, the company has not made any preferential allotment/ private placement of share or fully or partly convertible debentures during the year. Hence clause 3 (xiv) is not applicable on the company.
15. According to information and explanation given to us, the company has not entered into non cash transaction with directors or persons connected with him. Accordingly paragraph 3 (xv) not applicable on the company.
16. According to information and explanation given to us, the company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934, Hence clause 3 (xvi) is not applicable on the company.

Place: New Delhi
Date: 31/05/2016

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

Pradip Bhardwaj
(Partner)
M.No: 500219

ANNEXURE -A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph (f) under report on other legal and Regulatory Requirement section of our report of even date

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of section 143 of the Companies Act 2013

We have audited the internal financial controls over financial reporting of Phoenix International Limited in conjunction with our audit of the financial statement of the Company for the year ended and as on that date.

Managements Responsibility for Internal Financial Controls

The respective Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial Reporting issued by the Institute of Chartered Accountants of India (the guidance Note). These responsibilities include the design, implementation and maintenance



of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conducts of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditors Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The Procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained, in terms of their reports referred to in the other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that ,in reasonable detail, accurately and fairly reflect transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparations of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and director of company; and (3)provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the company have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financials reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note.

Place: New Delhi
Date: 31/05/2016

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

Pradip Bhardwaj
(Partner)
M.No: 500219



PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
Standalone Balance Sheet as at 31st March, 2016

PARTICULARS	Note No	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	187,895,600	187,895,600
(b) Reserves and Surplus	3	520,849,249	511,117,398
(2) Deferred tax Liability		3,263,199	-
(3) Non-Current Liabilities			
(a) Long Term Borrowings	4	904,809,145	415,098,829
(b) Long Term Liabilities	5	56,690,019	51,890,019
(c) Long Term Provisions	6	926,395	1,008,148
(4) Current Liabilities			
(a) Trade Payables	7	185,096,441	178,360,583
(b) Other Current Liabilities	8	23,941,269	41,143,007
(c) Short-Term Provisions	9	26,299,905	20,353,734
TOTAL		1,909,771,221	1,406,867,318
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	349,075,174	355,648,456
(ii) Capital Work-in-Progress	10	23,242,075	23,242,075
(b) Non-Current Investments	11	159,082,580	159,082,580
(c) Long Term - Loans and Advances	12	963,199,322	511,791,387
(2) Current Assets			
(a) Inventories	13	50,685,282	51,829,794
(b) Trade Receivables	14	274,476,224	154,948,584
(c) Cash and Cash Equivalents	15	17,622,748	40,291,994
(d) Short Term Loans & Advances	16	71,709,804	105,054,827
(e) Other Current Assets	17	678,012	4,977,621
	TOTAL	1,909,771,221	1,406,867,318
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 41		

As per our report of even date annexed

For Pradip Bhardwaj & Co.
Chartered Accountants
 FRN- 013697C

For and on behalf of the Board of Directors
Phoenix International Limited

per Pradip Bhardwaj
Partner
 M.No. 500219

Narendra Aggarwal
Director
 DIN : 00027347

P. M. Alexander
Director
 DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
 Dated : 31.05.2016



PHOENIX INTERNATIONAL LIMITED

CIN : L74899DL1987PLC030092

Standalone Profit & Loss Account for the Year Ended 31st March, 2016

PARTICULARS	Note No	As at 31st March, 2016	As at 31st March, 2015
I Revenue from Operations	18	373,877,442	391,736,150
II Other Income	19	8,702,600	2,192,624
III Total Revenue (I + II)		382,580,042	393,928,774
IV Expenses			
Cost of Material Consumed	20	202,785,887	229,764,607
Changes in Inventories of finished goods, Work-in-progress and Stock-in-Trade	21	(6,194,452)	4,095,869
Employees' Benefit Expenses	22	7,136,844	11,376,050
Financial Costs	23	75,090,605	61,099,928
Depreciation	10	6,603,474	13,145,131
Other Expenses	24	78,162,634	59,735,279
Total Expenses (IV)		363,584,992	379,216,864
V Profit before Tax (III - IV)		18,995,050	14,711,910
VI Tax Expenses			
(1) Provision for Income Tax		6,000,000	5,500,000
(2) Deferred Tax Liability		3,263,199	
VII Profit/(Loss) for the year (V-VI)		9,731,851	9,211,910
VIII Earning per equity share:			
Basic & Diluted	25	0.58	0.55
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 41		

As per our report of even date annexed

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

per Pradip Bhardwaj
Partner
M.No. 500219

Narendra Aggarwal
Director
DIN : 00027347

For and on behalf of the Board of Directors
Phoenix International Limited

P. M. Alexander
Director
DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
Dated : 31.05.2016



PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
Standalone Cash Flow Statement for the Year Ended 31st March, 2016

PARTICULARS	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
	~	
A. Cash Flow from Operating Activities		
Net Profit /(Loss) before Tax	18,995,050	14,711,910
Adjustments for :		
Depreciation & Amortization Exp.	6,603,474	13,145,131
Foreign Exchange (Net)	(6,885,113)	6,067,966
Interest (Net)	75,010,386	60,597,701
Loss on sale of Fixed Assets	-	447,441
Operating profit before Working Capital Changes	93,723,796	94,970,149
Trade receivables & Other current assets	(81,883,007)	(3,218,540)
Changes in Stock in Trade	1,144,512.00	17,108,082
Trade Payables & other liabilities	13,138,538	23,558,518
Cash from Operating Activities	26,123,838	132,418,210
Taxes paid	6,000,000	5,500,000
Net cash from operating activities	20,123,838	126,918,210
B. Cash flow from Investing Activities		
Purchase of Fixed Assets / CWIP	(30,192)	(61,371)
Sale of Fixed Assets	-	1,628,000
Foreign Exchange (Net)	6,885,113	-
Interest Received	80,219	502,227
Net Cash used in investing activities	6,935,140	2,068,856
C. Cash flow from Financing Activities		
Advances from Subsidiaries / Others	(451,407,935)	(4,710,479)
Repayment of Long Term Borrowing	(478,029,684)	(48,263,190)
Receiving of Loan Term Borrowing	950,000,000	-
Security Deposits (Paid) / Received	4,800,000	(4,599,150)
Interest Paid	(75,090,605)	(61,099,928)
Net Cash from Financing Activities	(49,728,223)	(118,672,747)
Net Increases (Decreases) in cash and cash Equivalents	(22,669,245)	10,314,318
Cash and Cash Equivalent at the beginning	40,291,994	29,977,676
Cash and Cash Equivalent at the end of the Year	17,622,748	40,291,994

We have examined the above cash flow statement of Phoenix International Limited for the year ended 31.03.2016. The statement has been prepared by the management in accordance with the listing requirements of Security Exchange board of India (SEBI) and is based on and derived from the audited financial statement of the company for the year ended 31.03.2016.

As per our report of even date annexed

For Pradip Bhardwaj & Co.
Chartered Accountants
 FRN- 013697C

per Pradip Bhardwaj
Partner
 M.No. 500219

Narendra Aggarwal
Director
 DIN : 00027347

For and on behalf of the Board of Directors
Phoenix International Limited

P. M. Alexander
Director
 DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
 Dated : 31.05.2016



PHOENIX INTERNATIONAL LIMITED

Note - 1

SIGNIFICANT ACCOUNTING POLICIES

1. a) BASIS OF PREPARATION OF FINANCIAL STATEMENT

These Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP) including the Accounting Standards notified under the relevant provisions of the Companies Act 2013. The Financial Statements are prepared on accrual basis under the historical cost convention. The financials Statements are presented in Indian rupees rounded off to the nearest rupees.

b) USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (Indian GAAP) requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materealised.

2. FIXED ASSETS

Tangible Assets are stated at cost net of recoverable taxes, trade discount and rebates and include amount added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of tangible assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use. Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress

3. VALUATION OF INVENTORIES

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

4. DEPRECIATION

a) Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method except in case of assets pertaining to unit- Noida A-37 where depreciation is provided on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

b) No write off is made in respect of long term lease hold land.

5. FOREIGN EXCHANGE TRANSACTION

a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c. Non-monetary foreign currency items are carried at cost.

d. In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Monetary assets and liabilities are restated at the year end rates.

e. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement."

6. REVENUE RECOGNITION

Revenue is recognised only when risk and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation include sale of goods and services. Export Sales are accounted for on the basis of the date of Bill of Lading, Domestic sales are accounted for on the basis of ex-factory / godown dispatches. Sales include excise duty but exclude discounts, sales tax and all other charges. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

7. EXPORT BENEFITS

Sale of advance licenses is accounted for on realizations basis, Duty Drawbacks and Duty entitlement Pass Book benefits are accounted for on accrual basis.



8. RETIREMENT BENEFITS

- a) Contributions to Provident fund are made at the prescribed rates in the recognized funds and charged to the Profit and Loss A/c.
- b) Provision for Gratuity are to be made on the basis of actuarial valuation.
- c) Every employee who has completed five years or more of service gets a gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service. Year end liability on account of retirement benefits to employees are provided.
- d) Leave encashment is accounted for on year to year basis and not accumulated to be encashed at the time of retirement.

9. INVESTMENTS

“Investments in subsidiary and other companies are treated as long term investments and are stated at cost. Provision of diminution in the market value of long- term investments is made only if such decline is considered permanent by the Management. Dividend is accounted for as and when received.

10. IMPAIRMENT OF FIXED ASSETS

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an assets is identified as impaired. The impairment loss is recognised in prior accounting period is reversed if there has been a change in the estimates of recoverable amount.

11. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision is recognised in the accounts when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and reliable estimates can be made. Provision are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates at each reporting date and adjusted to reflect the current best estimates.

12. Leases

Lease arrangements where the risk & rewards incidental to ownership of an assets substantially vest with the lessor, are recognised with the lessor, are recognised as operating lease. Lease rentals under operating lease are recognised in the statement of profit & loss accounts as per lease agreement with the parties



Notes to Financial Statements for the Year Ended 31st March, 2016

2. SHARE CAPITAL	As at 31st March, 2016		As at 31st March, 2015	
	No of Shares	Value (₹)	No of Shares	Value (₹)
(a) Authorised Share Capital				
Equity Share @ 10/- each	50,000,000	500,000,000	50,000,000	500,000,000
4% Cumulative Redeemable Preference Shares @ ₹ 100/- each	10,000,000	1,000,000,000	10,000,000	1,000,000,000
TOTAL	60,000,000	1,500,000,000	60,000,000	1,500,000,000

(b) Issued, Subscribed and fully paid up

Equity Share @ 10/- each	16,789,560	167,895,600	16,789,560	167,895,600
4% Cumulative Redeemable Preference Shares @ 100/- each	200,000	20,000,000	200,000	20,000,000
TOTAL	16,989,560	187,895,600	16,989,560	187,895,600

(c) Disclosure for Shareholding

The details of shareholders holding more than 5%

Name of Shareholder	No. of Shares held	% age of Holding	No. of Shares held	% age of Holding
(i) Equity Shares :				
Mr. Ajay Kalsi	2,734,400	16.29%	2,734,400	16.29
Mayflower Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15
Spartan Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Vanguard Services Pvt. Ltd.	3,120,000	18.58%	3,120,000	18.58%
TOTAL	11,614,400	69.18%	11,614,400	69.18%

(ii) Preference Shares :

Granada Services Pvt. Ltd.	200,000	100%	200,000	100%
TOTAL	200,000	100%	200,000	100%

(d) Reconciliation of Shares Outstanding	No. of Shares	Value (₹)	No of Shares	Value (₹)
(i) Equity Shares :				
Shares outstanding at the beginning of the year	16,789,560	167,895,600	16,789,560	167,895,600
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
Shares outstanding at the end of the year	16,789,560	167,895,600	16,789,560	167,895,600

(ii) Preference Shares :

Shares outstanding at the beginning of the year	200,000	20,000,000	200,000	20,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
Shares outstanding at the end of the year	200,000	20,000,000	200,000	20,000,000



PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	3. RESERVES & SURPLUS			
General Reserve				
As per last Balance Sheet		100,121,793		100,121,793
Securities Premium Reserve				
As per last Balance Sheet		124,198,900		124,198,900
Profit & Loss Account - Balance				
Opening Balance	286,796,705		289,893,159	
Adjustment of Fixed Assets	-		(12,308,364)	
Net Profit for the Current Year	<u>9,731,851</u>	296,528,556	<u>9,211,910</u>	286,796,705
TOTAL		520,849,249		511,117,398

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	Non Current	Current	Non Current	Current
4. LONG TERM BORROWINGS				
Loans From banks: Secured (Oriental Bank of Commerce)	22,260,000	904,809,145	40,000,000	415,098,829
TOTAL	22,260,000	904,809,145	40,000,000	415,098,829

Notes :

- A) Term Loan from Oriental Bank of Commerce of Rs. 9270.69 Lacs (Previous year Rs. 4,550.99 Lacs) is secured by way of Equitable Mortgage of Land and Building measuring 61,690 Sq. Meters at A-37, Sector 60, Noida assigned by way of security of the rights of borrower under sub lease/lease agreements including assignment of receivables of future rentals/lease money and first charge on all moveable / Fixed Assets & Inventory (existing and future) of the Company. The Loan is repayable in 144 Equated monthly installments from the date of disbursement. Due within a year Rs.222.60 Lacs excluding interest (Previous Year Rs. 1,087.23 Lacs including interest).
- B) Term Loan from Oriental Bank of Commerce Amount Rs. 1751.76 Lacs are repayable over a period of 2 to 5 years.

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	5. LONG TERM LIABILITIES			
Security Deposit Received		56,690,019		51,890,019
TOTAL		56,690,019		51,890,019

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	6. LONG TERM PROVISIONS			
Gratuity (As per Actuarial Certificate)		926,395		1,008,148
TOTAL		926,395		1,008,148

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	7. TRADE PAYABLES			
Payable against Supplies, Services & Others		185,096,441		178,360,583
TOTAL		185,096,441		178,360,583

PHOENIX INTERNATIONAL LIMITED



PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
8. OTHER CURRENT LIABILITIES		
Current Maturity of Long Term Borrowing (Refer Note No. 4)	22,260,000	40,000,000
Payable to Others	1,077,645	770,073
Payable to Govt. Authority	603,624	372,934
TOTAL	23,941,269	41,143,007

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
9. SHORT TERM PROVISIONS		
Income Tax	26,212,000	20,212,000
Gratuity (As per Actuarial certificate)	87,905	141,734
TOTAL	26,299,905	20,353,734

10. FIXED ASSETS

(All Amount In Rs.)

ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2015	Additions for the Period	Sales/Transfer Adjustment	As at 31.03.2016	Up to 31.03.2015	For the Period	Sale/Transfer Adjustment	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land	35,715,590	-	-	35,715,590	-	-	-	-	35,715,590	35,715,590
Building	571,513,620	-	-	571,513,620	253,299,466	6,037,504	-	259,336,970	312,176,650	318,214,154
Plant and Machinery(chennai)	38,507,919	-	-	38,507,919	38,278,749	40,754	-	38,319,503	188,416	229,170
Electrical Installation	28,129,653	-	-	28,129,653	27,407,297	270,369	-	27,677,666	451,987	722,356
Vehicles	6,629,432	-	-	6,629,432	6,471,182	39,683	-	6,510,865	118,567	158,250
Office and Other Equipment(chennai)	4,059,594	30,192	-	4,089,786	3,780,211	127,942	-	3,908,153	181,633	279,383
Furniture & Fixtures	3,249,925	-	-	3,249,925	2,920,372	87,222	-	3,007,594	242,331	329,553
Wooden Structure	2,878,972	-	-	2,878,972	2,878,972	-	-	2,878,972	-	-
TOTAL	690,684,705	30,192	-	690,714,897	335,036,249	6,603,474	-	341,639,723	349,075,174	355,648,456
Capital Work In Progress:-										
Machinery	23,242,075	-	-	23,242,075	-	-	-	-	23,242,075	23,242,075
TOTAL	23,242,075	-	-	23,242,075	-	-	-	-	23,242,075	23,242,075
GRAND TOTAL - Current Year	713,926,780	30,192	-	713,956,972	335,036,249	6,603,474	-	341,639,723	372,317,249	378,890,531
GRAND TOTAL - Previous Year	718,163,046	61,371	4,297,637	713,926,780	311,804,951	13,145,131	10,086,167	335,036,249	378,890,531	406,358,095

PHOENIX INTERNATIONAL LIMITED



PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	No. of Shares	Value (In Rs.)	No. of Shares	Value (In Rs.)
11. NON CURRENT INVESTMENTS				
Long Term Investments - At Cost				
Investments, Unquoted in Equity Instruments - fully paid up				
Phoenix Industries Ltd. (Subsidiary Company)	8,432,200	27,104,727	8,432,200	27,104,727
Phoenix Cement Ltd. (Subsidiary Company)	41,953,510	130,846,956	41,953,510	130,846,956
Phoenix Hydrocarbons Ltd.	10	100	10	100
Phoenix Power Development Corporation Ltd.	10	100	10	100
Focus Offshore Services Pvt. Ltd.	10	100	10	100
Bloomsbury Trading PTE Ltd., (Foreign Company)	46,000	1,130,597	46,000	1,130,597
TOTAL	50,431,740	159,082,580	50,431,740	159,082,580

Notes :

i. Aggregate amount of unquoted shares 15.91 Lacs

ii. Value of Shares is net of provision of decline in value of investment which is of permanent nature.

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	No. of Shares	Value (In Rs.)	No. of Shares	Value (In Rs.)
12. LONG TERM LOAN & ADVANCES				
Unsecured, Considered Goods				
Security Deposit Paid		7,014,291		3,922,729
Loans and Advances to Subsidiary Company		500,425,744		500,425,744
Advance Paid to Suppliers - Other, Consider goods		248,419,287		7,442,914
Other Advances		207,340,000		-
TOTAL		963,199,322		511,791,387

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	No. of Shares	Value (In Rs.)	No. of Shares	Value (In Rs.)
13. INVENTORIES				
Raw Materials		35,824,444		43,163,408
Work in Progress		10,294,100		5,575,950
Finished Goods		4,566,738		3,090,436
TOTAL		50,685,282		51,829,794

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	No. of Shares	Value (In Rs.)	No. of Shares	Value (In Rs.)
14. TRADE RECEIVABLES				
Outstanding for a period exceeding six months				
Unsecured, Considered Good		155,555,320		72,332,641
Less : Provision for Doubtful Debts		-		(61,307,832)
Other Receivable		118,920,904		-
Debtors, Unsecured, Considered Good		-		143,923,775
TOTAL		274,476,224		154,948,584



PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
15. CASH & CASH EQUIVALENTS				
(i) Balances with Scheduled Banks				
In current Accounts	16,439,479		35,253,605	
In Deposit Accounts	716,695	17,156,173	1,512,115	36,765,720
(ii) Cash on hand		466,575		3,526,274
TOTAL		17,622,748		40,291,994

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
16. SHORT TERM LOAN & ADVANCES				
Unsecured, Considered Goods Due from Others	1,257,663	1,257,663	49,269,544	49,269,544
Balances with Govt. Authorities		70,452,141		55,785,283
TOTAL		71,709,804		105,054,827

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
17. OTHER CURRENT ASSETS				
Prepaid Expenses		616,639		4,962,626
Interest Accrued but not due		61,373		14,995
TOTAL		678,012		4,977,621

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
18. REVENUE FROM OPERATION / SALES				
Sales of Products		220,500,724		260,463,489
Sale of Services - Rental {TDS Deducted Rs. 1,54,63,295/- Previous year Rs. 1,31,27,266 /-}		153,376,718		131,272,661
TOTAL		373,877,442		391,736,150

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
19. OTHER INCOME				
Interest on Deposits, Margin Money etc.		80,219		502,227
Other Receipts / Misc. Income		1,737,268		1,690,397
Exchange Gain / (Loss)		6,885,113		-
TOTAL		8,702,600		2,192,624



PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
20. COST OF MATERIAL CONSUMED		
Inventory at the beginning of the year	43,163,408	56,175,622
Add: Purchase of Raw Material , components, packing material	195,446,923	211,918,057
Add: ITC reversal of earlier Years	-	4,834,336
Less: Inventory at the end of the year	35,824,444	43,163,408
TOTAL	202,785,887	229,764,607

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
21. CHANGE IN INVENTORIES		
Opening Stock		
Finished Goods	3,090,436	1,916,224
Work in Progress	5,575,950	10,846,031
Closing Stock		
Finished Goods	4,566,738	3,090,436
Work in Progress	10,294,100	5,575,950
Changes in Inventories	(6,194,452)	4,095,869
TOTAL		

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
22. EMPLOYEES' BENEFIT EXPENSES		
Salaries & Benefits	6,613,812	11,004,177
Employer Contribution to Provident Fund & ESIC	234,291	205,037
Staff Welfare Expenses	288,741	166,836
TOTAL	7,136,844	11,376,050

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
23. FINANCIAL COST		
Interest Paid		
On Term Loans	73,471,236	60,459,810
Intrest Paid- Others	588,657	
Bank Charges / Upfront Fees	1,030,712	640,118
TOTAL	75,090,605	61,099,928



PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
24. OTHER EXPENSES		
Insurance Expenses	219,238	181,846
Rent Expenses	4,547,706	3,183,725
Rates & Taxes	1,229,330	190,004
Fabrication / Job Work Expenses	52,657,151	25,131,131
Electricity & Water Charges	64,198	6,785,000
Power & Fuel Expenses	121,076	125,500
Auditor's Remunerations	200,000	150,000
Repairs & Maintenance - Building	350,821	140,030
- Machinery	81,762	118,419
- Vehicles	424,916	350,231
- Others	57,694	100,411
Loss on Sale of Assets	-	447,441
Custom Duties & Taxes Paid	1,014,115	1,108,914
Advertisement, Publicity & Business Promotion Exp.	669,925	126,210
Exchange Gain / (Loss)	-	6,067,966
Freight Inward/Outward, Handling and Clearing Exp.	4,533,751	6,335,266
Travelling & Conveyance Expenses	380,980	519,390
Legal & Professional Fees	2,420,135	1,190,561
Other Misc. Expenses	1,074,572	553,275
Printing & Stationery, Books & Periodicals	500,937	508,902
Watch & Ward Expenses	965,167	1,028,908
Communication Expenses	801,775	642,931
Registrar & Transfer Agent Expenses	305,933	161,969
AGM Expenses	55,006	31,699
Debts/ Amount Written off	5,486,447	4,555,550
TOTAL	78,162,634	59,735,279

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
25. BASIC AND DILUTED EARNING PER SHARE:		
Net Profit / (Loss) After Tax (In ₹)	9,731,851	9,211,910
Weighted Average Number of Equity Shares	16,789,560	16,789,560
Nominal Value of Equity Shares (In ₹)	10	10
Basic and Diluted Earning Per Share (In ₹)	0.58	0.55

26. RELATED PARTY DISCLOSURE

- i) In accordance with the requirements of Accounting Standard (AS-18) on Related Party Disclosures, the name of the related parties where control exist and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by management are:



PHOENIX INTERNATIONAL LIMITED

(a) Key Managerial Personnel

Mr. Narender Makkar
Mr. P. M. Alexander

Mr. Narendra Aggarwal

(b) Enterprise under direct /Indirect common control:

Focus Energy Limited

(c) Subsidiary Companies:

Phoenix Industries Limited
Phoenix Cement Limited

ii) The following transactions were carried out with related parties in the ordinary course of business :

(Amount in)

Name of the Related Party	Nature of Transactions	Volume of Transactions	As at 31.03.2016	As a 31.03.2015
Mr. Narender Makkar	Directors Remuneration	1,920,000	124,700	104,400
Phoenix Industries Limited	Advance Recoverable	-	4,840,000	484,000,000
Phoenix Industries Limited	Investments (Net of Provision)	-	27,104,727	27,104,727
Phoenix Cement Limited	Advance Recoverable	-	16,425,744	16,425,744
Phoenix Cement Limited	Investments (Net of Provision)	-	130,846,956	130,846,956
Granada Services Pvt. Ltd.	Rental Income	31,252,197	(716,692)	-
Focus Energy Limited	Sale of Goods	225,921,610	177,712,103	32,087,369
Phoenix Industries Limited	Other advances	205,840,000	205,840,000	-
Phoenix Cement Limited	Other advances	1,500,000	1,500,000	-

Notes:

Sale of Goods to Focus Energy Ltd. during the F.Y. Ended 31/03/2015 is 14,25,57,395/-.

27. PAYMENT TO AUDITORS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
	Audit Fees - Statutory Audit (including service tax)	120,000
- Tax Audit (including service tax)	30,000	33,708
Out of Pocket Expenses	10,000	10,000
Professional Charges for Other Services	40,000	74,211
TOTAL	200,000	252,751

28. CONTINGENT LIABILITIES NOT PROVIDED FOR	Year Ended 31st March, 2016	Year Ended 31st March, 2015
	1. Sales Tax	291,515
2. Wealth Tax	845,144	845,144
3. Service Tax	9,224,464	16,932,465
4 . Employee Provident Fund	1,863,744	1,863,744
5. Central Excise	3,610,420	-
TOTAL	15,835,287	19,932,868

29. DISCLOSURE WITH RESPECT TO EMPLOYEES' BENEFITS

"Every employee who has completed five years or more of service gets a gratuity on leaving at the rate of 15 days salary (last drawn salary) for each completed year of service.

Year end liability on account of retirement benefits to employees are provided on actuarial valuation. Contribution to defined contribution scheme such as Provident and Family Pension fund are charged to Profit & Loss Account as expenses.

PARTICULARS	Year Ended 31st March, 2016 (₹)	Year Ended 31st March, 2015 (₹)
Membership Data		
Number of Employees	13	21
Qualifying Monthly Salary for Gratuity Computation (In ₹)	147,199.00	222,199.00
Average Past Service	10.15	6.9



PHOENIX INTERNATIONAL LIMITED

Average Age	40 Years	37.48
Average Outstanding Service of Employees upto Retirement	20 Years	22.52
Estimated Term of Benefit Obligations	10 Years	11 years
Financial Assumptions		
Discount Rate	7.50%	7.80%
Rate of increase in Compensation levels	10.00%	10.00%
Rate of Return on Plan Assets		
MOVEMENT IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening Net Liability (In ₹)	1,149,882.00	1,447,807.00
Expenses as above (In ₹)	(135,582.00)	(226,820.00)
Benefits paid directly by the enterprise (In ₹)	-	(71,105.00)
Contributions paid into the Fund (In ₹)	-	-
Closing Net Liability (In ₹)	1,014,300.00	1,149,882.00

30. FAIR VALUE OF CURRENT AND NON CURRENT ASSETS

In the opinion of Management, the value on realization of current and non current assets, loans & advances in the ordinary course of business would be at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities is adequate.

31. DIRECTOR'S REMUNERATIONS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
	Salary, Wages & Other Allowances	1,901,400
Contributions to EPF / Others	18,600	18,600
TOTAL	1,920,000	1,920,000

32. DISCLOSURE OF LOAN / ADVANCES AND INVESTMENT IN ITS OWN SHARES BY THE LISTED COMPANIES, THEIR SUBSIDIARIES, ASSOCIATES ETC. CERTIFIED BY MANAGEMENT

PARTICULARS	Year Ended 31st March, 2016		Year Ended 31st March, 2015	
	1. Loan & Advances in the nature of loan to Subsidiaries		707,765,744	
2. Loans & Advances in the nature of loans to firms / Companies to which directors are interested		-		5,515.00
3. Investment by loans in the shares of parent company and subsidiary company when the company has made loans or advances in the nature of loan:				
Phoenix Industries Limited	84,32,300 (Nos.)	27,104,727	84,32,300 (Nos.)	27,104,727
Phoenix Cement Limited	4,19,53,510 (Nos)	130,846,956	4,19,53,510 (Nos)	130,846,956

33. DISCLOSURE IN RELATION TO LEASED PREMISES AS PER AS 19

PERIOD	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Not later than one year	160,100,848	146,560,022
Later than one year but not later than five year	670,925,110	61,655,222
Later than five year	1,992,437,814	2,245,670,028

Total amount recognised in the statement of profit & loss for the year ended March 31, 2016 is 15.33 cr (March 31, 2015 is 13.13 cr)



PHOENIX INTERNATIONAL LIMITED

34. SEGMENT REPORTING

A) PRIMARY SEGMENT INFORMATION

The Company has identified two reportable segments viz. Manufacturing of Shoes Upper and Rental Income from Immovable Property. As per Accounting Standard on Segment Reporting (AS-17), "Segment Reporting" the Company has reported segment information. Gross turnover of Company is Rs. 3,825.80 Lacs during the period 01.04.2015 to 31.03.2016 (Previous Year Rs. 3,939.29 Lacs).

PARTICULARS	RENTAL		SHOES		OTHERS		GRAND TOTAL	
	As at 31.03.016	As at 31.03.015	As at 31.03.016	As at 31.03.015	As at 31.03.016	As at 31.03.015	As at 31.03.016	As at 31.03.015
I) Segment Revenue	1,533.77	1,312.73	2,205.01	2,604.63	86.22	16.90	3,825.00	3,934.26
Less: Excise Duty / Service Tax Recovered	-	-	-	-	-	-	-	-
Net Turnover	1,533.77	1,312.73	2,205.01	2,604.63	86.22	16.90	3,825.00	3,934.26
II) Segment Results before Interest and Tax	1,147.25	890.25	(293.43)	(160.47)	86.22	16.90	940.06	746.69
Less : Interest Expenses	750.91	604.60	-	-	-	-	750.91	604.60
Add : Interest Income	0.09	3.42	0.71	1.60	-	-	0.80	5.02
Add : Exceptional Items	-	-	-	-	-	-	-	-
Profit before Tax	396.44	289.07	(292.72)	(158.86)	86.22	16.90	189.95	147.12
Current Tax	60.00	55.00	-	-	-	-	60.00	55.00
Deferred Tax Liability	32.63	-	-	-	-	-	32.63	-
Profit after Tax	303.81	234.07	(292.72)	(158.86)	86.22	16.90	97.32	92.12
III) OTHER INFORMATION								
Segment Assets	13,979.09	4,916.48	3,577.73	2,557.10	1,540.89	6,595.09	19,097.71	14,068.67
Segment Liabilities	10,154.67	1,036.86	1,855.60	1,490.69		4,550.99	12,010.26	7,078.54
Capital Expenditure		-		-	-	-	-	-
Depreciation and Amortisation	2.74	122.67	3.73	8.78	59.57	-	66.03	131.45
"Non Cash Expenses other than Depreciation and Amortisation"		123.08	-	-	-	-	-	123.08

B) SECONDARY SEGMENT INFORMATION

PARTICULARS	2015-16	2014-15
I) Segment Revenue - External Turnover		
Within India	3,825.80	3,636.18
Outside India	-	303.11
Total Revenue	3,825.80	3,939.29
II) Segment Assets		
Within India	19,097.71	14,068.67
Outside India	-	-
Total Assets	19,097.71	14,068.67
III) Segment Liability		
Within India	12,010.26	7,078.54
Outside India	-	-
Total Liability	12,010.26	7,078.54



PHOENIX INTERNATIONAL LIMITED

35. Additional information pursuant to the provisions of Part II of Schedule III of the Companies Act, 2013, to the extent relevant, are given as under :

I) PARTICULARS OF CAPACITY AND PRODUCTION AS ON 31.03.2016

DESCRIPTION	UNIT	LICENSED CAPACITY		INSTALLED CAPACITY		PRODUCTION	
		Year Ended on 31st March, 2016	Year Ended on 31st March, 2015	Year Ended on 31st March, 2016	Year Ended on 31st March, 2015	Year Ended on 31st March, 2016	Year Ended on 31st March, 2015
Shoes Upper	PAIRS	N.A	N.A	Refer note 1 below		107,018	65,932
Samples / Others		N.A	N.A	Refer note 1 below		-	1,228

Notes : Installed capacity is as certified by the management & Relied upon by the Auditor being technical matter.
Installed capacity is for 12 months.

II) PARTICULARS OF STOCKS AND SALES & SERVICES AS ON 31.03.2016

UNIT	Opening Stock As at 1st April, 2015		"Production / Purchase During the year		Sales Year ended on 31st March, 2016		Closing Stock As at 31st March, 2016	
	Qty.	(Value In ₹)	Qty.	(Value In ₹)	Qty.	(Value In ₹)	Qty.	(Value In ₹)
Shoes Upper (Pairs)	10,249	8,666,386	107,018	-	103,931	184,349,210	13,336	14,860,838
TOTAL	10,249	8,666,386	107,018	-		184,349,210		14,860,838

III) PARTICULARS OF MATERIALS CONSUMED AS ON 31.03.2016

DESCRIPTION	UNIT	Year ended on 31st March, 2016		Year ended on 31st March, 2015	
		Qty.	(Value In ₹)	Qty.	(Value In ₹)
Finished Leather / Lining and Others	Sqr. Mtrs.	-	202,785,887	-	229,764,607
TOTAL		-	202,785,887	-	229,764,607

IV) VALUE OF IMPORTED / INDIGENOUS RAW MATERIAL, STORE SPARES AND COMPONENTS CONSUMED AS ON 31.03.2016

DESCRIPTION	Year ended on 31st March, 2016		Year ended on 31st March, 2015	
	Consumption (In ₹)	% of Consumption	Consumption (In ₹)	% of Consumption
Imported	139,262,670	68.67%	183,130,619	79.70%
Indigenous	63,523,218	31.33%	46,633,988	20.30%
TOTAL	202,785,887	100%	229,764,607	100%

V) VALUE OF IMPORTS OF C.I.F BASIS AS ON 31.03.2016

DESCRIPTION	Year ended on 31st March, 2016		Year ended on 31st March, 2015	
	(Value In ₹)		(Value In ₹)	
Raw Material Stores & Spares and Component / Others	-	138,783,616	-	157,768,835
Capital Goods	-	-	-	-

PHOENIX INTERNATIONAL LIMITED



VI) EARNING / EXPENDITURE IN FOREIGN CURRENCY AS ON 31.03.2015

DESCRIPTION	Year ended on 31st March, 2016		Year ended on 31st March, 2015	
	(Value In ₹)		(Value In ₹)	
Earnings in Foreign Currency / Export Sales		-		30,311,236
Remittance in Foreign Currency-Material & Others including Travelling		135,938,098		187,809,561

36. The accounts of the company have been prepared on going concern basis as per Accounting Standard (AS-1) "Disclosure of Accounting Policies".
37. The Company generally enters into cancelable operating leases for office premises, factory premises and residence of the employees, normally renewable on expiry.
38. No creditor has intimated about their status being of small scale industrial undertakings.
39. As per Accounting Standard 5, Net Profit or loss for the period, and Prior Period Item and Change in Accounting Policy Issued by ICAI, Prior period expenses are of Rs. 103950/-."
40. Debit / Credit balances as on 31st March 2016 of Debtors, Creditors, Loans & Advances and other parties accounts are subject to confirmations.
41. Previous year figures have been regrouped / rearranged wherever considered necessary to conform to the classification adopted in the current year.

As per our report of even date annexed

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

For and on behalf of the Board of Directors
Phoenix International Limited

per Pradip Bhardwaj
Partner
M.No. 500219

Narendra Aggarwal
Director
DIN : 00027347

P. M. Alexander
Director
DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
Dated : 31.05.2016

**Independent Auditors' Report****To the Board of Directors of Phoenix International Limited****Report on the Financial Statements**

We have audited the accompanying Consolidated Financial Statements of Phoenix International Limited ('the Company') and its subsidiaries, which comprise the Consolidated Balance Sheet as at 31st March 2016, the Consolidated Profit and Loss account and Consolidated Cash Flows Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Consolidated Financial Statement that give a true & fair view of the financial position, financial performance and cash flow of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standard specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and the presentation of the Consolidated Financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the consolidated balance sheet, of the state of affairs of the Company as at 31st March 2016;
- (ii) in the case of the consolidated profit and loss account, of the profit for the year ended on that date; and
- (iii) in the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of the subsidiaries, whose financial statements reflect Total Assets of Rs. 9958.37 Lakh as at March 31, 2016, Total Revenues of Rs. 0.91 Lakh and net cash outflow amounting to Rs.837.46 Lakh the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report that:

- (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Financial Statement.
- (b) in our opinion, proper books of account as required by law relating to preparation of consolidated financial statements have



PHOENIX INTERNATIONAL LIMITED

- been kept so far as it appears from our examination of those books and the reports of other auditors.
- (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Financial Statement.
 - (d) in our opinion, the consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, as applicable.
 - (e) on the basis of written representations received from the Directors as on March 31, 2016, taken on record by the Board of Directors and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the group companies, incorporated in India is disqualified as on March 31, 2016, from being appointed as a director in terms of provisions of section 164(2) of the Companies Act, 2013.
 - (f) With respect to the adequacy of internal financial controls over financial reporting and operating effectiveness of such controls, refer to our audit report "Annexure A", which is based on auditor's report of the company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the company and its subsidiary companies incorporated in India.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, In our opinion and to the best of our information and according to the explanations given to us;
 - (i) The Company has disclosed the impact of pending litigations on its consolidated financial position of the group in its consolidated financial statements as on March 31, 2016.
 - (ii) The Group Companies has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
 - (iii) There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

Place: New Delhi
Date: 31/05/2016

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

Pradip Bhardwaj
(Partner)
M.No: 500219

ANNEXURE -A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph (f) under report on other legal and Regulatory Requirement section of our report of even date

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub -section 3 of section 143 of the Companies Act 2013

We have audited the internal financial controls over financial reporting of Phoenix International Limited ('the Company') and its subsidiary incorporated in india as at March 31,2016in conjunction with our audit of the Consolidated Financial Statement of the Company for the year ended and as on that date.

Managements Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary companies incorporated in india, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the company and its subsidiary considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial Reporting issued by the Institute of Chartered Accountants of India (the guidance Note). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conducts of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.



PHOENIX INTERNATIONAL LIMITED

Auditors Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The Procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the of the subsidiary, in terms of their reports referred to in the other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparations of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and director of company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the company and its subsidiary companies have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

Place: New Delhi

Date: 31/05/2016

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

Pradip Bhardwaj
(Partner)
M.No: 500219



PHOENIX INTERNATIONAL LIMITED
CIN : L74899DL1987PLC030092
Consolidated Balance Sheet for the Year Ended 31st March, 2016

PARTICULARS	Note No.	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	187,895,600	187,895,600
(b) Reserves and Surplus	3	444,723,944	383,227,641
(c) Currency translation Reserve		88,960,066	-
Minority Interest		-	53,557,051
(2) Non-Current Liabilities			
(a) Long Term Borrowings	4	932,212,694	608,038,829
(b) Deferred Tax Liability		3,263,198	-
(c) Long Term Liabilities	5	56,690,019	51,890,019
(d) Long Term Provisions	6	1,120,241	1,129,302
(3) Current Liabilities			
(a) Trade Payables	7	185,096,441	204,582,027
(b) Other Current Liabilities	8	52,562,078	50,282,414
(c) Short-Term Provisions	9	26,299,905	20,353,734
TOTAL		1,978,824,186	1,560,956,617
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	349,075,174	356,434,427
(ii) Capital Work-in-Progress	10	46,116,795	46,116,795
(b) Non-Current Investments	11	80,462,402	237,854,902
(c) Long Term Loans and Advances	12	615,938,153	17,745,349
(2) Current Assets			
(a) Inventories	13	53,240,905	54,385,418
(b) Trade Receivables	14	276,638,107	140,914,719
(c) Cash and Cash Equivalents	15	23,272,103	129,688,136
(d) Short Term Loans & Advances	16	533,400,945	572,837,660
(e) Other Current Assets	17	679,602	4,979,211
TOTAL		1,978,824,186	1,560,956,617
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 41		

As per our report of even date

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

per Pradip Bhardwaj
Partner
M.No. 500219

Narendra Aggarwal
Director
DIN : 00027347

For and on behalf of the Board of Directors
Phoenix International Limited

P. M. Alexander
Director
DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
Dated : 31.05.2016



PHOENIX INTERNATIONAL LIMITED

CIN : L74899DL1987PLC030092

Consolidated Profit & Loss Account for the Year Ended 31st March, 2016

PARTICULARS	Note No.	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
A. Cash Flow from Operating Activities			
I Revenue from Operations	18	373,877,442	391,736,150
II Other Income	19	8,793,830	2,196,874
III Total Revenue (I + II)		382,671,272	393,933,024
IV Expenses			
Cost of Material Consumed	20	202,785,888	224,757,203
Changes in Inventories of finished goods,	21	(6,194,452)	4,095,869
Work-in-progress and Stock-in-Trade			
Employees' Benefit Expenses	22	8,000,680	11,978,744
Financial Costs	23	75,093,339	61,101,435
Depreciation	10	7,389,440	14,589,032
Other Expenses	24	78,393,923	64,965,744
Total Expenses (IV)		365,468,818	381,488,027
V Profit before Tax (III - IV)		17,202,454	12,444,997
VI Tax Expenses			
(1) Provision for Income Tax		6,000,000	5,500,000
(2) Deferred Tax Liability		3,263,198	-
VII Profit/(Loss) for the year (V-VI)		7,939,256	6,944,997
VIII Earning per equity share:			
Basic & Diluted	25	0.47	0.41
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 41		

As per our report of even date

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

per Pradip Bhardwaj
Partner
M.No. 500219

Narendra Aggarwal
Director
DIN : 00027347

For and on behalf of the Board of Directors
Phoenix International Limited

P. M. Alexander
Director
DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
Dated : 31.05.2016



PHOENIX INTERNATIONAL LIMITED

CIN : L74899DL1987PLC030092

Consolidated Cash Flow Statement for the Year Ended 31st March, 2016

PARTICULARS		For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
A. Cash Flow from Operating Activities			
Net Profit /(Loss) before Tax		17,202,454	12,444,997
Adjustments for :			
Depreciation & Amortization Exp.		7,389,440	14,589,032
Currency Translation Reserve		88,960,066	-
Foreign Exchange (Net)		(6,885,113)	59,957,583
Interest (Net)		75,013,120	6,067,966
Loss on sale of Fixed Assets		-	447,441
Operating profit before Working Capital Changes		181,679,967	93,507,019
Trade receivables & Other current assets		(91,987,064)	9,648,822
Changes in Stock in Trade		1,144,512.85	17,108,084
Trade Payables & other liabilities		(11,268,812)	5,624,083
Cash from Operating Activities		79,568,604	125,888,007
Taxes paid		6,000,000	5,500,000
Net cash from operating activities		73,568,604	120,388,007
B. Cash flow from Investing Activities			
Purchase of Fixed Assets / CWIP		(30,192)	(61,371)
Investment		157,392,500	-
Sale of Fixed Assets		-	1,628,000
Foreign Exchange		6,885,113	-
Interest Received		80,219	502,227
Net Cash used in investing activities		164,327,640	2,068,856
C. Cash flow from Financing Activities			
Advances from Subsidiaries / Others		(598,192,804)	84,464,065
Repayment of Long Term Borrowing		(625,826,135)	(48,263,190)
Receiving of Loan Term Borrowing		950,000,000	-
Security Deposits (Paid) / Received		4,800,000	(4,599,150)
Interest Paid		(75,093,339)	(60,459,810)
Net Cash from Financing Activities		(344,312,278)	(28,858,085)
Net Increases/(Decreases) in cash and cash Equivalents		(106,416,033)	93,598,778
Cash and Cash Equivalent at the beginning		129,688,136	36,089,358
Cash and Cash Equivalent at the end of the Year		23,272,103	129,688,136

We have examined the above cash flow statement of Phoenix International Limited for the year ended 31.03.2016. The statement has been prepared by the management in accordance with the listing requirements of Security Exchange Board of India (SEBI) and is based on and derived from the audited financial statement of the company for the year ended 31.03.2016.

As per our report of even date

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

For and on behalf of the Board of Directors
Phoenix International Limited

per Pradip Bhardwaj
Partner
M.No. 500219

Narendra Aggarwal
Director
DIN : 00027347

P. M. Alexander
Director
DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
Dated : 31.05.2016



SIGNIFICANT ACCOUNTING POLICIES

1. a) BASIS OF PREPARATION OF FINANCIAL STATEMENT

These Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP) including the Accounting Standards notified under the relevant provisions of the Companies Act 2013.

The Financial Statements are prepared on accrual basis under the historical cost convention. The financials Statements are presented in Indian rupees rounded off to the nearest rupees.

b) USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (Indian GAAP) requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materealised.

2. FIXED ASSETS

Tangible Assets are stated at cost net of recoverable taxes, trade discount and rebates and include amount added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of tangible assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress

3. VALUATION OF INVENTORIES

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

4. DEPRECIATION

a) Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method except in case of assets pertaining to unit- Noida A-37 where depreciation is provided on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

b) No write off is made in respect of long term lease hold land.

5. FOREIGN EXCHANGE TRANSACTION

"a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c. Non-monetary foreign currency items are carried at cost.

d. In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Monetary assets and liabilities are restated at the year end rates.

e. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement."

6. REVENUE RECOGNITION

Revenue is recognised only when risk and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation include sale of goods and services. Export Sales are accounted for on the basis of the date of Bill of Lading, Domestic sales are accounted for on the basis of ex-factory / godown dispatches. Sales include excise duty but exclude discounts, sales tax and all other charges.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

7. EXPORT BENEFITS

Sale of advance licenses is accounted for on realizations basis, Duty Drawbacks and Duty entitlement Pass Book benefits are accounted for on accrual basis.

8. RETIREMENT BENEFITS

a) Contributions to Provident fund are made at the prescribed rates in the recognized funds and charged to the Profit and Loss A/c.

b) Provision for Gratuity are to be made on the basis of actuarial valuation.



- c) Every employee who has completed five years or more of service gets a gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service. Year end liability on account of retirement benefits to employees are provided.
- d) Leave encashment is accounted for on year to year basis and not accumulated to be encashed at the time of retirement.

9. INVESTMENTS

“Investments in subsidiary and other companies are treated as long term investments and are stated at cost. Provision of diminution in the market value of long- term investments is made only if such decline is considered permanent by the anagement. Dividend is accounted for as and when received.

10. IMPAIRMENT OF FIXED ASSETS

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit anf Loss Statement in the year in which an assets is identified as impaired. The impairment loss is recognised in prior accounting period is reversed if there has been a change in the estimates of recoverable amount.

11. PROVISIONS,CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision is rcognised in the accounts when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and reliable estimates can be made.Provision are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date.These estimates at each reportind date and adjusted to reflect the current best estimates.

12. Leases

Lease arrangements where the risk & rewards incidental to ownership of an assets substatially vest with the lessor, are recognised with the lessor, are recognised as operating lease. Lease rentals under operating lease are recognised in the statement of profit & loss accounts as per lease agreement with the parties



Notes to Financial Statements for the Year Ended 31st March, 2016

2. SHARE CAPITAL	As at 31st March, 2016		As at 31st March, 2015	
	No of Shares	Value (₹)	No of Shares	Value (₹)
(a) Authorised Share Capital				
Equity Share @ 10/- each	50,000,000	500,000,000	50,000,000	500,000,000
4% Cumulative Redeemable Preference Shares @ ₹ 100/- each	10,000,000	1,000,000,000	10,000,000	1,000,000,000
TOTAL	60,000,000	1,500,000,000	60,000,000	1,500,000,000

(b) Issued, Subscribed and fully paid up

Equity Share @ 10/- each	16,789,560	167,895,600	16,789,560	167,895,600
4% Cumulative Redeemable Preference Shares @ 100/- each	200,000	20,000,000	200,000	20,000,000
TOTAL	16,989,560	187,895,600	16,989,560	187,895,600

(c) Disclosure for Shareholding

The details of shareholders holding more than 5%

Name of Shareholder	No. of Shares held	% age of Holding	No. of Shares held	% age of Holding
(i) Equity Shares :				
Mr. Ajay Kalsi	2,734,400	16.29%	2,734,400	16.29%
Mayflower Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Spartan Management Services Pvt. Ltd.	2,880,000	17.15%	2,880,000	17.15%
Vanguard Services Pvt. Ltd.	3,120,000	18.58%	3,120,000	18.58%
TOTAL	11,614,400	69.18%	11,614,400	69.18%

(ii) Preference Shares :

Granada Services Pvt. Ltd.	200,000	100%	200,000	100%
TOTAL	200,000	100%	200,000	100%

(d) Reconciliation of Shares Outstanding	No. of Shares	Value (₹)	No of Shares	Value (₹)
(i) Equity Shares :				
Shares outstanding at the beginning of the year	16,789,560	167,895,600	16,789,560	167,895,600
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
Shares outstanding at the end of the year	16,789,560	167,895,600	16,789,560	167,895,600

(ii) Preference Shares :

Shares outstanding at the beginning of the year	200,000	20,000,000	200,000	20,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
Shares outstanding at the end of the year	200,000	20,000,000	200,000	20,000,000

PHOENIX INTERNATIONAL LIMITED



PARTICULARS	As at	
	31st March, 2016 (₹)	31st March, 2015 (₹)
3. RESERVES & SURPLUS		
Capital Reserve on Consolidation	505,751,449	505,751,449
General Reserve	100,121,793	100,121,797
Securities Premium Reserve	224,198,900	224,198,900
Investment Allowance Reserve	442,744	442,744
Profit & Loss Account - Balance	(447,287,249)	(447,287,249)
Minority Interest	53,557,051	-
Net Profit	7,939,256	-
TOTAL	444,723,944	383,227,641

PARTICULARS	As at		As at	
	31st March, 2016 (₹)		31st March, 2015 (₹)	
4. LONG TERM BORROWINGS	Non Current	Current	Non Current	Current
Loans From banks : Secured				
Oriental Bank of Commerce	22,260,000	904,809,145	40,000,000	415,098,829
Loans from Other's : Unsecured				
From others	-	27,403,549		192,940,000
TOTAL	22,260,000	932,212,694	40,000,000	608,038,829

A) Term Loan from Oriental Bank of Commerce of Rs. 9270.69 Lacs (Previous year Rs. 4,550.99 Lacs) is secured by way of Equitable Mortgage of Land and Building measuring 61,690 Sq. Meters at A-37, Sector 60, Noida assigned by way of security of the rights of borrower under sub lease/lease agreements including assignment of receivables of future rentals/lease money and first charge on all moveable / Fixed Assets & Inventory (existing and future) of the Company. The Loan is repayable in 144 Equated monthly installments from the date of disbursement. Due with in a year Rs.222.60 Lacs excluding interest (Previous Year Rs. 1,087.23 Lacs including interest).

B) Term Loan from Oriental Bank of Commerce Amount Rs. 1751.76 Lacs are repayable over a period of 2 to 5 years.

PARTICULARS	As at	
	31st March, 2016 (₹)	31st March, 2015 (₹)
5. LONG TERM LIABILITIES		
Security Deposit Received	56,690,019	51,890,019
TOTAL	56,690,019	51,890,019

PARTICULARS	As at	
	31st March, 2016 (₹)	31st March, 2015 (₹)
6. LONG TERM PROVISIONS		
Gratuity (As per Actuarial Certificate)	1,120,241	1,129,302
TOTAL	1,120,241	1,129,302

PARTICULARS	As at	
	31st March, 2016 (₹)	31st March, 2015 (₹)
7. TRADE PAYABLES		
Payable against Supplies, Services & Others	185,096,441	204,582,027
TOTAL	185,096,441	204,582,027

PHOENIX INTERNATIONAL LIMITED



PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
8. OTHER CURRENT LIABILITIES		
Current Maturity of Long Term Borrowing (Refer Note No. 4)	22,260,000	40,000,000
Payable to Others	29,698,454	9,907,080
Payable to Govt. Authority	603,624	375,334
TOTAL	52,562,078	50,282,414

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
9. SHORT TERM PROVISIONS		
Income Tax	26,212,000	20,212,000
Gratuity (As per Actuarial certificate)	87,905	141,734
TOTAL	26,299,905	20,353,734

10. FIXED ASSETS

(All Amount In Rs.)

ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As at 01.04.2015	Additions for the Period	Sales/Transfer Adjustment	As at 31.03.2016	Up to 31.03.2015	For the Period	Adjustment Retained Earning	Sale/Transfer Adjustment	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land	35,715,590	-	-	35,715,590	-	-	-	-	-	35,715,590	35,715,590
Building	571,513,620	-	-	571,513,620	253,299,466	6,037,504	-	-	259,336,970	312,176,650	318,214,154
Plant and Machinery(chennai)	66,592,768	-	-	66,592,768	65,580,797	823,555	-	-	66,404,352	188,416	1,011,971
Electrical Installation	30,061,198	-	-	30,061,198	29,337,229	271,982	-	-	29,609,211	451,987	723,969
Vehicles	8,171,187	-	-	8,171,187	8,012,937	39,683	-	-	8,052,620	118,567	158,250
Office and Other Equipment(chennai)	5,932,508	30,192	-	5,962,700	5,651,894	129,173	-	-	5,781,067	181,633	280,614
Furniture & Fixtures	6,304,707	-	-	6,304,707	5,974,828	87,548	-	-	6,062,376	242,331	329,879
Wooden Structure	5,089,636	-	-	5,089,636	5,089,636	-	-	-	5,089,636	-	-
TOTAL	729,381,214	30,192	-	729,411,406	372,946,787	7,389,440	-	-	380,336,232	349,075,174	356,434,427
Capital Work In Progress:-											
Plant and Machinery - For Re Export	22,874,720	-	-	22,874,720	-	-	-	-	-	22,874,720	22,874,720
Machinery	23,242,075	-	-	23,242,075	-	-	-	-	-	23,242,075	23,242,075
TOTAL	46,116,795	-	-	46,116,795	-	-	-	-	-	46,116,795	46,116,795
GRAND TOTAL - Current Year	775,498,009	30,192	-	775,528,201	372,946,787	7,389,440	-	-	380,336,232	395,191,969	402,551,222
GRAND TOTAL - Previous Year	779,935,663	61,371	4,499,025	775,498,009	348,472,976	14,589,032	-	2,423,585	360,638,423	402,551,222	431,462,687

PHOENIX INTERNATIONAL LIMITED



PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	No. of Shares	Value (In Rs.)	No. of Shares	Value (In Rs.)
11. NON CURRENT INVESTMENTS				
Long Term Investments - At Cost Unquoted - Trade Super Bazaar Co-operative Store Ltd.	1,000	10,010	1,000	10,010
Unquoted - Non Trade				
Phoenix Power Development Corporation Ltd.	10	100	10	100
Phoenix Hydrocarbons Ltd.	10	100	10	100
Focus Offshore Services Pvt. Ltd.	10	100	10	100
Phoenix Power Development Corporation Ltd.	10	100	10	100
Bloomsbury Trading PTE Ltd., (Foreign Company)	46,000	1,130,597	46,000	1,130,597
Pele Fine Leather Inc. (Foreign Company)	1,246,000	58,837,618	1,246,000	58,837,618
Build Well Cement Ltd. (Foreign Company)	-	-	4,000,000	176,440,000
Quoted				
Yellow Valley Leasing and Finance Ltd.	24,600	344,400	24,600	344,400
Savare Trade Enterprises Ltd.	72,200	1,091,877	72,200	1,091,877
Phoenix Cement Ltd.		19,047,500		
TOTAL	1,389,840	80,462,402	5,389,840	237,854,902

Notes :

- i. Aggregate amount of unquoted shares
- ii. Value of Shares is net of provision of decline in value of investment which is of permanent nature.

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	12. LONG TERM LOAN & ADVANCES			
Unsecured, Considered Goods				
Security Deposit Paid		12,380,907		9,289,345
Loans and Advances to others		89,987,634		7,064,100
Advance Paid to Suppliers - Other, Consider goods		513,569,612		1,391,904
TOTAL		615,938,153		17,745,349

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	13. INVENTORIES			
Raw Materials		35,824,444		45,043,350
Work in Progress		10,294,100		5,575,950
Finished Goods		4,566,738		3,766,118
TOTAL		53,240,905		54,385,418

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
	14. TRADE RECEIVABLES			
Outstanding for a period exceeding six months				
Unsecured, Considered Good	155,555,320	11,702,956		
Less : Provision for Doubtful Debts	-	155,555,320	(78,507,306)	39,295,650
Debtors, Unsecured, Considered Good		121,082,786.73		101,619,069
TOTAL		276,638,107		140,914,719



PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
15. CASH & CASH EQUIVALENTS				
(i) Balances with Scheduled Banks				
In current Accounts	18,309,280		119,757,794	
In Deposit Accounts	3,013,865	21,323,145	3,809,285	123,567,079
(ii) Cash on hand		1,948,958		6,121,057
TOTAL		23,272,103		129,688,136

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
16. SHORT TERM LOAN & ADVANCES				
Unsecured, Considered Goods				
Due from Related Party	-		-	
Due from Others	462,948,804	462,948,804	517,036,236	517,036,236
Balances with Govt. Authorities		70,452,141		55,801,424
TOTAL		533,400,945		572,837,660

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
17. OTHER CURRENT ASSETS				
Prepaid Expenses		616,639		4,962,626
Interest Accrued but not due		61,963		16,585
TOTAL		679,602		4,979,211

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
18. REVENUE FROM OPERATION / SALES				
Sales of Products		220,500,724		260,463,489
Sale of Services - Rental		153,376,718		131,272,661
{TDS Deducted Rs. 1,54,63,295/- Previous year Rs. 1,31,27,266 /-}				
TOTAL		373,877,442		391,736,150

PARTICULARS	As at 31st March, 2016 (₹)		As at 31st March, 2015 (₹)	
19. OTHER INCOME				
Interest on Deposits, Margin Money etc.		80,219		502,227
Other Receipts / Misc. Income		1,828,498		1,694,647
Exchange Gain / (Loss)		6,885,113		-
TOTAL		8,793,830		2,196,874



PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
20. COST OF MATERIAL CONSUMED		
Inventory at the beginning of the year	45,043,350	58,055,564
Add: Purchase of Raw Material , components, packing material	195,446,923	211,744,989
Add: ITC reversal of earlier Years	-	-
Less: Inventory at the end of the year	37,704,386	45,043,350
TOTAL	202,785,888	224,757,203

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
21. CHANGE IN INVENTORIES		
Opening Stock		
Finished Goods	3,090,436	1,916,224
Work in Progress	5,575,950	10,846,031
Closing Stock		
Finished Goods	4,566,738	3,090,436
Work in Progress	10,294,100	5,575,950
Changes in Inventories	TOTAL (6,194,452)	4,095,869

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
22. EMPLOYEES' BENEFIT EXPENSES		
Salaries & Benefits	7,282,328	11,603,133
Employer Contribution to Provident Fund & ESIC	429,611	220,692
Staff Welfare Expenses	288,741	154,919
TOTAL	8,000,680	11,978,744

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
23. FINANCIAL COST		
Interest Paid		
On Term Loans	73,471,236	60,459,810
Interest Paid- Others	588,657	-
Bank Charges / Upfront Fees	1,033,446	641,625
TOTAL	75,093,339	61,101,435



PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
24. OTHER EXPENSES		
Insurance Expenses	219,238	181,846
Rent Expenses	4,547,706	3,183,725
Rates & Taxes	1,229,330	190,004
Fabrication / Job Work Expenses	52,657,151	25,304,199
Electricity & Water Charges	64,198	-
Power & Fuel Expenses	121,076	6,910,500
Auditor's Remunerations	308,700	227,416
Repairs & Maintenance - Building	350,821	78,795
- Machinery	81,762	67,545
- Vehicles	424,916	350,231
- Others	57,694	212,520
Loss on Sale of Assets	-	447,441
Custom Duties & Taxes Paid	1,014,115	5,943,250
Advertisement, Publicity & Business Promotion Exp.	669,925	126,210
Exchange Gain / (Loss)	-	6,067,966
Freight Inward/Outward, Handling and Clearing Exp.	4,533,751	5,163,685
Travelling & Conveyance Expenses	465,380	537,390
Legal & Professional Fees	2,443,394	1,238,977
Other Misc. Expenses	1,089,502	1,804,083
Printing & Stationery, Books & Periodicals	500,937	508,902
Watch & Ward Expenses	965,167	1,028,908
Communication Expenses	801,775	642,931
Registrar & Transfer Agent Exp.	305,933	161,969
AGM Exp.	55,006	31,699
Debts/ Amount Written off	5,486,447	4,555,551
TOTAL	78,393,923	64,965,743

PARTICULARS	As at 31st March, 2016 (₹)	As at 31st March, 2015 (₹)
25. BASIC AND DILUTED EARNING PER SHARE:		
Net Profit / (Loss) After Tax (In)	7,939,256	6,944,997
Weighted Average Number of Equity Shares	16,789,560	16,789,560
Nominal Value of Equity Shares (In)	10	10
Basic and Diluted Earning Per Share (In)	0.47	0.41

26. RELATED PARTY DISCLOSURE

- i) In accordance with the requirements of Accounting Standard (AS-18) on Related Party Disclosures, the name of the related parties where control exist and/or with whom transactions have taken place during the year and description of relationships , as identified and certified by management are:



PHOENIX INTERNATIONAL LIMITED

(a) Key Managerial Personnel

Mr. Narender Makkar
Mr. P. M. Alexander

Mr. Narender Aggarwal

(b) Enterprise under direct /Indirect common control:

Focus Energy Limited

(c) Subsidiary Companies:

Phoenix Industries Limited
Phoenix Cement Limited

ii) The following transactions were carried out with related parties in the ordinary course of business :

(Amount in)

Name of the Related Party	Nature of Transactions	Volume of Transactions	As at 31.03.2016	As a 31.03.2015
Mr. Narender Makkar	Directors Remuneration	1,920,000	124,700	104,400
Phoenix Industries Limited	Advance Recoverable	-	4,840,000	484,000,000
Phoenix Industries Limited	Investments (Net of Provision)	-	27,104,727	27,104,727
Phoenix Cement Limited	Advance Recoverable	-	16,425,744	16,425,744
Phoenix Cement Limited	Investments (Net of Provision)	19,047,500	130,846,956	130,846,956
Granada Services Pvt. Ltd.	Rental Income	31,252,197	(716,692)	-
Focus Energy Limited	Sale of Goods	225,921,610	177,712,103	32,087,369

Notes:

Sale of Goods to Focus Energy Ltd. during the F.Y. Ended 31/03/2015 is 14,25,57,395/-.

27. PAYMENT TO AUDITORS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
	Audit Fees - Statutory Audit (including service tax)	120,000
- Tax Audit (including service tax)	30,000	33,708
Professional Charges for Other Services	65,000	10,000
Out of Pocket Expenses	10,000	74,211
TOTAL	225,000	252,751

28. CONTINGENT LIABILITIES NOT PROVIDED FOR	Year Ended 31st March, 2016	Year Ended 31st March, 2015
	Income Tax, Sales Tax, Service Tax, Excise Duty and Custom Duty Demands under Appeals	157 Lacs
TOTAL	157 Lacs	157 Lacs

29 DETAILS OF SUBSIDIARIES

The consolidated financial statements have been prepared in accordance with the requirement of Accounting Standard (AS - 21) " Consolidated Financial Statements" . The Consolidated Financial Statements comprise the financial statements of Phoenix International Limited (Parent Company) and its following two Subsidiary companies (collectively referred to as " the Group") for the accounting year specified their against.

Name of the Company	Country of Incorporation	%Age of Holding As at 31.03.2016	Accounting Period
Phoenix Industries Ltd.	India	* 100%	01.04.2015 to 31.03.2016
Phoenix Cement Ltd.	India	** 100%	01.04.2015 to 31.03.2016

* Including 10.60% held by Phoenix Cement Limited, which is also subsidiary of the Parent Company.

** Including 49.32% held by Phoenix Industries Limited, which is also subsidiary of the Parent Company.



PHOENIX INTERNATIONAL LIMITED

34. SEGMENT REPORTING

A) PRIMARY SEGMENT INFORMATION

The Company has identified two reportable segments viz. Manufacturing of Shoes Upper and Rental Income from Immovable Property. As per Accounting Standard on Segment Reporting (AS-17), "Segment Reporting" the Company has reported segment information. Gross turnover of Company is Rs. 3,825.80 Lacs during the period 01.04.2015 to 31.03.2016 (Previous Year Rs. 3,939.29 Lacs).

PARTICULARS	RENTAL		SHOES		OTHERS		GRAND TOTAL	
	As at 31.03.016	As at 31.03.015	As at 31.03.016	As at 31.03.015	As at 31.03.016	As at 31.03.015	As at 31.03.016	As at 31.03.015
I) Segment Revenue	1,533.77	1,312.73	2,205.01	2,604.63	87.14	16.94	3,825.91	3,934.30
Less: Excise Duty / Service Tax Recovered	-	-	-	-	-	-	-	-
Net Turnover	1,533.77	1,312.73	2,205.01	2,604.63	87.14	16.94	3,825.91	3,934.30
II) Segment Results before Interest and Tax	1,147.25	890.25	(293.43)	(160.46)	68.31	(5.77)	922.14	724.03
Less : Interest Expenses	750.91	604.60	-	-	-	-	750.91	604.60
Add : Interest Income	0.09	3.42	0.71	1.60	-	-	0.80	5.02
Add : Exceptional Items	-	-	-	-	-	-	-	-
Profit before Tax	396.44	289.07	(292.72)	(158.86)	68.31	(5.77)	172.03	124.46
Current Tax	60.00	55.00	-	-	-	-	60.00	55.00
Deferred Tax Liability	32.63	-	-	-	-	-	32.63	-
Profit after Tax	303.81	234.07	(292.72)	(158.86)	68.31	(5.77)	79.40	69.45
III) OTHER INFORMATION								
Segment Assets	13,979.09	4,916.48	3,577.73	2,557.10	2,231.42	8,135.99	19,788.24	15,609.57
Segment Liabilities	10,154.67	1,036.86	1,855.60	1,490.69	562.19	6,835.21	12,572.45	9,362.76
Capital Expenditure	-	-	-	-	-	-	-	-
Depreciation and Amortisation	2.74	122.67	3.73	8.78	67.43	14.44	73.89	145.89
"Non Cash Expenses other than Depreciation and Amortisation"	-	123.08	-	-	-	-	-	123.08

B) SECONDARY SEGMENT INFORMATION

PARTICULARS	2015-16	2014-15
I) Segment Revenue - External Turnover		
Within India	3,825.80	3,636.18
Outside India	303.11	-
Total Revenue	3,825.80	3,939.29
II) Segment Assets		
Within India	19,788.24	15,609.57
Outside India	-	-
Total Assets	19,788.24	15,609.57
III) Segment Liability		
Within India	12,572.45	9,362.76
Outside India	-	-
Total Liability	12,572.45	9,362.76
IV) Capital Expenditure		
Within India	-	-
Outside India	-	-
Total Expenditure	-	-



PHOENIX INTERNATIONAL LIMITED

- 31 Figure relating to subsidiary companies have been reclassified, wherever necessary, to bring them in line with parent company's Financial Statement.
- 32 The Consolidated Financial Statement have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the company's separate financials statement except as otherwise stated
- 33 The Consolidated Financial Statement of the Group have been prepared based on a line by line consolidation of the financial statements of the Parent Company and its two Subsidiary Companies by adding together the book value of like items of assets, liabilities, income & expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profit & losses.
- 34 The Company generally enters into cancellable operating leases for office premises, factory premises and residence of the employees, normally renewable on expiry. Lease payment amounting to Rs. 23.87 Lacs (Previous Year Rs. 23.45 Lacs) made under operating lease have been recognized as an expenses in the Profit & Loss Account.

Disclosure in relation to leased primises as per AS 19 for ren Receivable

Period	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Not later than one year	160,100,848	146,560,022
Later than one year but not later than five year	670,925,110	661,655,222
Later than five year	1,992,437,814	2,245,670,028

- 35 The Consolidated Financial Statement under report do not include financial statement of "Pele Fine Leather Inc.", USA which is foreign Subsidiary Company of Phoenix Industries Ltd..
- 36 One of the Subsidiary Company Phoenix Cement Limited had paid a deposit of Rs. 70.00 Lacs in earlier years to the Madhya Pradesh Audhyogic Kendra Vikas Nigam (Gwalior) Limited for acquisition of land in District Satna, Madhya Pradesh for setting up of cement plant in that area. The project for setting up of the Cement Plant has been abandoned. The land owners had field a petition against the notification for acquisition of land by the Government in the High Court which has been decided in favour of the land owners. The Management has requested the authorities for refund of the amount which has been considerably delayed. The Government is likely to issue identification in the near future and the deposit will be refunded in due course.
- 37 Prior Period expenditure have been included under normal head of expenses.
- 38 Long Term Loan & Advances include custom duty paid in earlier years amounting to Rs. 50.44 Lacs by one of the Subsidiary Company Phoenix Cement Ltd., which is refundable by the custom department.
- 39 The accounts of the company have been prepared on Going Concern basis.
- 40 No Creditors has intimated about their status being of small scale industrial undertaking.
- 41 Previous year's figures have been regrouped/rearranged & reclassified as necessary.

As per our report of even date

For Pradip Bhardwaj & Co.
Chartered Accountants
FRN- 013697C

per Pradip Bhardwaj
Partner
M.No. 500219

Narendra Aggarwal
Director
DIN : 00027347

For and on behalf of the Board of Directors
Phoenix Internatinal Limited

P. M. Alexander
Director
DIN : 00050022

Narender Makkar
Company Secretary

Place : New Delhi
Dated : 31.05.2016



PHOENIX INTERNATIONAL LIMITED

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company	PHOENIX INTERNATIONAL LIMITED
CIN	L74899DL1987PLC030092
Registered Office	3rd Floor, Gopala Tower, 25 Rajendra Place, New Delhi-110008
Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature, or failing him	

Name :	
Address:	
E-mail Id:	
Signature, or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on the 29th day of September, 2016 at 10.00 a.m. at Lok Kala Manch, 20 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI – 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Description	For	Against
1.	Adoption of the Audited Financial Statements of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon		
2.	Appointment of a Director in place of Mr. Narender Makkar (DIN: 00026857), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution		
4.	Appointment of Mrs. Rekha Mittal (DIN: 01852431) as Independent Director		
5.	Appointment of Mr. Narendra Aggarwal (DIN-00027347) as Independent Director		

Signed this ____ day of ____ 2016

Signature of Shareholder

Affix Revenue
Stamps

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.



ASSENT /DESSENT FORM FOR VOTING ON ANNUAL GENERAL MEETING RESOLUTIONS

1. Regd. Folio No. / DP ID - Client ID : _____
2. Name & Address of First/Sole Shareholder : _____
3. No. of Shares held : _____
4. I/We hereby exercise my /our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 29th September 2016 at 10.00am by conveying my /our assent / dessent to the resolutions by placing tick () mark in the appropriate box below :-

Sr.No	Resolutions	No of Shares	I/We Assent to the Resolution (FOR)	I/We Dessent to the Resolution (Against)
	ORDINARY BUSINESS			
1	Adoption of the Audited Financial Statements of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon			
2	Appointment of a Director in place of Mr. Narender Makkar (DIN: 00026857), who retires by rotation and being eligible, offers himself for re-appointment			
3	To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution			
	SPECIAL BUSINESS			
4	Appointment of Mrs. Rekha Mittal (DIN: 01852431) as Independent Director			
5	Appointment of Mr. Narendra Aggarwal (DIN-00027347) as Independent Director			

Place:

Date:

Signature of the Member/Authorized Representative

Note:-

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form
- ii) Last date for receipt of Assent/Dessent Form by the Scrutinizer Mr. Anant Mishra, Anant & Co.(Chartered Accountants) is 28.09.2016 at 05.00PM
- iii) Please read the instruction carefully before exercising your vote.

