



PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092

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Ref :- **PINTL/SEC/BSE/AGM-PROCEEDING/SEP/**

30.10.2016

The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai - 400 001

Ref:- **Security ID:-PHOENIXINTL ; ISIN:- INE245B01011; Security Code: 526481 .**
Series : - Equity

Sub:- **Scrutinizers Report**

Dear Sir

In continuation to our letter dated 29.09.2016, please find enclosed herewith the Scrutinizers Report of E Voting, Physical mode Voting in connection with resolution passed at Annual General Meeting held on 29.09.2016.

Kindly acknowledge the receipt of above and oblige.

Thanking you

For **Phoenix International Limited**


Narender Makkar
Director & Company Secretary
DIN-00026857



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

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders Who do have access to e-voting.

I, **Anant Kumar Mishra**, partner of M/s **Anant & Co, Chartered Accountants**, had been appointed as the scrutinizer by the Board of Directors of Phoenix International Limited vide resolution dated 12th August, 2016, pursuant to section 108 of the Companies Act, 2013, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholder in respect of the below mentioned resolution to be passed at the 29th Annual General Meeting of the company to be held on 29th September, 2016.

The notice dated 12th Aug, 2016 Convening Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the act where sent to the shareholder in respect of the below mentioned resolution to be passed at the said AGM of the company to be held in 29th September, 2016.

The company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholder of the company. The company has also providing voting by physical ballot papers to the members who do not have access to e-voting facility.

The share holder of the company holding share as on "the cut-off "date 22nd September, 2016, were entitled to vote on the proposed resolution as set out at item nos.1 to 5 in the notice of the 29th AGM of Phoenix International Limited.

The voting period for e-voting commenced on Monday, 26th September ,2016 at 9:00 AM and ended on Wednesday, 28th September, 2016 6:00 PM 2016 and the NSDL e-voting platform was blocked thereafter and the voted cast under e-voting facility were then unblocked in the presence of the two witness who were not in the employment of the company. Votes cast through physical ballot forms received upto 29th September, 2016 were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered there in based on the date downloaded from the Central National Securities Depository Limited (NSDL), e-voting system and the ballot forms received respectively.

I now submit my report as under on the result of the voting through electronic means and physical modes in respect of the said resolution.



1. Resolution no.1:-

Adoption of audited Balance sheet of company as at 31th March, 2016, profit and loss account and cash flow statement for the year ended on that dated and the director's and auditor's report thereon.

a. Voted in favour of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	4	192	0
Physical	53	12623911	100%
Total	57	12624103	100%

b. Voted against of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
Total	0	0	0%

c. Invalid Votes:

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
Total	0	0

Resolution no.2:-

Appoint a Director in place of Mr. Narender Makkar, (DIN: 00026857) who retires by rotation and being eligible offers himself for reappointment

a. Voted in favour of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	3	102	0
Physical	53	12623911	100%
Total	56	12624013	100%



b. Voted against of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	1	90	100%
Physical	0	0	0%
Total	1	90	100%

c. Invalid Votes:

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
Total	0	0

Resolution no.3:-

Appointment of M/s Pradip Bhardwaj & Co., Chartered Accountants (Registration No.013697C) as statutory auditor of the company.

a. Voted in favour of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	3	102	0
Physical	53	12623911	100%
Total	56	12624013	100%

b. Voted against of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	1	90	100%
Physical	0	0	0%
Total	1	90	100%

c. Invalid Votes:

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
Total	0	0



Resolution no.4:-

Appointment of Mrs. Rekha Mittal, (DIN: 01852431), as an Additional Director in the capacity of Independent Director of the Company.

a. Voted in favour of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	4	192	0
Physical	53	12623911	100%
Total	57	12624103	100%

b. Voted against of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	0	0	0%
Physical	0	0	0%
Total	0	0	0%

c. Invalid Votes:

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
Total	0	0

Resolution no.5:-

Appointment of Mr. Narendra Aggarwal (DIN: 00027347), as an Additional Director in the capacity of Independent Director of the Company.

a. Voted in favour of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	3	102	0
Physical	53	12623911	100%
Total	56	12624013	100%



b. Voted against of the resolution:

	Number of member voted through electronic voting system and physical mode	No of Votes Cast (Shares)	% of total number of Valid Votes Cast
E-Voting	1	90	100%
Physical	0	0	0%
Total	1	90	100%

c. Invalid Votes:

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	0	0
Total	0	0

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our custody until the chairman considers, approves and signs the minutes aforesaid Annual General Meeting and the same are handed over to the company secretary for safe custody.

Thanking You,
Yours Faithfully

For **Anant & Co**

Firm Registration No: - 024845N

Chartered Accountants

per Anant Kumar Mishra

Partner

Membership No.: 519542



Place: New Delhi

Date: 30/09/2016

Witnesses to the blocking of votes:

1. Ravindra
S/O Late A L Chaudhary
Add: Delhi,

2. Dharamendra
Delhi - 110092