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**INTERNATIONAL
LIMITED**

3rd/4th FLOOR, GOPALA TOWER, 25 RAJENDRA PLACE, NEW DELHI-110008(INDIA)
TEL. : (91-11) 2574 7696, 2575 1934/35/36, FAX : (91-11) 2575 1927

Ref:-PINTL/SEC/AGM-2017-SECUTINIZER_REP/

29.09.2017

To

BSE Ltd
Department of Corporate Services
1st Floor, P J Tower
Dalal Street, Mumbai - 400001

Dear Sir

Sub: - Scrutinizer Report dated 29.09.2017

Scrip Code:- BSE- 526481

Enclosed herewith the Scrutinizer Report received from Anant Kumar Mishra partner of M/s Anant & Co, practicing Chartered Accountant stating the results of the votes casted for the 30th Annual General Meeting held on Thursday the 28th September,2017.

Kindly take the same or record and acknowledge receipt of the same.

Thanking You,

Yours faithfully,
For **PHOENIX INTERNATIONAL LIMITED**


NARENDER MAKKAR (DIN-00026857)
Director & Company Secretary

Encl:- as above

CIN: L74899DL1987PLC030092

Anant & Co

Chartered Accountants

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 26th August, 2017, 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 30th Annual General Meeting of the company to be held on 28th September, 2017.

The notice dated 26th Aug, 2017 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 28th September, 2017.

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 21ST September, 2017, were entitled to vote on the proposed resolution as set out at item nos.1 to 6 in the notice of the 30th AGM of Phoenix International Limited.

The voting period for e-voting commenced on Tuesday, 25th September ,2017 at 9:00 AM and ended on Wednesday, 27th September, 2017 5:00 PM 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 up to 27th September, 2017 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 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.

Reg Office: P 57, OLD DOUBLE STOREY LAJAPAT NAGAR IV, NEW DELHI 110024
Communication Office: 411, Angel Mega Mall, Kaushambi, Ghaziabad UP, 201010, Ph: 0120-4350911, Email: mishra.anant@gmail.com



Anant & Co

Chartered Accountants

1. Resolution no.1:-

Adoption of audited Balance sheet of company as at 31th March, 2017, 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	7	3105	0
Physical	47	12138248	100%
Total	54	12141353	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	1	NA
Total	0	0

Resolution no.2:-

To appoint Director in place of Mr. P M Alexander (DIN: 00050022), 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	7	3105	0
Physical	47	12138248	100%
Total	54	12141353	100%



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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	1	NA
Total	0	0

Resolution no.3:-

To re-appoint Auditors Pradip Bhardwaj & Co whose terms expires at the conclusion of this Annual General Meeting, for further period of 5 years and fix their remuneration

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	7	3105	0
Physical	47	12138248	100%
Total	54	12141353	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	1	NA
Total	0	0



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Resolution no.4:-

To re-appoint Mr. Jitender Pancharia ((DIN: 07684263) as Non Executive Independent Director

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	7	3105	0
Physical	47	12138248	100%
Total	54	12141353	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	1	NA
Total	0	0

Resolution no.5:-

To adopt new Articles of Association containing regulations in line with the Companies Act, 2013

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	7	3105	0
Physical	47	12138248	100%
Total	54	12141353	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

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c. Invalid Votes:

	Total No of members whose votes were declared invalid	Total No of Votes Cast (Shares)
E-Voting	0	0
Physical	1	NA
Total	0	0

Resolution no.6:-

To approve payment of remuneration to Mr. Narender Kumar Makkar as Executive Director

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	7	3105	0
Physical	47	12138248	100%
Total	54	12141353	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	1	NA
Total	0	0



Anant & Co

Chartered Accountants

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: 29/09/2017

Witnesses to the blocking of votes:

1. Pawan Shukla
S/O: Ram Sewak Shukla
Add: C 18, Gali No 3, Jagatpuri Extension, Delhi 110092
2. Anil Kumar Thakur
S/O: Kishan Thakur
Add: 363, B Gali No 4, Mandawali 110092