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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 1937

Ref:-**PINTL/SEC/AGM-2018-SECUTINIZER\_REP/**

**29.09.2018**

To

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

Dear Sir

**Sub: - Scrutinizer Report dated 28.09.2018**

**Scrip Code:- BSE- 526481**

Enclosed herewith the Scrutinizer Report received from Mr. Anant Kumar Mishra partner of M/s Anant & Co, practicing Chartered Accountant stating the results of the votes casted for the 31st Annual General Meeting held on Friday the 28<sup>th</sup> September,2018.

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

## SCRUTINIZER REPORT

To

**The Chairman**

**Phoenix International Limited**

3<sup>rd</sup> Floor, Gopala Tower, 25

Rajendra Place, New Delhi – Pin: 110008

Dear Sir,

The Board of Directors of M/S Phoenix International Limited {Company} at its meeting held on 28.08.2018 has appointed me as Scrutinizer for conducting the e-Voting/ postal ballot voting process.

1. Based on the dispatch proof being provided by you duly stamped by postal department, the Notice of Annual General Meeting along with Postal Ballots were dispatched to all the members on 03.09.2018 whose names appeared in register of members as on 24.08.2018 and have not registered their email address along with to other shareholders by electronics mode who have registered their email address with Registrar and Transfer Agents (Mas Services Limited, New Delhi) and subsequently on the completion of the formalities of the postal ballot process, I hereby submit my report as under :
  - I. The Company has completed up to 07<sup>th</sup> September, 2018, the dispatch of postal ballot forms through electronic mail whose mail ID's were registered with company and through physical mode along with self addressed, prepaid postage envelopes to the members whose email Id's were not available with the company, whose name(s) appeared on the register of members as on 03.09.2018.
  - II. Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
  - III. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
  - IV. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the register of members of the company.
  - V. The ballot box was opened after the close of working hours on 27.09.2018.
  - VI. All postal ballot forms received up to close of working hours on 27.09.2018, the last date time fixed by the company for receipt of the forms were considered for my scrutiny.
  - VII. Nine Shareholders of the company who has aggregated 1231 shares, exercised his/her/their voting rights on the resolution through e-voting process provided by the company through the National Services Depository limited ("NSDL"), as an alternate, to physical postal ballot.



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VIII. 26 (Twenty Six) Shareholders Aggregating 12,204,855 Equity Share out of 35 shareholders of the company aggregating 12,206,086 Equity shares of the company exercised their voting right through physical ballot

1. A summary of the postal ballot votes received is given below:

Sl. No.	Particulars	No. of share (Through postal Ballot)	No. of share (Through e-voting)	Total No. of Share Voted	Total % of Share Voted
A	Total No. of Votes received	12204855	1231	12206086	N.A
B	Less: No. of Invalid Votes	Nil	Nil	Nil	N.A
C	Net Valid No. of Votes cast	12204855	1231	12206086	100.00
D	Postal ballot forms/ No of votes with Assent to the resolution (including promoters)	12204855	1131	12205986	99.9991
(i.)	Postal ballot/votes received from the Promoters with assent to the Resolution{percentage(d(i)/c)}	11681600	0	11681600	95.70
(ii.)	Postal ballot/ votes receive from the Public shareholders with assent to the Resolution{percentage(d(ii)/c)}	523255	1131	524386	42.96
E	Postal Ballot Forms/ No. of Votes received with dissent to the Resolution (including promoters)	0	100	100	8.12
(i)	Postal ballot/ votes receive from the Promoters with dissent to the Resolution{percentage(e(i)/c)}	0	0	0	0
(ii.)	Postal ballot/ votes receive from the Public shareholders with dissent to the Resolution{percentage(e(ii)/c)}	0	100	100	8.12

**Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015: Details regarding the Results of Postal Ballot are as follows:**

<b>Resolution Required :</b>			1. Adoption of audited Balance sheet of company as at 31 <sup>st</sup> March, 2018, profit and loss account and cash flow statement for the year ended on that dated and the director's and auditor's report thereon.					
<b>Whether Promoter/ promoter Group are interested in agenda/resolution</b>			YES					
Category	Mode of Voting	No. of share held (1)	No. of Votes Polled (2)	% of votes Polled on Outstanding Share (3)={ (2)/(1) }*100	No. of Votes-in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)={ (4)/(2) }*100	% of votes against on votes polled (7) = {(5)/(2)}*100

Communication Office: 411, Angel Mega Mall, Kaushambi, Ghaziabad UP 201010, Ph: 0120-4350911, Email: [mishra.anant@gmail.com](mailto:mishra.anant@gmail.com)  
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Promoter and promoter Group	E-Voting	0	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	11681600	11681600	100	11681600	Nil	100	Nil
	<b>Total</b>	<b>11681600</b>	<b>11681600</b>	<b>100</b>	<b>11681600</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Public –Non Institutions	E-Voting	1231	1231	100	1131	100	92.88	8.12
	Postal Ballot	523255	523255	100.00	523255	Nil	100	Nil
	<b>Total</b>	<b>524486</b>	<b>524486</b>	<b>100</b>	<b>524386</b>	<b>Nil</b>	<b>99.79</b>	<b>Nil</b>
<b>Total</b>	<b>12206086</b>	<b>12206086</b>	<b>100</b>	<b>12205986</b>	<b>Nil</b>	<b>99.999</b>	<b>0.0001</b>	

<b>Resolution Required :</b>		2. To appoint a Director in place of Mr. Narendra Aggarwal (DIN: 00027347), who retires by rotation and being eligible, offers himself for re-appointment.						
<b>Whether Promoter/promoter Group are interested in agenda/resolution</b>		YES						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of share held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of votes Polled on Outstanding Share (3) = {(2)/(1)} * 100</b>	<b>No. of Votes-in Favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of votes in favour on votes polled (6) = {(4)/(2)} * 100</b>	<b>% of votes against on votes polled (7) = {(5)/(2)} * 100</b>
Promoter and promoter Group	E-Voting	0	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	11681600	11681600	100	11681600	Nil	100	Nil
	<b>Total</b>	<b>11681600</b>	<b>11681600</b>	<b>100</b>	<b>11681600</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Public –Non Institutions	E-Voting	1231	1231	100	1131	100	92.88	8.12
	Postal Ballot	523255	523255	100.00	523255	Nil	100	Nil
	<b>Total</b>	<b>524486</b>	<b>524486</b>	<b>100</b>	<b>524386</b>	<b>Nil</b>	<b>99.79</b>	<b>Nil</b>
<b>Total</b>	<b>12206086</b>	<b>12206086</b>	<b>100</b>	<b>12205986</b>	<b>Nil</b>	<b>99.999</b>	<b>0.0001</b>	

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<b>Resolution Required :</b>		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.						
<b>Whether Promoter/ promoter Group are interested in agenda/resolution</b>		YES						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of share held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of votes Polled on Outstanding Share (3)= {(2)/(1)}*100</b>	<b>No. of Votes-in Favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of votes in favour on votes polled (6)= {(4)/(2)}*100</b>	<b>% of votes against on votes polled (7)= {(5)/(2)}*100</b>
Promoter and promoter Group	E-Voting	0 11681600	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		11681600	100	11681600	Nil	100	Nil
	<b>Total</b>		<b>11681600</b>	<b>11681600</b>	<b>100</b>	<b>11681600</b>	<b>Nil</b>	<b>100</b>
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>		<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Public –Non Institutions	E-Voting	1231 523255	1231	100	1131	100	92.88	8.12
	Postal Ballot		523255	100.00	523255	Nil	100	Nil
	<b>Total</b>		<b>524486</b>	<b>524486</b>	<b>100</b>	<b>524386</b>	<b>Nil</b>	<b>99.79</b>
<b>Total</b>		<b>12206086</b>	<b>12206086</b>	<b>100</b>	<b>12205986</b>	<b>Nil</b>	<b>99.999</b>	<b>0.0001</b>

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- i. The Term 'Public Shareholders' and Promoter shareholder' have the same meaning as assigned to them under the securities and exchange Board of India (Delisting of Equity Share) Regulation, 2009('SEBI Delisting Regulation).
- ii. The total valid votes cast by the public Shareholder in favour of the resolution are more than two times of the numbers of votes cast against by the public shareholders as required under SEBI Delisting Regulation.

In view of the above Scrutiny, I hereby certify that the Special resolution for the delisting of equity share of the company as set out in the notice dated 28.08.2018 has been approved and passed by the requisite majority as required under regulation 8 of SEBI Delisting regulations.

2. The Postal Ballot forms and other related papers/registers and records have handed over to the Director of the company authorized by the Board of supervise the postal ballot.

Kindly arrange to declare the results accordingly.  
Thanking you,

For **Anant & Co.**  
**Chartered Accountants**



**Anant Kumar Mishra**  
**Partner**  
**M.No. 519542**

**Date: 29<sup>th</sup> Sep, 2018**  
**Place: New Delhi**