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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-2020-SECROUTINIZER_REP/**

01.10.2020

To

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

Dear Sir

Sub: - Scrutinizer Report dated 30.09.2020

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 33rd Annual General Meeting held on Wednesday the 30th September,2020.

Kindly take the same on 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

ANNEXURE 2

Anant & Co
Chartered Accountants

FORM No. MGT-13
SCRUTINIZER'S REPORT
(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014

To
The Chairman
Phoenix International Limited
3RD Floor, Gopala Tower, 25,
Rajendra Place, New Delhi-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 electronic ballot 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 Scrutinizer by the Board of Directors of **Phoenix International Limited** ("the Company") vide resolution dated 1st September, 2020 pursuant to Section 108 of the Companies Act, 2013, to conduct the electronic voting process in respect of the below mentioned resolution to be passed 33rd Annual General Meeting of the Company to be held on 30th September, 2020.

The notice dated 1st September, 2020 Convening Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM held on 30th September, 2020.

The Company has availed the e-voting facility offered by Central Depository Security Limited (CDSL) for conducting e-voting by the shareholder of the company. The company has also provided for voting option by electronic mode through VC/OAVM to the members who do not have access to e-voting facility.

The shareholder of the company holding share as on "the cut-off" date 23rd September, 2020, were entitled to vote on the proposed resolution as set out at item nos. 1 to 3 in the notice of the 33rd AGM of Phoenix International Limited.

The voting period for e-voting commenced on 27th September, 2020 (9:00 am) and ends on 29th September, 2020 and the CDSL 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 electronic ballot received on 30th September, 2019 (11:46 AM) were considered.

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

E-16, 3rd Floor, GK-1, New Delhi 110048, Email: anantandco@gmail.com
Comm Add: 411, Angel Mega Mall, Kaushambi, Ghaziabad, UP 201010, Phone: 0120-4350911

Anant & Co

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

Resolution No	1
Nature Of Resolution	Ordinary Resolution
Subject	To receive, consider and adopt the audited Profit & Loss Account for the year Matter ended 31 st March, 2020 and Cash Flow Statement the Balance sheet as at that date together with the reports of the Board of Directors and the Auditors' thereon.

Details of voting	Number of Members Voted	Votes	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	0	0	0	0%	0	0.00%	0
E-Voting	64	12674650	12673625	99.99%	1025	00.01%	0

Resolution No	2
Nature Of Resolution	Ordinary Resolution
Subject Matter	To Appoint a Director in place of Mr. Paruvatharayil Alexander Mathai (DIN: 00050022), who retires by rotation and being eligible, offers himself for re-appointment.

Details of voting	Number of Members Voted	Votes	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	0	0	0	0%	0	0.00%	0
E-Voting	64	12674650	12673535	99.99%	1115	00.01%	0

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Resolution No

3

Nature Of Resolution Special Resolution

Subject Matter To Appointment of Ms. Pushpa Joshi as an Independent Director of the Company for a term of 5 (Five) years as Non-Executive Independent Director of the Company with effect from 13.11.2019.

Details of voting	Number of Members Voted	Votes	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	0	0	0	0%	0	0.00%	0
E-Voting	64	12674650	12673535	99.99%	1115	0.01%	0

All of the above-mentioned resolutions have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting 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,

Anant & Co

Chartered Accountants

UDIN: 20519542AAAACT8138

ANANT KUMAR MISHRA
Digitally signed by ANANT KUMAR MISHRA
Date: 2020.09.30 19:03:50 +05'30'

Anant Kumar Mishra

Partner

M.No. 519542

Place: New Delhi

Date: 30/09/2020

Witness:

1. Name : Avinash;

2. Name Rahul;

Chairman:

Narender Kumar Makkar