PHOENIX INTERNATIONAL LIMITED

compliance@phoenixindia.com

Date**: 30-09-2026**

To,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 526481, Scrip Symbol: PHOENXINTL
ISIN: INE245B01011

Subject: Submission of Scrutinizer's Report & Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir/Ma'am,

Please find enclosed herewith the Scrutinizer's Report dated 30th September, 2026 and Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as received from Shri. Anant Kumar Mishra, Practicing Chartered Accountant, who was appointed as the scrutinizer for conducting the e-voting process.

The resolutions as set out in the AGM Notice were duly approved by the members, with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully

For Phoenix International Limited

(Narender Kumar Makkar)
Company Secretary and Compliance Officer

ANANT AND CO
Chartered Accountants
UGF1, Lower Ground Floor. Jeevan deep Buildings, Sansad Marg, Delhi 110006
Phone : 8800545557, E-Mail : Mishra.anant@gmail.com

MGT-13
Consolidated Scrutinizer's Report

[Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014]

To,
The Chairman of the Thirty Ninth Annual General Meeting
Phoenix International Limited
3rd Floor, Gopala Tower 25, Rajendra Place, New Delhi -110008

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting at the 39th Annual General Meeting of Phoenix International Limited held on Wednesday, 30th September, 2026 at 01:00 P.M. through video conferencing / other audio-visual means.

Dear Sir,

I, Anant Kumar Mishra, of M/s Anant & Co., Practicing Chartered Accountant had been appointed as the scrutinizer by the Board of Directors of M/s Phoenix International Limited ("the Company") pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting at the 39th Annual General Meeting (AGM) of the Company in a fair & transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 39th AGM of the Company held on 30th September, 2026.

The Company had appointed National Securities Depository Limited ("NSDL") for providing the facility to its shareholders to exercise their votes on the resolutions as set out in the notice of the 39th AGM by way of remote e-voting and electronic voting conducted during the 39th AGM held on 30th September, 2026.

The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and rules made thereunder relating to voting through electronic means on the resolutions proposed in the notice of the 39th AGM.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against', if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by NSDL, the authorized agency engaged by the Company to provide facility of remote e-voting and electronic voting during the AGM.



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In this regard, I submit as under:

1. **The public advertisement with respect to dispatch of notice of AGM and conducting of remote e-voting and electronic voting during the AGM was published in English newspaper 'The Financial Express' and in Hindi newspaper 'Jansatta' on 7th September, 2026.**
2. **The shareholders of the Company holding shares on the "cut-off date" i.e. Wednesday, 23rd September, 2026, were entitled to vote on the resolution(s) proposed as set out in the notice of the AGM.**
3. **The remote e-voting period remained open from 09.00 A.M. on Sunday, 27th September, 2026 and ended on Tuesday, 29th September, 2026 at 05.00 P.M. The shareholders who did not exercise their voting rights through remote e-voting and who were present at the AGM through VC, were entitled to vote at the AGM by electronics means.**
4. **After closure of voting during the AGM, the electronic system recording the voting, provided by NSDL, was unblocked by me on 30th September, 2026 around 02:18 P.M.**

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the electronic voting website of NSDL

Based on the scrutiny of the aforesaid data, it is observed that

- 182 members had casted vote through remote e-voting;
- 3 members casted vote through electronic voting at the AGM.

I also submit herewith the consolidated voting results in respect of the resolutions contained in the notice of the 39th AGM as under:

Ordinary Business

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon:

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	*No. of Votes*	*Voting %*	*Voters*	*No. of Votes*	*Voting %*	*No. of Votes*
Remote e-Voting	177	12714272	99.99	5	1302	0.01	-
e-Voting at AGM	3	6	100.00	-	-	0.00	-
Total	**180**	**12714278**	**99.99**	**5**	**1302**	**0.01**	**-**



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Resolution No.2: Ordinary Resolution

To appoint Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), pursuant to Section 152 of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	*No. of Votes*	*Voting %*	*Voters*	*No. of Votes*	*Voting %*	*No. of Votes*
Remote e-Voting	177	12714272	99.99	5	1302	0.01	-
e-Voting at AGM	3	6	100.00	-	-	0.00	-
Total	**180**	**12714278**	**99.99**	**5**	**1302**	**0.01**	**-**

Special Business:

Resolution No.3: Ordinary Resolution

Approval for Related Party Transactions – material related party transaction for the sale of Shoes Upper by the Company to M/s Focus Energy Limited, of the transaction value not exceeding Rupees 20 Crore, for the financial year 2026-27, in ordinary course of business, at arm's length prices.

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	*No. of Votes*	*Voting %*	*Voters*	*No. of Votes*	*Voting %*	*No. of Votes*
Remote e-Voting	166	510222	99.75	5	1302	0.25	12204050*
e-Voting at AGM	3	6	100.00	-	-	0.00	-
Total	**169**	**510228**	**99.75**	**5**	**1302**	**0.25**	**12204050***

***Votes cast in favour by 11 related-party members (holding 12204050 shares) have not been counted, as related parties are required to abstain from voting on this resolution under Regulation 23(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**



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Based on the aforesaid results, I report that the resolutions set out in the notice of the 39th AGM held on 30th September, 2026 stand passed with requisite majority. All relevant records relating to remote e-voting and electronic voting at the AGM shall remain under my safe custody until the Chairman considers, approves and signs the minutes of the AGM, after which the same shall be handed over to the chairman/ Authorized Representative.

Thanking you,
For Anant & Co
Chartered Accountants
UDIN: 26519542GYCHMA3084

Anant Kumar Mishra
Partner
M. No. 519542
Place: New Delhi
Date: 30/09/2026

For Phoenix International Limited

Phoenix International Limited Delhi

Counter Signed By
Chairman of The Meeting

Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11787850	99.9864	11787850	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	11789450	11787850	99.9864	11787850	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	927730	18.5542	926428	1302	99.8597	0.1403
	Poll							
	Postal Ballot (if applicable)							
	Total	5000110	927730	18.5542	926428	1302	99.8597	0.1403
Total		16789560	12715580	75.7350	12714278	1302	99.9898	0.0102

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To appoint Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), pursuant to Section 152 of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11787850	99.9864	11787850	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	11789450	11787850	99.9864	11787850	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	927730	18.5542	926428	1302	99.8597	0.1403
	Poll							
	Postal Ballot (if applicable)							
	Total	5000110	927730	18.5542	926428	1302	99.8597	0.1403
Total		16789560	12715580	75.7350	12714278	1302	99.9898	0.0102
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (3)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Approval for Related Party Transactions – material related party transaction for the sale of Shoes Upper by the Company to M/s Focus Energy Limited, of the transaction value not exceeding Rupees 20 Crore, for the financial year 2026-27, in ordinary course of business, at arm's length

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	11789450	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5000110	511530	10.2304	510228	1302	99.7455	0.2545
	Poll							
	Postal Ballot (if applicable)							
	Total	5000110	511530	10.2304	510228	1302	99.7455	0.2545
Total		16789560	511530	3.0467	510228	1302	99.7455	0.2545

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	11787850
Public Insitutions	
Public - Non Insitutions	416200