PHOENIX INTERNATIONAL LIMITED

compliance@phoenixindia.com

Ref.: PINTL/SEC/ BSE/AGM 2026

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

Sub: Proceeding of the 39th Annual General Meeting ("AGM").

Dear Sir / Madam,

We wish to inform you that the 39th Annual General Meeting ('AGM') of the Company was held on Wednesday, the 30th September, 2026, at 01:00 P.M. (IST) through Video Conferencing ('VC")/ Other Audio-Visual Means ('OAVM').

The voting results of the 39th Annual General Meeting of the Company along with the Scrutinizer's Report will be submitted with the Stock Exchanges in due course.

In compliance with the Regulation 30 read with Part A (13) of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith a summary of AGM proceedings as Annexure -1.

The 39th Annual General Meeting of the Company concluded at 01:20 P.M.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Phoenix International Limited**

Phoenix International Limited Delhi

(Narender Kumar Makkar)
Director & Company Secretary
DIN: 00026857

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Annexure-1

Summary of proceedings of the 39th Annual General Meeting ('AGM'/'Meeting') of the Members of the Company

The 39th Annual General Meeting ('AGM') of the Members of Phoenix International Limited ("Company") was held on Wednesday, the 30th September, 2026, at 01:00 P.M. (IST) through Video Conferencing ('VC")/ Other Audio Visual Means ('OAVM').

Mr. Narender Kumar Makkar, Company Secretary & Compliance Officer welcomed all the members present and introduced all the Board Members and other officials present at the meeting.

The following Directors and officials were present at the 39th AGM of the Company:

S. No.	Name of Director/ Officials	Designation
1.	Paruvatharayil Mathai Alexander	Non-Executive - Non-Independent Director
2.	Mr. Narender Kumar Makkar	Executive Director, Chief Financial Officer, Company Secretary and Compliance Officer
3.	Mr. Arun Gupta	Non-Executive - Independent Director
4.	Mrs. Pushpa Joshi	Non-Executive - Independent Director
5.	Mr. Korde Tushar Deepak	Chief Executive Officer
6.	Mrs. Indu Sisodia	Secretarial Auditor
7.	Mr. Parvesh Sharma	Statutory Auditor

Total of 146 Members attended the meeting through Video Conferencing

Mr. Narender Kumar Makkar informed the shareholders that pursuant to the circulars as issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India, the Annual General Meeting was conducted through Video Conferencing facility provided by NSDL.

He further informed that the Company provided remote e-voting facility to the members to cast their vote between 9:00 A.M. (IST) of Sunday, 27th September, 2026 till 5:00 P.M. (IST) of Tuesday, 29th September, 2026.

It was also informed to the members that the Annual Report for the year 2025-26 including the Notice of AGM, had been emailed to the members on 05th September, 2026 and the same are also available on the website of the Stock Exchange as well as company.

The Directors present at the meeting decided to appoint Mr. Narender Kumar Makkar, as Chairman of the Meeting.

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Mr. Narender Kumar Makkar, chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order and welcomed all the shareholders to the meeting.

The Chairman delivered his speech and thereafter informed that Notice of the 39th Annual General Meeting, the Report of the Board of Directors, and the Financial Statements including Auditor's Report thereon for the Financial Year 2025-26 were taken as read as the same was circulated to the Members. There were no qualifications, reservations, disclaimer or adverse remarks in the Statutory Auditor's Report. The Chairman informed that the Secretarial Audit Report contains observations concerning promoter and promoter-group shares not being fully dematerialised, a delay in prior intimation of the Board meeting held on 10th February, 2026, and certain ROC filings made with additional fees, and that these matters, together with the explanations, are set out in the Annual Report.

The following items of Business as set out in the notice convening 39th AGM were placed for members' consideration and approval:

S. No.	Particulars	Type of Resolution
Ordinary Business		
1.	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.	Ordinary Resolution
2.	To appoint Mr. Paruvatharayil Mathai Alexander (DIN: 00050022) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
Special Business		
3.	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.	Ordinary Resolution

Key points discussed in the meeting included:

1. **Financial Performance**: On a standalone basis, revenue from operations (sale of shoe uppers and parts and rental income) stood at Rs. 27.59 crore against Rs. 24.04 crore in the previous year, a growth of about 14.77%. Total income was Rs. 27.94 crore (previous year Rs. 24.47 crore), profit before tax Rs.

5.45 crore (previous year Rs. 3.88 crore) and profit after tax Rs. 2.61 crore (previous year Rs. 1.70 crore). The Board has not recommended any dividend for the year, in view of the Company's future funding requirements.

2. **Economic and Industry Environment**: The Indian footwear industry continues to see opportunities for growth, driven by rising domestic demand, government incentives and export opportunities. The Company remains attentive to changing customer preferences and market requirements, while staying watchful of competitive intensity and input cost movements.

3. **Shoe Segment**: Revenue from the sale of shoe uppers and parts at the Chennai manufacturing operations was Rs. 6.46 crore against Rs. 5.55 crore in the previous year, an increase of about 16.40%. Sales in this segment in the first quarter of 2026-27 have already exceeded Rs. 2.30 crore.

4. **Lease Rental Business**: Rental income increased to Rs. 21.13 crore from Rs. 18.49 crore in the previous year, an increase of about 14.28%. The Company continues to focus on effective management of its properties and appropriate rental revisions wherever commercially feasible.

5. **Industrial Relations and Personnel**: Industrial relations remained harmonious during the year, and the Company continues its efforts to retain experienced and skilled talent.

6. **Corporate Governance**: The Company emphasised transparency, accountability, fairness and effective communication with stakeholders. The Board is supported by the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee. The Chairman also drew the attention of members to the observations in the Secretarial Audit Report and the Board's explanations thereto, as set out in the Annual Report.

7. **Acknowledgments and Future Outlook**: The Chairman thanked the shareholders, customers, dealers, suppliers, financial institutions/banks, business associates, employees and his colleagues on the Board for their support. The Board and management remain committed to a disciplined approach that balances growth with prudence, and look ahead with cautious optimism.

Further, the Chairman informed that the facility for e-voting would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting, to cast their votes through e-voting facility available at the AGM.

The members were informed that Mr. Anant Kumar Mishra (Membership No. 519542) of M/s Anant & Co., Practicing Chartered Accountant, appointed as the scrutinizer to scrutinize the voting process of the AGM.

On the receipt of the final report from the scrutinizer, the results of the voting along with remote e-voting would be announced within two working days from conclusion of the meeting. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company https://phoenixindia.com and on the website of NSDL and shall also be submitted immediately to the BSE Limited.

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The meeting concluded at 01:20 P.M. with the Chairman of the meeting presenting vote of thanks to everyone present at the meeting.

Yours Faithfully

For **Phoenix International Limited**



(Narender Kumar Makkar)
Director & Company Secretary
DIN: 00026857