



PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092

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Ref :- **PINTL/SEC/BSE/AGM-PROCEEDING/SEP/**

03.10.2015

The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai - 400 001

Ref:- **Security ID:-**PHOENIXINTL ; **ISIN:-** INE245B01011; **Security Code:** 526481
Series : - Equity

Sub:- **Scrutinizers Report**

Dear Sir

In continuation to our letter dated 30.09.2015, please find enclosed herewith the Scrutinizers Report of E Voting, Physical mode Voting in connection with resolution passed at Annual General Meeting held on 30.09.2015.

Kindly acknowledge the receipt of above and oblige.

Thanking you

For **Phoenix International Limited**


Narender Makkar
Director & Company Secretary
DIN-00026857

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 12th August, 2015, 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 28th Annual General Meeting of the company to be held on 30th September, 2015.

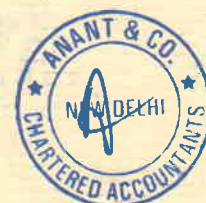
The notice dated 12th Aug, 2015 Convening Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the act were sent to the shareholder in respect of the below mentioned resolution to be passed at the said AGM of the company to be held on 30th September, 2015.

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 provided for voting option by physical mode 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, 2015, were entitled to vote on the proposed resolution as set out at item nos.1 to 5 in the notice of the 28th AGM of Phoenix International Limited.

The voting period for e-voting commenced on Monday, 27th September, 2015 at 9:00 AM and ended on Wednesday, 29th September, 2015 at 5:00 PM and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of the two witnesses who were not in the employment of the company. Votes cast through physical ballot forms received upto 30th September, 2015 were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered there in based on the data 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.

1. Resolution no.1:-

Adoption of audited Balance sheet of company as at 31th March, 2015, 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	4	94	0.001%
Physical	51	11789831	99.009%
Total	55	11789925	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	0	0
Total	0	0

Resolution no.2:-

Appoint of Mr. P M Alexander (DIN:00050022) as Director of the Company, who retires by rotation

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	4	94	0.001%
Physical	51	11789831	99.009%
Total	55	11789925	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	0	0
Total	0	0

Resolution no.3:-

Appointment of M/s Pradip Bhardwaj & Co., Chartered Accountants (Registration No.013697C) as statutory auditor of the company.

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	4	94	0.001%
Physical	51	11789831	99.009%
Total	55	11789925	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	0	0
Total	0	0



Resolution no.4:-

Appointment of Shri. Arun Kumar Sinha having DIN: 00925589 as an 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	4	94	0.001%
Physical	51	11789831	99.009%
Total	55	11789925	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	0	0
Total	0	0

Resolution no.5:-

To appoint Mrs. Rupali Chawla (DIN: 06895504) as an 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	4	94	0.001%
Physical	51	11789831	99.009%
Total	55	11789925	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	0	0
Total	0	0

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: 01/10/2015

Witnesses to the blocking of votes:

1. Ramesh Jha
S/o: Nasib Narayan Jha
Add: Laxmi Nagar, Delhi 110092

2. Suraj Narayan Das
S/O: Naval Narayan Das
1/38, Laxmi Nagar,
Delhi - 110092