



# PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092

Regd. Office: 3<sup>rd</sup> Floor, Gopala Tower, 25 Rajendra Place, New Delhi-110008

Tel : ( 91-11) 2574 7696, 2575 1934/35/36 Fax :( 91-11) 2575 1937/38

E-Mail: gopala@phoenixindia.com

**Ref: PINTL/SEC/BSE 01/UFR-ADOP/**

**09th November, 2015**

Listing Department,  
The Bombay Stock Exchange Limited  
25, Phiroze Jeejeebhoy Towers, Dalal Street,  
**Mumbai – 400001**

**Sub: Outcome of Board of Directors Meeting held on 09.11.2015**

Dear Sir,

In connection to above subject, we would like to inform you as under

**1. Consideration & Adoption of Un-Audited Financial Results for quarter period ended 30.09.2015**

We are pleased to inform you that Board Members at their meeting have considered, adopted, and approved the Un-Audited Financial Results for the quarter period ended 30.09.2015. (Duly signed Copy Enclosed alongwith Limited Review Report for the aforesaid period)

**2. To consider for the Appointment of Woman Director to fill vacancy caused by Resignation**

The members of the Board of Directors discussed about the appointment of Woman Director but could not finalize the name for appointment of Woman Director. Hence it was deferred for consideration in its next Meeting to be held on or before 31.12.2015.

**3. To consider and accept the resignation of Woman Director**

The Chairman placed before the members of the Board of Director, the copy of resignation letter given by Mrs. Rupali Chawla vide her email after the conclusion of Annual General Meeting of the Company held on 30.09.2015.

The matters were discussed and it was decided to accept the same effective from 09.11.2015.





# PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092

Regd. Office: 3<sup>rd</sup> Floor, Gopala Tower, 25 Rajendra Place, New Delhi-110008

Tel : ( 91-11) 2574 7696, 2575 1934/35/36 Fax :( 91-11) 2575 1937/38

E-Mail: gopala@phoenixindia.com

---

**4. To consider and take on record Postal Ballot Result of Notice dated 26.09.2015**

The Chairman placed before the Board the Copy of Postal Ballot Result duly signed by the Scrutinizer against the Notice of Postal Ballot sent to the members of the Company pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 for passing of Special Resolution of Borrowing Powers of the Board and Creation of Charge/Mortgage on the Assets of the Company.

After discussion the same were taken on record.

**5. To consider for finalization of purchase of Property from Focus Energy Limited**

The Chairman placed before the Board the proposal for purchase of Property belonging to Focus Energy Limited, an unlisted Company and authorized Mr. Narendra Aggarwal to finalize the agreement.

Thanking You,

Yours faithfully,  
For **PHOENIX INTERNATIONAL LIMITED**

NARENDER MAKKAR (DIN-00026857)

**Director & Company Secretary**

Encl.: as above

**PHOENIX INTERNATIONAL LIMITED**

CIN : L74899DL1987PLC030092

Regd. Off. : 3rd Floor, Gopala Tower, 25, Rajendra Place, New Delhi - 110008

**Statements of Standalone Unaudited Financial Results for the Quarter & Half Year Ended 30th September, 2015**

**Amount in (Lacs)**

PART - 1		Quarter Ended			Half Year Ended		Year Ended
Sr. No.	Particulars	30.09.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
		Un-Audited			Un-Audited		(Audited)
1	Net Sales / Income from operations	1,119.07	1,077.62	1,003.33	2,196.69	1,804.95	3,917.36
	<b>Total Income from Operations</b>	<b>1,119.07</b>	<b>1,077.62</b>	<b>1,003.33</b>	<b>2,196.69</b>	<b>1,804.95</b>	<b>3,917.36</b>
	<b>Expenditure</b>						
2	a) (Increase)/Decrease In Stocks of finished goods and Work- in- progress	(27.62)	86.66	(15.49)	59.04	57.08	40.96
	b) Cost of materials consumed	701.45	644.98	388.97	1,346.43	764.49	2,297.65
	c) Purchase of stock in Trade	-	-	-	-	-	-
	d) Employee benefit expenses	18.11	16.60	69.24	34.71	105.74	113.76
	e) Depreciation & amortization expenses	37.77	44.74	45.97	82.51	91.90	131.45
	f) Other Expenditure	203.90	106.79	330.85	310.69	416.21	597.35
	<b>Total (a to f)</b>	<b>933.61</b>	<b>899.78</b>	<b>819.54</b>	<b>1,833.38</b>	<b>1,435.42</b>	<b>3,181.17</b>
3	Profit from operations before other Income, finance cost & exceptional items (1-2)	185.46	177.84	183.79	363.30	369.53	736.19
4	Other Income	4.71	3.81	3.67	8.52	6.95	21.93
5	Profit from ordinary activities before finance cost, & exceptional items (3+4)	190.17	181.66	187.46	371.84	376.48	758.12
6	Finance Cost	147.73	139.25	154.40	286.98	310.51	611.00
7	Profit from ordinary activities after finance cost but before Exceptional Items(5-6)	42.45	42.40	33.06	84.85	65.97	147.12
8	Exceptional Items	-	-	-	-	-	-
9	<b>Profit(+)/ Loss(-) from Ordinary Activities before Tax (7+8)</b>	<b>42.45</b>	<b>42.40</b>	<b>33.06</b>	<b>84.85</b>	<b>65.97</b>	<b>147.12</b>
10	Tax Expenses	12.00	12.00	5.00	24.00	15.00	55.00
11	Net Profit (+) / Loss(-) from Ordinary Activities After Tax (9-10)	30.45	30.40	28.06	60.85	50.97	92.12
12	Extra Ordinary Items(Income)	-	-	-	-	-	-
13	<b>Net Profit (+) / loss(-) for the Period (11-12)</b>	<b>30.45</b>	<b>30.40</b>	<b>28.06</b>	<b>60.85</b>	<b>50.97</b>	<b>92.12</b>
14	Paid-up Equity Share Capital (Shares of ₹ 10/- each)	1,678.96	1,678.96	1,678.96	1,678.96	1,678.96	1,678.96
15	Reserves (Excluding Revaluation Reserve)	-	-	-	-	-	5,142.14
16	<b>Earning Per Share (EPS)</b>						
	a) Basic and diluted EPS before Extraordinary Items for the period, for the year to date and for the previous year (not to be annualized)	0.18	0.18	0.17	0.36	0.30	0.55
	b) Basic and diluted EPS after Extraordinary Items for the period, for the year to date and for the previous year (not to be annualized)	0.18	0.18	0.17	0.36	0.30	0.55

**PART - 2 : SELECT INFORMATION FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER,2015**

A	Particulars of Shareholding						
1	<b>Public Share hoding</b>						
	- Number of Shares	4,950,110	4,950,110	4,950,110	4,950,110	4,950,110	4,950,110
	- Percentage of Shareholding	29.48%	29.48%	29.48%	29.48%	29.48%	29.48%
2	<b>Promoter and promoter group shareholding</b>						
	a) Pledged / Encumbered						
	- Number of Shares	NIL	NIL	NIL	NIL	NIL	NIL
	- Percentage of Shareholding (as a % of the total shareholding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL	NIL
	- Percentage of Shares (as a % of total share capital of the Company)	NIL	NIL	NIL	NIL	NIL	NIL
	b) Non - Pledged / Encumbered						
	- Number of Shares	11,839,450	11,839,450	11,839,450	11,839,450	11,839,450	11,839,450
	-Percentage of Shares (as a % of total shareholding of promoter and promoters group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	- Percentage of Shares (as a % of total share capital of the Company)	70.52%	70.52%	70.52%	70.52%	70.52%	70.52%

**PHOENIX INTERNATIONAL LIMITED**

CIN : L74899DL1987PLC030092

Regd. Off. : 3rd Floor, Gopala Tower, 25, Rajendra Place, New Delhi - 110008

**SEGMENT INFORMATION for the Quarter & Half Year Ended 30.09.2015**

**Amount in (lacs)**

Part - A Business Segment		Quarter Ended			Half Year Ended		Year Ended
Sr. No.	PARTICULARS	30.09.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
		Un-Audited			Un-Audited		(Audited)
<b>1</b>	<b>Segment Revenue</b>						
	a) Shoes	738.86	709.07	675.85	1,447.93	1,182.42	2,604.63
	b) Rental	380.21	368.56	327.48	748.76	622.53	1,329.63
	<b>Total Segment Revenue</b>	<b>1,119.07</b>	<b>1,077.62</b>	<b>1,003.33</b>	<b>2,196.69</b>	<b>1,804.95</b>	<b>3,934.26</b>
	Less : Inter Segment Revenue	-	-	-	-	-	-
	<b>Net Sales / Revenue from Operation</b>	<b>1,119.07</b>	<b>1,077.62</b>	<b>1,003.33</b>	<b>2,196.69</b>	<b>1,804.95</b>	<b>3,934.26</b>
<b>2</b>	<b>Segment Results (before Interest and Tax)</b>						
	a) Shoes	(120.24)	(120.16)	(58.73)	(240.40)	(72.00)	(160.46)
	b) Rental	305.70	298.00	238.26	603.70	441.54	907.15
	<b>Total Segment Results</b>	<b>185.46</b>	<b>177.84</b>	<b>179.53</b>	<b>363.30</b>	<b>369.54</b>	<b>746.69</b>
	Less : Interest Expenses	147.73	139.25	154.41	286.98	310.52	604.60
	Add : Other Unallocable Income net of Unallocable Expenditure	4.71	3.81	7.95	8.52	6.96	5.02
	<b>Profit before Tax</b>	<b>42.45</b>	<b>42.40</b>	<b>33.07</b>	<b>84.85</b>	<b>65.98</b>	<b>147.11</b>
	Current Tax (MAT)	12.00	12.00	5.00	24.00	15.00	55.00
	<b>Net Profit after Tax</b>	<b>30.45</b>	<b>30.40</b>	<b>28.07</b>	<b>60.85</b>	<b>50.98</b>	<b>92.11</b>
<b>3</b>	<b>Capital Employed (Segment Assets - Segment Liability)</b>						
	a) Shoes	1,066.52	946.48	1,174.87	728.25	741.86	1,066.41
	b) Rental	3,941.17	4,029.95	4,349.15	4,865.23	4,747.71	3,879.62
	<b>Total Segment Capital Employed</b>	<b>5,007.69</b>	<b>4,976.43</b>	<b>5,524.02</b>	<b>5,593.48</b>	<b>5,489.57</b>	<b>4,946.03</b>



# PHOENIX INTERNATIONAL LIMITED

CIN : L74899DL1987PLC030092

## Standalone Statement of Assets & Liabilities as at 30th September, 2015

Amount in (Lacs)

PARTICULARS	As at 30th Sept., 2015 ₹	As at 31st March, 2015 ₹
<b>I. EQUITY AND LIABILITIES</b>		
<b>(1) Shareholder's Funds</b>		
(a) Share Capital	1,878.96	1,878.96
(b) Reserves and Surplus	5,172.03	5,111.17
<b>(2) Non-Current Liabilities</b>		
(a) Long Term Borrowings	6,106.63	4,150.99
(b) Other Long Term Liabilities	566.90	518.90
(c) Long Term Provisions	10.08	10.08
<b>(3) Current Liabilities</b>		
(a) Trade Payables	1,970.37	1,783.61
(b) Other Current Liabilities	223.37	411.43
(c) Short-Term Provisions	227.54	203.54
<b>TOTAL</b>	<b>16,155.88</b>	<b>14,068.67</b>
<b>II. ASSETS</b>		
<b>(1) Non-Current Assets</b>		
<b>(a) Fixed Assets</b>		
(i) Tangible Assets	3,474.50	3,556.48
(ii) Capital Work-in-Progress	232.42	232.42
<b>(b) Non-Current Investments</b>		
(c) Long Term - Loans and Advances	1,590.83	1,590.83
<b>(2) Current Assets</b>		
(a) Inventories	689.38	518.30
(b) Trade Receivables	2,010.92	1,549.49
(c) Cash and Cash Equivalents	1,621.16	402.92
(d) Short Term Loans & Advances	1,117.45	1,050.55
(e) Other Current Assets	36.83	49.78
<b>TOTAL</b>	<b>16,155.88</b>	<b>14,068.67</b>

**Notes:-**

- 1 The above Financial Results have been taken on record by the Board of Directors of the company in their meeting held on 09th November, 2015.
- 2 The Limited Review as required under clause 41 of the Listing Agreement has been carried out by the Statutory Auditors.
- 3 Details of number of investor complaints for the quarter and half year ended 30th September, 2015 Beginning- Nil, Received-One, Disposed off - One, Pending- Nil.
- 4 Previous period figures have been regrouped/ rearranged, wherever necessary.

**For PHOENIX INTERNATIONAL LIMITED**

  
**Narender Makkar**

Director & Company Secretary

Din No. : 00026857

Place: New Delhi

Date : 09.11.2015

The Chairman  
Phoenix International Limited  
3<sup>rd</sup> Floor, Gopala Tower,  
25, Rajendra Place  
New Delhi -110008

Date : 09-11-2015

Dear Sir,

1. The Board of Directors at its meeting held on 26-09-2015 has appointed me as a Scrutinizer for conducting the postal ballot voting process for Section 180 (1)(a) and 180(1)(c) read with section 110 or other applicable provision, if any, of the Companies Act, 2013.
2. Inadvertently the last date of receipt of Postal Ballot has been printed as 07-11-2015 instead of 06-11-2015. The Company has clarified the same in publication dated 08-10-2015 in the Newspaper Financial Chronical English Edition and Haribhoomi Hindi Edition. Accordingly Postal Ballot receipt upto the closure of business on 06-11-2015 has been considered for the purpose approval of resolutions.
3. I submit my report as under:
  - a) The Company has dispatch the postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Member/list of beneficiaries as on 26-09-2015.
  - b) A tripartite agreement dated 29-06-2015 has been executed between the company and MAS Services Limited(Registrar and Transfer agent) and NSDL to provide facilities for E-voting process of the Postal Ballot.
  - c) The necessary publication in respect of completion of dispatch of postal ballot has been published in the Newspaper Financial Chronical English Edition and Haribhoomi Hindi Edition on 08-10-2015.
  - d) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - e) All postal ballot forms received upto the close of working hours on 06-11-2015, the last date and time fixed by the company for receipts of the forms were considered for my scrutiny.
  - f) No envelopes containing the postal ballot form received by me after 06-11-2015.

g) Envelopes containing postal ballot forms returned undelivered aggregated to 470 These envelopes were also not opened and they are kept separately.

h) I did not find any defaced or mutilated ballot papers.

i) A summary of the ballot forms received is given below:

**i) For Special Resolution u/s 180(1)(a) of the Companies Act, 2013**

Particulars	No. of postal ballot forms	No. of Share	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received	48	90,60,919	48.223
(b) Less: Invalid postal ballot forms (as per register)	3	400	.002
(c) Net valid postal ballot forms (as per register)	45	90,60,519	48.221
(d) Postal ballot forms with assent for the Resolution	39	90,58,918	48.213
(e) Postal ballot forms with dissent for the resolution	6	1,601	.009

That the Special Resolution under section 180(1)(a) of the Companies Act 2013 as stated in Postal Ballot Notice Dt. 26-09-2015, has been approved by required majority.

**ii) For Special Resolution u/s 180(1)(c) of the Companies Act, 2013**

Particulars	No. of postal ballot forms	No. of Share	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received	49	90,61,119	48.224
(b) Less: Invalid postal ballot forms (as per register)	3	400	.002
(c) Net valid postal ballot forms (as per register)	46	90,60,719	48.222
(d) Postal ballot forms with assent for the Resolution	40	90,59,118	48.214
(e) Postal ballot forms with dissent for the resolution	6	1,601	0.009

That the Special Resolution under section 180(1)(c) of the Companies Act 2013 as stated in Postal Ballot Notice Dt. 26-09-2015, has been approved by required majority.

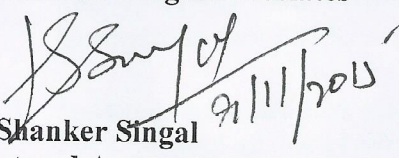
4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the postal ballot process.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours truly,

For Shanker Singal Associates

  
CA Shanker Singal  
Chartered Accountants  
Membership No. 081439





To,  
**The Board of Directors**  
**Phoenix International Ltd.**  
**3<sup>rd</sup> Floor, Gopala Tower,**  
**25, Rajendra Place,**  
**New Delhi-110008**

Dear Sir,

**Review Report for the Half Year Ended Sept. 30, 2015**

We, the undersigned Auditors, have reviewed the accompanying statement of un-audited financial results of **Phoenix International Ltd. ('the Company')** for the half year ended Sept 30, 2015 (**'the Statement'**) except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have been reviewed by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this financial statement based on our review.

We conducted our review in accordance with the Standard of Review Engagements (SRE) 2410, Review of Interim Financial Information performed by the Statutory Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our notice causes us to believe that the accompanying statement of un-audited financial results for the half year ended Sept. 30, 2015 prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Date:** 09-11-2015  
**Place:** New Delhi

For **Pradip Bhardwaj & Co.**  
Chartered Accountants

**FRN. 013697Caf**

**Pradip Bhardwaj**  
(Partner)

**M.No.500219**

