



PHOENIX INTERNATIONAL LIMITED

CIN:-L74899DL1987PLC030092

Regd. Office: 3rd 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: compliance@phoenixindia.com

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Phoenix International Limited will be held on Thursday, the 29th day of September, 2022 at 04.30 P.M. (IST) through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), pursuant to Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. P M P K & Co, Chartered Accountants, Delhi as Statutory Auditors for a term of upto 5 (five) years, fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 read with The Companies (Audit and Auditors) Rules, 2014, and other related provisions thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to appoint M/s. P M P K & Co, Chartered Accountants, Delhi, Chartered Accountants (Firm Registration Number 019681N) as Statutory Auditors of the Company for a term of upto 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of 40th (Fortieth) AGM of the Company to be held in the year 2027, at such remuneration as may be mutually agreed by the board of director, (in-consultation with the Audit Committee) and the auditors of the company, for the each financial year of audit”

RESOLVED FURTHER THAT to give effect to the above resolution, the Board of directors be and are hereby, severally, authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS

4. **Appointment of Mr. Jitender Kumar Pancharia (DIN:07684263) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a special Resolution:

“RESOLVED that pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mr. Jitender Kumar Pancharia, who was appointed as an Additional



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Director and also as an Independent Director of the Company by the Board of Directors with effect from November 11, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2021-22 should have been held, whichever is earlier and who is eligible for appointment under the provisions of the Section 160 of The Companies Act, 2013, and in respect of whom the Company has received recommendation, from the board of directors and the Nomination and Recommendation Committee, proposing his candidature for the office of the Director, consent of the members be and is hereby accorded to appoint him as an Independent Director of the Company, not liable to retire by rotation, for the term of 5(five) year commencing November 11, 2021 and ending on November 10, 2026.”

5. Approval for making Investment, Giving Loan and Guarantee or provide security in excess of the limit prescribed under Section 186 of The Companies Act, 2013.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

“RESOLVED THAT pursuant to the provision of section 186 of the companies Act, 2013 read with The Companies (Meeting of Board and its Power) Rules 2014 as amended from time to time and other applicable provision of The Companies Act, 2013(including any statutory modification(s) and re-enactment, thereof for the time being in force, if any) the approval of the members of the company be and is hereby accorded to authorize the board of directors of the company (a) to give loan to any person or other body corporate; (b) to give any guarantee or provide security in connection with a loan to any other body corporate; and (c) acquire by way of subscription, purchase or otherwise, the securities of any body- corporate, from time to time, in one or more tranches as the board of directors may deem beneficial and in the interest of the company, for an aggregate amount not exceeding INR 200,00,00,000/-(Indian Rupees Two Hundred Crore Only) including the amount of loans given, investment made, guarantees or securities provided earlier.”

6. Approval for Related Party Transactions

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), , the approval of the Members of the Company be and is hereby accorded to the Company to the 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 30 Crore, for the financial year 2022-23, in ordinary course of business, at arm length prices.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this



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regard) be and are hereby authorized to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

For and on behalf of the Board of Directors
of **Phoenix International Limited**

Sd/-

Paruvatharayil Mathai Alexander
Chairman

Place: New Delhi
Date: 13.08.2022

NOTES:

- 1.** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of 35th Annual General Meeting ('AGM').
- 2.** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is attached with this Notice of AGM.
- 3.** In view of the prevailing Covid-19 pandemic, the Ministry of Corporate Affairs, ("MCA") Government of India vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 14 December 2021 and 5 May 2022, respectively, ("MCA Circulars") permitted, inter-alia, holding of the Annual General Meeting ("AGM") through Video Conference (VC)/ Other Audio Visual Means (OAVM), upto 31 December 2022, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 35th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 35th AGM shall be the Registered Office of the Company.
- 4.** The AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution.
- 5.** A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Accordingly, the proxy form, attendance slip and the route map of the venue have not been provided along with the Notice. Members are requested to participate in the AGM through VC /OAVM from their respective locations and the said participation of members will be reckoned for the purpose of quorum.
- 6.** In terms of Section 152 of the Act, Mr. Paruvatharayil Mathai Alexander, retire by rotation at the AGM and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommended their re-appointment.



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7. Details of Directors seeking appointment / reappointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI LODR Regulations are Annexed to this Notice of AGM as **Annexure-A**.
8. All documents referred in the accompanying Notice and the Explanatory Statement are available on website of the Company for inspection by the Members up to the date of AGM and during the meeting.
9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of SEBI LODR Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by sending an email to Compliance Officer of the Company at compliance@phoenixindia.com and/or by sending a request to Mas Services Limited, Registrar and Share Transfer Agent ('RTA') through email at sm@masserv.com in or contact at Ph:-26387281/82/83. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars issued from time to time, the Notice of AGM and Annual Report are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA, unless the Members have registered their request for physical copy of the same. Members may note that this Notice of AGM and Annual Report will also be available on Company's website (www.phoenixindia.com), Stock Exchange's website (www.bseindia.com and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
11. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday August 26, 2022.
12. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at compliance@phoenixindia.com at least seven days before AGM from their registered email address mentioning their name, DPID Client ID / folio no. and mobile number to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.
13. Members are requested to note that Mas Services Limited (Registrars & Share Transfer Agents) T-34, 2nd Floor, Okhla Industrial Area, Phase -II, New Delhi-110 020 Ph:-26387281 /82/83 Fax:-26387384 Email:-info@masserv.com Website: www-masserv.com is the Registrar and Share Transfer Agent to manage the work related to shares held in physical and dematerialized form.
14. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
15. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and PAN of the Members holding shares in



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physical form. It has been observed that few of the Members holding physical shares have not updated the said information. Therefore, such Members are requested to send the following documents to the Company's RTA:

- a) Self-attested copy of PAN card including that of joint Members; and
- b) An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/entertained).

16. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members are requested to dematerialize the shares held by them in physical form.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No.SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's RTA website <https://www.masserv.com/>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
18. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
19. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard-2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM.

20. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

- i) The remote e-voting period begins on Monday, September 26, 2022 at (9:00 A.M. IST) and ends on Wednesday, September 28, 2022 at (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii) The Members, whose name appears in the Register of Members / Beneficial Owners as on Thursday, September 22, 2022 (i.e. cut-off date), may cast their vote electronically.
- iii) The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iv) The details of the process and manner for remote e-voting are explained herein below:



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Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

I. Login method for e-voting and joining AGM for individual shareholders holding securities in demat mode Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility

Login method for Individual shareholders holding securities in demat mode:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Users already registered for IDeAS facility:</p> <ul style="list-style-type: none">(i) Visit e-services website of NSDL viz. https://eservices.nsd.com(ii) Click on the “Beneficial Owner” icon under “Login” available under “IDeAS” section.(iii) Enter User ID and Password. After successful authentication, click on “Access to e-Voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page(iv) Click on Company name or e-voting service provider i.e. NSDL. You will be redirected to e-voting website of NSDL to cast your vote during the remote e-voting period or joining AGM & vote during the AGM. <p>2. User not registered for IDeAS facility:</p> <ul style="list-style-type: none">(i) Click on link: https://eservices.nsd.com and select “Register Online for IDeAS Portal” <p style="text-align: center;">OR</p> <p>Click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ul style="list-style-type: none">(ii) Proceed with completing the required fields.(iii) Follow steps mentioned in point no. 1 above <p>3. Alternatively, by directly accessing the e-voting website of NSDL:</p> <ul style="list-style-type: none">(i) Visit e-voting website of NSDL viz. https://www.evoting.nsd.com(ii) Click on the icon “Login” available under ‘Shareholder/Member’ section.(iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen.(iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM & vote during the AGM.



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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL MOBILE APP IS AVAILABLE ON</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. User already registered for Easi/ Easiest:</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/login OR www.cdslindia.com and click on “Login” and select “New System Myeasi”</p> <p>(ii) Enter your User ID and Password.</p> <p>(iii) After successful authentication, the user will be able to see the e-voting menu having link of e-voting service provider i.e. CDSL. Click on CDSL to cast your vote.</p> <p>2. User not registered for Easi/Easiest:</p> <p>(i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow steps mentioned in point no. 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>(i) Visit www.cdslindia.com and select “E Voting”</p> <p>(ii) Provide your demat account number and PAN</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.</p> <p>(iv) After successful authentication, user will be provided link for the e-voting service provider i.e. NSDL where the e-voting is in progress.</p>
Individual Shareholders (Holding securities in demat mode) login through their Depository Participant (DP)	<p>(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting.</p> <p>(ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL wherein you can see e-Voting feature.</p> <p>(iii) Click on options available against Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or join AGM & vote during the AGM.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.



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Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login Method for e-voting and joining AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically

5. **Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from



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NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in "Process for those Shareholders whose email address are not registered".
 7. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co. in mentioning your demat account number/folio number, PAN, name and registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
 9. Now, you will have to click on "Login" button.
 10. After you click on the "Login" button, Home page of e-voting will open.
- Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of the Company to cast your vote during the remote e-voting period or to cast your vote during the AGM. For joining AGM, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mishra.anant@gmail.com with a copy marked to evoting@nsdl.co.in. Further, they can also upload their Board Resolution/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through



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the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in or at 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for those shareholders whose email address are not registered with the Depositories for procuring user id and password and registration of email address for e-voting on the resolutions set out in this Notice:

1. **Physical Holding:** Send a request to Mas Services Limited, Registrar and Share Transfer Agent at info@masserv.com.in providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
2. **Demat Holding:** Please provide your name, DPID Client ID (16-digit DPID + Client ID or 16-digit Beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN and Aadhar card to narendermakkar@yahoo.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 i.e. Login method for e-voting and joining AGM for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned for remote e-voting

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC/OAVM facility provided by NSDL by following the steps mentioned above at Step 1. After successful login, click on the link of “VC/OAVM” placed under “Join General meeting” menu against Company name available in Shareholder/Member login where EVEN of Company will be displayed. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
2. Facility of joining the AGM through VC / OAVM shall be available 30 minutes before and after the scheduled time of the commencement of AGM by following the procedure mentioned in the Notice.



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The facility of participation at the AGM through VC/OAVM will be made available for 3,000 Members on first come first served basis (except Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis).

3. Members joining through Laptops / Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.
4. Members who need assistance before or during the AGM, can contact NSDL at 1800 1020 990/1800 224 430 or contact Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

Other Instructions

1. The Board of Directors has appointed Mr. [Anant Mishra](#), Partner Anant & Co. Chartered Accountants 411, Angel Mega Mall, Kaushambi Ghaziabad-201010 Phone:0120-4350911, Ph:8800545518, E-mail- anantandco@gmail.com as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
3. The results of voting will be declared within 2 working days from the conclusion of AGM and the result declared alongwith the Scrutinizer's Report shall be placed on the Company's website i.e., www.dil-rjcorp.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 29, 2022.



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

M/s. Pradip Bhradwaj & Co., Chartered Accountants (Firm Registration No. 013697C) were appointed as Statutory Auditors of the Company at the 25th Annual General Meeting ('AGM') for a term of 5 (five) consecutive years and they hold office upto the conclusion of ensuing of the 31st AGM of the company.

Thereafter, at the 30th Annual General Meeting of the company, they were re-appointed for the term of another (5) five year and to hold office upto the conclusion of the ensuing Annual General Meeting of the company.

Due to retirement of M/s. Pradip Bhradwaj & Co., Chartered Accountants (Firm Registration No. 013697C) at the conclusion of ensuing AGM upon completion of their 2nd term of 5 (five) years, the company is required to appoint a new auditor.

The Board of Directors on the recommendation of the audit committee, have recommended the appointment of M/s. P M P K & Co, Chartered Accountants, Noida, Chartered Accountants (Firm Registration Number 019681N) as Statutory Auditors of the Company for a term of upto 5 (five) consecutive years and to hold office from the conclusion of this AGM till the conclusion of 40th (Fortieth) AGM of the Company to be held in the year 2027, taking into account the below terms and conditions including proposed fee and credentials:

- a) Term of appointment: 5 (five) consecutive years from the conclusion of this AGM till the conclusion of 40th AGM.
- b) Proposed Fees: Such Gross Remuneration as may be mutually agreed by the board of directors (in-consultation with the Audit Committee) and the auditors of the company, for each financial year of audit, plus applicable taxes, travelling and other out-of-pocket expenses incurred in connection with the statutory audit. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.
- c) Basis of recommendation: The recommendations are based on the fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and Rules made thereunder with regard to the fulltime partners, statutory audit, experience of the firm, capability, independence assessment, audit experience and also based on the evaluation of the quality of audit work done by the them in the past.
- d) Credentials: M/s. P M P K & Co, Chartered Accountants, Delhi, Chartered Accountants (Firm Registration Number 019681N) ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 2004. Its office is situated at Noida. The Audit Firm has a valid Peer Review certificate. It is primarily engaged in providing assurance, taxation and consultancy services to its clients.

M/s. P M P K & Co, Chartered Accountants, Noida, Chartered Accountants (Firm Registration Number 019681N) have consented to act as Statutory Auditors of the Company and confirmed that their aforesaid appointment, if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of provisions of Section 139(1) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.



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None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No.3 for approval of the Members as an Ordinary Resolution

ITEM NO. 4.

Appointment of Mr. Jitender Kumar Pancharia (DIN: 07684263) as an Independent Director of the Company.

Shri Jitender Kumar Pancharia, was appointed by the Board as an Additional (Independent) Director with effect from November 11, 2021 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Shri Jitender Kumar Pancharia, as an Additional (Independent) Director, holds office upto the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director.

Since Shri Jitender Kumar Pancharia, is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, the company has received a notice from a member proposing candidature of Shri Jitender Kumar Pancharia, for the office of Director in terms of Section 160 of the Companies Act, 2013. Shri Jitender Pancharia, has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the company.

Except Mr. Jitender Kumar Pancharia, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4.

The Board of Directors recommend the resolution at Item No. 4 for approval of the Members through Special Resolution.



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ITEM NO.05

Approval for making Investment, Giving Loan and Guarantee or provide security in excess of the limit prescribed under Section 186 of The Companies Act, 2013.

The company intends to make optimum use its funds by investing the idle funds available with the Company by way of granting loans, making investment in securities including mutual funds, giving guarantee or providing security etc. The funds shall be utilized further for achieving long term expansion and wealth maximization.

As per provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of ordinary resolution in the Annual General Meeting in case the amount of investment proposed to be made or loan/ guarantee / security proposed to be given, together with the amount of investment already made, loan, guarantee and security already given is in aggregate more than sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Since the company intends to increase the limit to Rs. 200 crore, the shareholders' approval is required by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is or deemed to be concerned or interested in the resolution

The Board of Directors recommend the resolution at Item No. 5 for approval of the Members through Special Resolution.

ITEM NO.06

Approval for Related Party Transactions

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2021-22 is INR 26.97 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 2.7 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members'



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approval for the mentioned arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on 30th June, 2022, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

S.No.	Name of the Related Party	Nature of Concern or Interest
1.	Focus Energy Limited	Mr. Narender Kumar Makkar, Director, Company Secretary & Chief Financial Officer of the company and Mr. Paruvatharayil Mathai Alexander directors of the company are also director on the board of M/s Focus Energy Limited.

The Board recommends the resolution set out at Item No. 6 of the Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Except to the extent of directorship of the Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No 6 respectively.



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Annexure-A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed or re-appointed

Name of Director	Mr Paruvatharayil Mathai Alexander	Mr. Jitender Kumar Pancharia
i) Date of Birth/ Age	14.11.1954	12.07.1966
ii) Qualifications	BA	LLB
iii) Experience	Mr Paruvatharayil Mathai Alexander is presently working as Non-Executive Non-Independent Director of the Company. He has 42 years of experience in the PR and Laisioning.	Mr. Jitender Pancharia is law graduate, possessing vast knowledge and experience in the field of commercial and corporate laws.
iv) Terms and conditions of appointment / re-appointment	Mr Paruvatharayil Mathai Alexander is Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Mr. Jitender Kumar Pancharia, is Non-Executive Independent Director of the Company, not liable to retire by rotation.
v) Details of remuneration sought to be paid	NIL	N.A.
vi) Last remuneration drawn (Per Annum)	NIL	N.A.
vii) Date of first appointment on the Board	30.08.2005	11.11.2016
viii) No. of shares held	NIL	NIL
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
x) No. of Board Meetings attended / held during Financial Year 2021-22	No of Meetings Held	No of Meetings Attended
	04	04
xi) Directorships held in other companies	No of Meetings Held	No of Meetings Attended
	04	04
	<ol style="list-style-type: none"> 1. YELLOW VELLE LEASING AND FINANCE LIMITED 2. PHOENIX CEMENT LIMITED 3. BPS TECH SERVICES PRIVATE LIMITED 4. SAVARE TRADE ENTERPRISES LIMITED 5. FOCUS OFFSHORE SERVICES PRIVATE LIMITED 6. PHOENIX INDUSTRIES LTD (WEST BENGAL TO DELHI) 7. PHOENIX POWER DEVELOPMENT CORP LIMITED 8. SASSON AGENCIES PRIVATE LIMITED 9. OIL SEP ENGINEERS PRIVATE LTD 10. FOCUS OIL AND GAS PRIVATE LIMITED 	<ol style="list-style-type: none"> 1. Focus Energy Limited 2. Phoenix International Limited.



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	11. PHOENIX REAL TIME SERVICES LIMITED 12. PHOENIX HYDRO CARBONS LIMITED 13. FITZROY EXPORTS PRIVATE LIMITED 14. PHOENIX INTERNATIONAL FINANCE LIMITED 15. FOCUS ENERGY LIMITED	
xii) Chairman/ Member of the Committee of the Board of Directors of the Company	1. Nomination and Remuneration Committee – Member 2. Stakeholders Relationship Committee – Member 3. Risk Management Committee – Chairman	1. Audit Committee: Chairman 2. Nomination And Remuneration Committee. : Chairman 3. Stakeholders Relationship Committee – Chairman 4. Risk Management Committee – Chairman
xiii) Committees position held in other Companies	02	In Focus Energy Limited: 1. Audit Committee 2. Nomination And Remuneration Committee.: 3. Stakeholders Relationship Committee
xiv) Resignation from listed entities in the past three years	NONE	None