

## **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  
**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 35th Annual General Meeting of Phoenix International Limited held on Thursday, 29th September, 2022 at 04:30 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 35<sup>th</sup> 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 35<sup>th</sup> AGM of the Company held on 29th September, 2022.

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 35<sup>th</sup> AGM by way of remote e-voting and electronic voting conducted during the 35<sup>th</sup> AGM held on 29th September, 2022.

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 35<sup>TH</sup> 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.



**Communication Office: 411, Angel Mega Mall, Kaushambi, Ghaziabad UP 201010, Ph: 0120-4350911**

Reg Office: UGF-1, JEEVAN VIHAR GROUND FLOOR SANSAD MARG CONNAUGHT PLACE NEW DELHI ,

**Email: [mishra.anant@gmail.com](mailto:mishra.anant@gmail.com); [www.anantandco.in](http://www.anantandco.in);**

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## Chartered Accountants

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 31<sup>st</sup> August, 2022.
2. The shareholders of the Company holding shares on the "cut-off date" i.e. Thursday, 22<sup>ND</sup> September, 2022, 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 9.00 A.M. on Monday, 26<sup>th</sup> September, 2022 and ended on Wednesday, 28<sup>th</sup> September, 2022 at 5.00 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 29<sup>th</sup> September, 2022 around 06:50 P.M. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same:

1. **Abhishek**

2. **Rahul**

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

- 71 members attended the AGM through VC;
- 105 members had casted vote through remote e-voting;
- 02 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 35<sup>th</sup> AGM as under:

### Ordinary Business

#### **Resolution No.1: Ordinary Resolution**

Adoption of Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Directors' Report and Auditors' Report thereon:

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	107	1,23,18,822	91	1,21,22,520	98.4%	16	1,96,302	1.6%

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### Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), who retires by rotation and being eligible, offers himself for re-appointment :

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	107	1,23,18,822	89	1,21,22,390	98.4%	18	1,96,432	1.6%

### Resolution No.3: Ordinary Resolution

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 :

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	107	1,23,18,822	90	1,21,22,480	98.4%	17	1,96,342	1.6%

### Special Business:

### Resolution No.4: Special Resolution

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

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	107	1,23,18,822	90	1,21,22,430	98.4%	17	1,96,392	1.6%



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### Resolution No.5: Special Resolution

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:

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	107	1,23,18,822	89	1,21,22,390	98.4%	18	1,96,432	1.6%

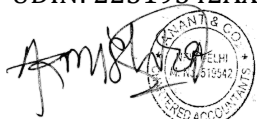
### Resolution No.6: Ordinary Resolution

Approval for Related Party Transactions

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting Facility	107	1,23,18,822	91	1,21,22,520	98.4%	16	1,96,302	1.6%

Based on the aforesaid results, I report that the resolutions set out in the notice of the 35th AGM held on 29th September, 2022 stands 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,  
Anant & Co  
Chartered Accountants  
UDIN: 22519542AXNQFP6337



**Anant Kumar Mishra**

Partner

M.No. 519542

Place: New Delhi

Date: 30/09/2022

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