



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 Website:-www.phoenixindia.com

Ref : PINTL/SEC/ BSE/AGM 2022

September 30th 2022

BSE Limited

First Floor, New Trading Ring

Rotunda Building, P J Towers

Dalal Street, Fort Mumbai 400 001

Dear Sirs,

Re: Proceedings and Voting Results of the 35th Annual General Meeting ('AGM') of the Phoenix International Limited ("the Company") held on September 29th, 2022.

The 35th AGM of the Company was held on Thursday, September 29th, 2022 from 4:30 p.m. (IST) to 04:50 p.m. (IST) through video conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the businesses as stated in the Notice convening 35th AGM of the Company.

In this regard, we are enclosing herewith the following:

- I. Summary of proceedings of the 35th AGM as required under Regulation 30 Part A of Schedule III and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - **Annexure A.**
- II. Voting Results of the businesses transacted at the 35th AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**
- III. The Consolidated Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure C.**

The Consolidated Voting Results along with the Scrutinizer's Report is available on the Company's website at www.phoenixindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Yours Faithfully

For **Phoenix International Limited**

(Narender Kumar Makkar)

Director & Company Secretary

DIN: 00026857



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Annexure-A

Summary of proceedings of the 35th Annual General Meeting (‘AGM’/‘Meeting’) of the Members of the Company

The 35th AGM of the Members of Phoenix International Limited (“the Company”) was held on Thursday, September 29th, 2022 at 4:30 P.M. (IST) through two-way Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’). The Meeting was conducted in accordance with relevant Circulars issued by the Ministry of Corporate Affairs (‘MCA’) and the Securities and Exchange Board of India (‘SEBI’) in this regard.

Mr Narender Kumar Makkar, Company Secretary, welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr, Narender Kumar Makkar, chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman welcomed all the Directors and requested those, who joined through VC, to introduce themselves to the Members. The representatives of the Company’s Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC.

The Chairman informed the Members that the proceedings of the Meeting was video recorded and a live streaming was being webcast on the website of National Depository System Limited (‘NSDL’). The Company had taken all the requisite steps to enable Members to participate and vote on the items of businesses considered at the AGM.

Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders. Further, the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection in electronic mode.

With the consent of the Members, the Notice of the Meeting and the Auditors’ Report for the financial year ended March 31, 2022 were taken as read. It was informed to the Members that the Statutory Auditors’ Report and Secretarial Auditor’s Report did not contain any qualifications, other reservations, adverse remarks or disclaimers.

The Chairman, thereafter, briefed about the product and other highlights of FY22 Revenue, EBIDTA and PBT as well as key priorities of leather and shoe industries and the outlook for FY23 on demand and supply.



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The Chairman then read out his speech to the Members. In his speech, the Chairman highlighted that the Company had been at the forefront in coping with the relentless challenges over the past couple of years including global pandemic, high inflation, rising geopolitical risks, supply chain constraints, etc. and delivered a better financial performance in FY22 as compared to FY21.

The Company Secretary informed that the Members who were present at the AGM but had not cast their votes earlier through remote e-voting, may cast their vote during the AGM and explained the process of e-voting on the Resolutions during the meeting through the NSDL e-voting website. He further informed that Mr Anant Kumar Mishra (Membership No. 519542) of M/s Anant & Co., Practicing Chartered Accountant, was appointed as the Scrutinizer by the Board to scrutinize the remote e-voting process prior to and during the AGM in a fair and transparent manner.

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters.

The Chairman thanked the Members for their continuous support and for attending and participating at the Meeting and requested the Members to complete e-voting for next 15 minutes. The Chairman authorized the Company Secretary to carry out the voting process and declare the voting results of the consolidated voting.

The Meeting concluded at 4:50 P.M.

Yours Faithfully

For **Phoenix International Limited**

(Narender Kumar Makkar)

Director & Company Secretary

DIN: 00026857

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2022 together with the Directors' Report and Auditors' Report thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11681600	99.0852	11681600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11789450	11681600	99.0852	11681600	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5000110	637222	12.7442	440920	196302	69.1941	30.8059
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5000110	637222	12.7442	440920	196302	69.1941	30.8059
Total		16789560	12318822	73.3719	12122520	196302	98.4065	1.5935
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11681600	99.0852	11681600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11789450	11681600	99.0852	11681600	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	5000110	637222	12.7442	440790	196432	69.1737	30.8263
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5000110	637222	12.7442	440790	196432	69.1737	30.8263
Total		16789560	12318822	73.3719	12122390	196432	98.4054	1.5946
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11681600	99.0852	11681600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11789450	11681600	99.0852	11681600	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5000110	637222	12.7442	440880	196342	69.1878	30.8122
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5000110	637222	12.7442	440880	196342	69.1878	30.8122
Total		16789560	12318822	73.3719	12122480	196342	98.4062	1.5938
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Jitender Kumar Pancharia (DIN:07684263) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11681600	99.0852	11681600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11789450	11681600	99.0852	11681600	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5000110	637222	12.7442	440830	196392	69.18	30.82
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5000110	637222	12.7442	440830	196392	69.18	30.82
Total		16789560	12318822	73.3719	12122430	196392	98.4058	1.5942
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11681600	99.0852	11681600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11789450	11681600	99.0852	11681600	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5000110	637222	12.7442	440790	196432	69.1737	30.8263
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5000110	637222	12.7442	440790	196432	69.1737	30.8263
Total		16789560	12318822	73.3719	12122390	196432	98.4054	1.5946
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Related Party Transactions				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11789450	11681400	99.0835	11681400	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	11789450	11681400	99.0835	11681400	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5000110	637222	12.7442	440920	196302	69.1941	30.8059
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	5000110	637222	12.7442	440920	196302	69.1941	30.8059
Total		16789560	12318622	73.3707	12122320	196302	98.4065	1.5935
Whether resolution is Pass or Not. Yes								
Disclosure of notes on resolution								

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 35th 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 35th 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 35th AGM by way of remote e-voting and electronic voting conducted during the 35th 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 35TH 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.



Anant & Co

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 31st August, 2022.
2. The shareholders of the Company holding shares on the "cut-off date" i.e. Thursday, 22ND 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, 26th September, 2022 and ended on Wednesday, 28th 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 29th 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 35th AGM as under:

Ordinary Business

Resolution No.1: Ordinary Resolution

Adoption of Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st 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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Email: mishra.anant@gmail.com; www.anantandco.in



Anant & Co

Chartered Accountants

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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Anant & Co

Chartered Accountants

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%

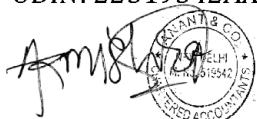
Resolution No.6: Ordinary Resolution

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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