



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: narendermakkar@yahoo.com

Ref : PINTL/SEC/ BSE/

24.05.2022

Department of Corporate Services
BSE Limited
PJ. Towers, Dalal Street,
Fort, Mumbai - 400 001

Ref : Phoenix International Limited (Scrip Code: 526481)

Sub.: Certificate under Regulation 24A of SEBI (Depositories and Participants)
Regulation 2018 for the year ended 31.03.2022

Dear Sir/ Madam

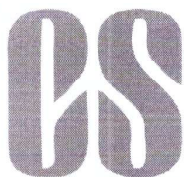
In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 8, 2019; please find enclosed herewith copy of Annual Secretarial Compliance Report dated 23.05.2022 for the Financial Year 2021-2022 issued by Secretarial Auditor M/s. Indu Sisodia & Associates, Company Secretaries.

This is for your kind information & updates the same on your records.

Yours faithfully,
For PHOENIX INTERNATIONAL LIMITED


NARENDER MAKKAR (DIN - 00026857)
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl:-as above



INDU SISODIA & ASSOCIATES

Company Secretaries

Secretarial Compliance Report

(Under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

To,

Phoenix International Limited

3rd Floor Gopala Tower 25

Rajendra Place

New Delhi 110008

I have examined:

All the documents and records made available to me and explanation provided by **Phoenix International Limited** ("the listed entity"),

- a) the filings/ submissions made by the listed entity to the stock exchanges,
- b) website of the listed entity,
- c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2022 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during Audit Period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Audit Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (herein after as "Insider Trading Regulation");



- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.

Circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued therein under.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
NA	NA	NA	NA

- b) This listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) No actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) The listed entity has taken the following actions with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the Secretarial Compliance Report for the year ended (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the practicing company secretary on the actions taken by the listed entity.
NA	NA	NA	NA	NA

Place: Noida
Date: 23.05.2022

UDIN: A061199D000367692



Indu Sisodia

Indu Sisodia & Associates
Practicing Company Secretary
Membership No: A61199
COP No: 23008