



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/COM-REPORT-PCS/2019

30.05.2019

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

Dear Sir,

Scrip Code:- BSE- 526481

**Sub:Compliance under SEBI (Listing and Disclosure Requirements)
Regulations 2015**

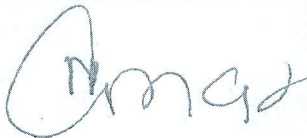

Dear Sirs,

Please find enclosed Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2019 as per Regulation 24A read with SEBI Circular No.CIR/ CFD/CMD1/27/2019 dated February 8, 2019 in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on your records.

Thanking You,

Yours faithfully,
For PHOENIX INTERNATIONAL LIMITED

**NARENDER MAKKAR (DIN – 00026857)
Director**

ENCL:- AS ABOVE



Shalu Singhal & Associates

R.O.: B-587, Bunkar Colony, Ashok Vihar, Phase-IV, Delhi-110052
E-mail ID: shalu.singhal9590@gmail.com (M): 9560316315
SECRETARIAL COMPLIANCE REPORT

OF

PHOENIX INTERNATIONAL LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 vide SEBI Circular no.CIR/CFD/CMD1/27/2019)

To,
The Board of Directors,
PHOENIX INTERNATIONAL LIMITED
3RD FLOOR GOPALA TOWER 25 ,
RAJENDRA PLACE NEW DELHI Central,
Delhi - 110008

We, Shalu Singhal & Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by M/s PHOENIX INTERNATIONAL LIMITED (CIN: L74899DL1987PLC030092)("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) all other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:
 - I. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - II. 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 during the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable during the period under review**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the period under review**

Corp. Office: 733/43, Joor Bagh, Tri Nagar, Delhi-110035



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Other Regulations, as applicable to the Company and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

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

(b) The 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) The following are the details of 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 there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019 (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
1.	NIL	NIL	NIL	NIL

Note:

1. List of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations; - **Not Applicable.**
2. List of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/observations; - **Not Applicable.**

For Shalu Singhal & Associates
Company Secretary

Shalu Singhal

Shalu Singhal
Proprietor
M. No. A32682
COP No. 12329



Date: 28th May, 2019
Place: Delhi