

**ANANT AND CO**

Chartered Accountants

UGF1, Lower Ground Floor, Jeevan deep Buildings, Sansad Marg, Delhi 110006

Phone : 8800545557, E-Mail : Mishra.anant@gmail.com

MGT-13**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 of the Thirty Sixth Annual General Meeting

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 36th Annual General Meeting of Phoenix International Limited held on Wednesday, 27th September, 2023 at 03:30 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 36th 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 36th AGM of the Company held on 27th September, 2023.

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 36th AGM by way of remote e-voting and electronic voting conducted during the 36th AGM held on 27th September, 2023.

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 36th 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



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engaged by the Company to provide facility of remote e-voting and electronic voting during the AGM.

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 25th August, 2023 and 05th September, 2023.
2. The shareholders of the Company holding shares on the "cut-off date" i.e. Wednesday, 20th September, 2023, 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 09.00 A.M. on Sunday, 24th September, 2023 and ended on Tuesday, 26th September, 2023 at 05.00 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 27th September, 2023 around 17:40 P.M

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

- 116 members had casted vote through remote e-voting;
- None 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 36th AGM as under:

Ordinary Business

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon:

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Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	104	12215488	99.96	12	3810	.04	-

Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Narender Kumar Makkar (DIN: 00026857), pursuant to Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.:

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	104	12215488	99.96	12	3810	.04	-

Special Business:**Resolution No.3: Special Resolution**

Approval for Related Party Transactions

Mode	Votes in Favor			Votes Against			Invalid Votes
	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %	No. of Votes
E-Voting Facility	94	400138	99.05	12	3810	.05	11815350*



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***Related Parties Voted**

Based on the aforesaid results, I report that the resolutions set out in the notice of the 36th AGM held on 27th September, 2023 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,

For Anant & Co

Chartered Accountants

UDIN: 23519542BGPFSSQ6385

Anant Kumar Mishra

Partner

M. No. 519542

Place: New Delhi

Date: 28/09/2023

For Phoenix International Limited

**Counter Signed By
Chairman of The Meeting**