

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of Phoenix International Limited will be held on Monday, the 29th Day of September, 2025 at 01.30 P.M. (IST) through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mr. Narender Kumar Makkar (DIN: 00026857), who retire by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. **To Approve appointment of Mr. Arun Gupta (DIN: 10824071) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Arun Gupta (DIN: 10824071) is hereby appointed as an independent director, not liable to retire by rotation, for a term of 5 years with effect from November 09, 2024 up to November 08, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. **Approval for Related Party Transactions**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in

force), the approval of the Members of the Company be and is hereby accorded to the Company for the material related party transaction for the sale of Shoes Upper by the company to M/s Focus Energy Limited, of the transaction value not exceeding Rupees 35 Crore, for the financial year 2025-26, in ordinary course of business, at arm length prices.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorized to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. Appointment of M/s. Indu Sisodia & Associates, Practicing Company Secretaries, Noida as Secretarial Auditors and fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Indu Sisodia & Associates, Practising Company Secretaries having C.P. No. 23008 and FCS No. 13543, be and is hereby appointed as Secretarial Auditors of the Company for a term of five consecutive financial years, commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

For and on behalf of the Board of Directors
of **Phoenix International Limited**

Place: New Delhi
Date: 13/08/2025

Narender Kumar Makkar
Compliance Officer and Company Secretary
M. No. ACS: 6425

NOTES:

- 1.** The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts for the proposed resolutions and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) forms part of this Notice
- 2.** Pursuant to the General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 issued by Securities and Exchange Board of India (“SEBI”) dated October 3, 2024 (in continuation to the circulars issued earlier in this regard) hereinafter referred as (“AGM Circulars”), the 38th Annual General Meeting (“AGM”) of the Company will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the Members. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
- 3.** A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Accordingly, the proxy form, attendance slip and the route map of the venue have not been provided along with the Notice. Members are requested to participate in the AGM through VC /OAVM from their respective locations and the said participation of members will be reckoned for the purpose of quorum.
- 4.** In terms of Section 152 of the Act, Mr. Narender Kumar Makkar, retire by rotation at the AGM and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommended their re-appointment.
- 5.** Details of Directors seeking appointment / reappointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI LODR Regulations are Annexed to this Notice of AGM as **Annexure-A**.
- 6.** All documents referred in the accompanying Notice and the Explanatory Statement are available on website of the Company for inspection by the Members up to the date of AGM and during the meeting.
- 7.** Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of SEBI LODR Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants (‘DP’). Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by sending an email to Compliance Officer of the Company at compliance@phoenixindia.com and/or by sending a request to Mas Services Limited, Registrar and Share Transfer Agent (‘RTA’) through email at sm@masserv.com in or contact at Ph:-26387281/ 82/83. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
- 8.** In compliance with the aforesaid MCA Circulars and SEBI Circulars issued from time to time, the Notice of AGM and Annual Report are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA, unless the Members have registered their request for physical copy of the same. Members may note that this Notice of AGM and Annual Report will also be available on Company’s website (www.phoenixindia.com), Stock Exchange’s website (www.bseindia.com and National Securities Depository Limited (‘NSDL’) website (www.evoting.nsdl.com).

9. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday August 29, 2025.
10. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at compliance@phoenixindia.com at least ten days before AGM from their registered email address mentioning their name, DPID Client ID / folio no. and mobile number to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.
11. Members are requested to note that Mas Services Limited (Registrars & Share Transfer Agents) T-34, 2nd Floor, Okhla Industrial Area, Phase -II, New Delhi-110 020 Ph:-26387281 /82/83 Fax:-26387384 Email:- info@masserv.com Website: [www:-masserv.com](http://www-masserv.com) is the Registrar and Share Transfer Agent to manage the work related to shares held in physical and dematerialized form.
12. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and PAN of the Members holding shares in physical form. It has been observed that few of the Members holding physical shares have not updated the said information. Therefore, such Members are requested to send the following documents to the Company's RTA (Mas Services Limited):
 - a) Self-attested copy of PAN card including that of joint Members; and
 - b) An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/entertained).
14. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Members are requested to dematerialize the shares held by them in physical form.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No.SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's RTA website <https://www.masserv.com/>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
16. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
17. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard-2 issued by the Institute of Company Secretaries of India and

MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM.

18. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

- i)** The remote e-voting period begins on Friday, September 26, 2025 at (9:00 A.M. IST) and ends on Sunday, September 28, 2025 at (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii)** The Members, whose name appears in the Register of Members / Beneficial Owners as on Monday, September 22, 2025 (i.e. cut-off date), may cast their vote electronically.
- iii)** The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iv)** The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

I. Login method for e-voting and joining AGM for individual shareholders holding securities in demat mode Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility

Login method for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Users already registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Visit e-services website of NSDL viz. https://eservices.nsd.com (ii) Click on the “Beneficial Owner” icon under “Login” available under “IDeAS” section. (iii) Enter User ID and Password. After successful authentication, click on “Access to e-Voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page (iv) Click on Company name or e-voting service provider i.e. NSDL. You will be redirected to e-voting website of NSDL to cast your vote during the remote e-voting period or joining AGM & vote during the AGM. <p>2. User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Click on link: https://eservices.nsd.com and select “Register Online for IDeAS Portal” <p style="text-align: center;">OR</p>

	<p>Click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above</p> <p>3. Alternatively, by directly accessing the e-voting website of NSDL:</p> <p>(i) Visit e-voting website of NSDL viz. https://www.evoting.nSDL.com</p> <p>(ii) Click on the icon “Login” available under ‘Shareholder/Member’ section.</p> <p>(iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen.</p> <p>(iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM & vote during the AGM.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL MOBILE APP IS AVAILABLE ON</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. User already registered for Easi/ Easiest:</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/login OR www.cdslindia.com and click on “Login” and select “New System Myeasi”</p> <p>(ii) Enter your User ID and Password.</p> <p>(iii) After successful authentication, the user will be able to see the e-voting menu having link of e-voting service provider i.e. CDSL. Click on CDSL to cast your vote.</p> <p>2. User not registered for Easi/Easiest:</p> <p>(i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>(i) Visit www.cdslindia.com and select “E Voting”</p> <p>(ii) Provide your demat account number and PAN</p> <p>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.</p> <p>(iv) After successful authentication, user will be provided link for the e-voting service provider i.e. NSDL where the e-voting is in progress.</p>
<p>Individual Shareholders (Holding securities in demat mode) login through</p>	<p>(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting.</p> <p>(ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL wherein you can see e-Voting feature.</p>

their Depository Participant (DP)	(iii) Click on options available against Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or join AGM & vote during the AGM.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login Method for e-voting and joining AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically
5. **Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in "Process for those Shareholders whose email address are not registered".

7. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- a)** Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b)** Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c)** If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co. in mentioning your demat account number/folio number, PAN, name and registered address.
- d)** Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

- 1.** After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2.** Select "EVEN" of the Company to cast your vote during the remote e-voting period or to cast your vote during the AGM. For joining AGM, you need to click on "VC/OAVM" link placed under "**Join General Meeting**".
- 3.** Now you are ready for e-voting as the Voting page opens.
- 4.** Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "**Confirm**" when prompted.
- 5.** Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- 6.** You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7.** Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- 1.** Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mishra.anant@gmail.com with a copy marked to evoting@nsdl.co.in. Further, they can also upload their Board Resolution/ Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 2.** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User**

Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in or at 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for those shareholders whose email address are not registered

with the Depositories for procuring user id and password and registration of email address for e-voting on the resolutions set out in this Notice:

1. **Physical Holding:** Send a request to Mas Services Limited, Registrar and Share Transfer Agent at info@masserv.com.in providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
2. **Demat Holding:** Please provide your name, DPID Client ID (16-digit DPID + Client ID or 16-digit Beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN and Aadhar card to compliance@phoenixindia.in . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 i.e. Login method for e-voting and joining AGM for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned for remote e-voting

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC/OAVM facility provided by NSDL by following the steps mentioned above at Step 1. After successful login, click on the link of “VC/OAVM” placed under “Join General meeting” menu against Company name available in Shareholder/Member login where EVEN of Company will be displayed. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
2. Facility of joining the AGM through VC / OAVM shall be available 30 minutes before and after the scheduled time of the commencement of AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 3,000 Members on first come first

served basis (except Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis).

3. Members joining through Laptops / Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.
4. Members who need assistance before or during the AGM or For any queries or grievances related to website issues may contact : **at Tel No. (022 - 48867000) or E-Mail Us at : evoting@nsdl.com**

Other Instructions

1. The Board of Directors has appointed Mr. [Anant Mishra](#), Partner Anant & Co.| Chartered Accountants 411, Angel Mega Mall, Kaushambi Ghaziabad-201010 Phone:0120-4350911, Ph:8800545518, E-mail- anantandco@gmail.com as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
3. The results of voting will be declared within 2 working days from the conclusion of AGM and the result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., www.dil-rjcorp.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to Bombay Stock Exchange Limited, where the shares of the Company are listed.
4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 29, 2025.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

To Approve appointment of Mr. Arun Gupta (DIN: 10824071) as an Independent Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the Board, on November 09, 2024, appointed Arun Gupta as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (five) years with effect from November 09, 2024 to November 8, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mr. Arun Gupta:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

The resolution seeks the approval of members for the appointment of Arun Gupta as an Independent Director of the Company for a term of 5 (five) years effective November 09, 2024 to November 8, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Arun Gupta as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Helene, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3. The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

ITEM NO. 4

Approval for Related Party Transactions

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2024-25 is INR 24.05 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 2.4 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the mentioned arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on 30th May, 2025 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

S. No.	Name of the Related Party	Nature of Concern or Interest
1.	Focus Energy Limited	Mr. Narender Kumar Makkar, Director, Company Secretary & Chief Financial Officer of the company is Director on the Board of the Focus Energy Limited and Mr. Paruvatharayil Mathai Alexander Director of the company are also director and CEO on the board of Focus Energy Limited.

The Board recommends the resolution set out at Item No. 4 of the Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Except to the extent of directorship of the Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No 4 respectively.

ITEM NO. 5

Appointment of M/s. Indu Sisodia & Associates, Practicing Company Secretaries, NOIDA as Secretarial Auditors and fix their remuneration.

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed company is required to annex with its Board's Report, a Secretarial Audit Report, issued by a Practicing Company Secretary.

Pursuant to the SEBI Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a Peer Reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Audit Committee and the Board of Directors at their respective meetings held on August 13, 2025, respectively and after considering the experience, market standing, efficiency of the audit team and independence, has recommended the appointment of M/s. Indu Sisodia & Associates, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors for a term of 5 (Five) consecutive financial years commencing from April 1, 2025 till March 31, 2030.

Credentials of the Secretarial Auditor:

M/s. Indu Sisodia & Associates. , is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital Markets, RBI, etc.

Over the years, M/s. Indu Sisodia & Associates. has built a diverse client base and has served many corporate clients. Its clientele spans across corporates in the public sector, listed and leading corporates, MSMEs and firms. The firm is Peer Reviewed, and Quality Reviewed in terms of the guidelines issued by the ICSI.

M/s. Indu Sisodia & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India.

They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Basis the rationale and justification provided above; the Board recommends Ordinary resolution under Item No. 5 of the accompanying Notice for approval of Members

For and on behalf of the Board of Directors
of **Phoenix International Limited**

Place: New Delhi
Date: 13/08/2025

Narender Kumar Makkar
Compliance Officer and Company Secretary
M. No. ACS: 6425

Annexure-A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed or re-appointed

Name of Director	Mr. Narender Kumar Makkar	Mr. Arun Gupta								
i) Date of Birth/ Age	04.04.1962	23.12.1976								
ii) Qualifications	Chartered Accountant and Company Secretary	Chartered Accountant								
iii) Experience	Mr. Narender Kumar Makkar is presently working as Executive Director of the Company. He is Chartered Accountant and Company Secretary by qualification. Having vast experience of the taxation, accounts, legal and secretarial affairs.	Mr. Arun Gupta, is Chartered Accountant, possessing vast knowledge and having vast experience of the taxation, accounts,.								
iv) Terms and conditions of appointment / re-appointment	Mr. Narender Kumar Makkar is Executive Director of the Company, liable to retire by rotation.	Mr. Arun Gupta, is Non-Executive Independent Director of the Company, not liable to retire by rotation.								
v) Details of remuneration sought to be paid	12 Lacs	Sitting Fees paid for the meetings of the Board of Directors and/or its committees								
vii) Date of first appointment on the Board	01.10.2005	09/11/2024								
viii) No. of shares held	NIL	NIL								
ix) Relationship with other Directors, Manager and other KMPs.	None	NONE								
x) No. of Board Meetings attended/held during Financial Year 2024-25	<table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>No of Meetings Held</th> <th>No of Meetings Attended</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">05</td> <td style="text-align: center;">05</td> </tr> </tbody> </table>	No of Meetings Held	No of Meetings Attended	05	05	<table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>No of Meetings Held</th> <th>No of Meetings Attended</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">02</td> <td style="text-align: center;">02</td> </tr> </tbody> </table>	No of Meetings Held	No of Meetings Attended	02	02
No of Meetings Held	No of Meetings Attended									
05	05									
No of Meetings Held	No of Meetings Attended									
02	02									
xi) Directorships held in other companies	<ol style="list-style-type: none"> 1. YELLOW VELLEY LEASING AND FINANCE LIMITED 2. SPARTAN AGRO INDUSTRIES LIMITED 3. SAVARE TRADE ENTERPRISES LIMITED 4. FOCUS OFFSHORE SERVICES PRIVATE LIMITED 5. GRANADA ELEVATOR PRIVATE LIMITED 6. FOCUS OIL AND GAS PRIVATE LIMITED 7. PHOENIX REAL TIME SERVICES LIMITED 8. PHOENIX LAND DEVELOPMENT LIMITED 9. FITZROY EXPORTS PRIVATE LIMITED 10. FOCUS ENERGY LIMITED 	<ol style="list-style-type: none"> 1. FOCUS ENERGY LIMITED 								
xii) Chairman/ Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit Committee – Member 2. Stakeholders Relationship Committee – Member 3. Risk Management Committee – Member 	<ol style="list-style-type: none"> 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee – Chairman 3. Stakeholders Relationship Committee – Chairman 4. Risk Management Committee – Member 								
xiii) Committees position held in other Companies	02	02								
xiv) Resignation from listed entities in the past 3 years	NONE	NONE								