NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Members of Phoenix International Limited will be held on Wednesday, the 30th Day of September, 2026 at 01.00 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, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint Mr. Paruvatharayil Mathai Alexander (DIN: 00050022), who retire by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. **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 20 Crore, for the financial year 2026-27, 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."

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

Place: New Delhi
Date: 14/08/2026

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 General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with General Circular No. 20/2020 dated May 5, 2020 and other applicable circulars issued by the MCA from time to time, companies are permitted to conduct their Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, subject to compliance with the conditions specified therein. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars, notifications and directions issued by the Securities and Exchange Board of India ("SEBI") from time to time, the Company is permitted to conduct its AGM through VC/OAVM. Accordingly, the AGM of the Company shall be conducted through VC/OAVM in compliance with the applicable provisions of the said Circulars.
3. Since This AGM is being conducted through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through evoting.
4. In terms of Section 152 of the Act, Mr. Paruvatharayil Mathai Alexander retires by rotation at the AGM and, being eligible, offers himself for re-appointment. The Board of Directors of the Company has recommended his 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 to in the accompanying Notice and the Explanatory Statement are available electronically for inspection by the Members on the website of the Company at www.phoenixindia.com up to the date of the AGM and during the AGM.
7. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI LODR Regulations, the Company may send the 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 Participant ("DP"). Members holding shares in physical form and who have not registered their e-mail address with the Company may register the same by sending an e-mail to the Company at **compliance@phoenixindia.com** and/or by sending a request to **Mas Services Limited**, Registrar and Share Transfer Agent ("RTA"), at **sm@masserv.com**. Members holding shares in demat form are requested to register/update their e-mail address with their respective DP. The registered e-mail address will be used for sending future communications.
8. In compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent electronically to those Members whose e-mail addresses are registered with the Company/Depository Participant/Depository. Members whose e-mail addresses are not registered will be sent a letter providing the web-link, including the exact path, where the complete Annual Report is available. Members may also request a hard copy of the full

Annual Report from the Company/RTA. The Notice of AGM and Annual Report will also be available on the website of the Company at **www.phoenixindia.com**, on the website of BSE Limited at **www.bseindia.com** and on the e-Voting website of NSDL at **www.evoting.nsdl.com**

9. The Notice of the AGM and the Annual Report for the financial year 2025-26 are being sent to the Members whose e-mail addresses are registered with the Company/Depository Participant/Depository as on the date of dispatch of the Notice. The Notice and Annual Report will also be sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as on the date of dispatch, in accordance with the applicable provisions.

10. Members desirous of obtaining any information/clarification concerning the accounts or any matter to be placed at the AGM are requested to send their queries to the Company at **compliance@phoenixindia.com** at least **ten days before the date of the AGM**, from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile number, to enable the management to keep the information ready at the AGM. Members who wish to seek any information/clarification during the AGM on the accounts or any matter to be placed at the AGM may do so through the chat box facility provided by NSDL.

11. Members are requested to note that **Mas Services Limited**, Registrar and Share Transfer Agent ("RTA"), having its office at **T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020**, Tel. No. **011-26387281/82/83**, Fax No. **011-26387384**, E-mail: **info@masserv.com**, Website: **www.masserv.com**, is the Registrar and Share Transfer Agent of the Company for managing matters relating to shares held in physical and dematerialised form.

12. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA of any change in their address and/or bank mandate in respect of shares held in physical form and their respective Depository Participants ("DPs") in respect of shares held in dematerialised form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DP and holdings should be verified. Members holding shares in electronic form are requested to ensure that their PAN and other KYC details are duly registered and updated with their respective DPs. Members holding shares in physical form are requested to ensure that their PAN, contact details, bank account details and other applicable KYC details are duly registered and updated with the Company/RTA.

13. Members holding shares in physical form are requested to ensure that their PAN, postal address with PIN, mobile number, e-mail address, bank account details and specimen signature are duly registered/updated with the Company/RTA. Members may update their PAN and KYC details by submitting the applicable forms prescribed by SEBI to the RTA. In case of any service request, Members are advised to ensure that the requisite PAN, KYC and other applicable details are duly updated with the RTA.

14. Members are requested to note that, pursuant to the provisions of Regulation 40 of the SEBI LODR Regulations, transfer of securities of listed companies is required to be carried out only in dematerialised form. Accordingly, Members holding shares in physical form are advised to dematerialise their shareholding in the Company.

15. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company by submitting **Form No. SH-13** to the RTA in accordance with Section 72 of the Act and the applicable rules. Members who wish to opt out of nomination may submit **Form ISR-3** to the RTA. Members holding shares in electronic form may make or update their nomination through their respective Depository Participant. The relevant nomination and opt-out forms are available on the website of the Company/RTA. Members who require any assistance in this regard may contact the Company/RTA.

16. Non-Resident Indian Members are requested to inform the Company/RTA promptly of any change in their residential status and to furnish or update their bank account details maintained in India, as applicable, along with other relevant KYC details.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing its Members with the facility to cast their votes electronically through remote e-Voting prior to the AGM and e-Voting during the AGM in respect of all the resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the remote e-Voting and e-Voting facility.

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 **Sunday, September 27, 2026 at 9:00 A.M. (IST)** and ends on **Tuesday, September 29, 2026 at 5:00 P.M. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

ii) The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **Wednesday, September 23, 2026** (i.e. the "Cut-off Date"), are entitled to cast their vote electronically on the resolutions set forth in this Notice.

iii) The voting rights of Members shall be in proportion to their share of 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 purposes only.

iv) The details of the process and manner for remote e-Voting are explained hereinbelow:

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 for all the individual demat account holders 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 facilitating seamless authentication and ease and convenience of participating in e-Voting. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access the 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	**1**. Users already registered for **IDeAS** facility: (i) Visit e-services website of NSDL viz. https://eservices.nsdl.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. **2**. User not registered for IDeAS facility: (i) Click on link: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" OR Click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above **3**. Alternatively, by directly accessing the e-Voting website of NSDL: (i) Visit e-Voting website of NSDL viz. https://www.evoting.nsdl.com (ii) Click on the icon "Login" available under 'Shareholder/Member' section. (iii) On the Login page, enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen. (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 for casting their vote during the remote e-Voting period or joining the AGM and voting during the AGM. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL MOBILE APP IS AVAILABLE ON App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**1. Users who have opted for CDSL Easi / Easiest facility:** (i) Visit the CDSL website at www.cdslindia.com and click on "Login" and select "New System Myeasi". (ii) Enter your existing User ID and Password. (iii) After successful authentication, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress. Click on the e-Voting option and select the Company name or e-Voting Service Provider to cast your vote during the remote e-Voting period or join the AGM and vote during the AGM. **2. Users not registered for Easi / Easiest:** (i) Visit the CDSL website at www.cdslindia.com and click on "Login" and select "New System Myeasi" and proceed with registration. (ii) After successful registration, follow the steps mentioned above under "Users who have opted for CDSL Easi / Easiest facility". **3. Alternatively, the user can directly access the e-Voting page through the e-Voting link available on the CDSL website at www.cdslindia.com by providing the Demat Account Number and PAN. The system will authenticate the user by sending OTP on the registered mobile number and e-mail address as recorded in the Demat Account.**

	After successful authentication, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress and access the e-Voting Service Provider for casting their vote.
Individual Shareholders (Holding securities in demat mode) login through their Depository Participant (DP)	(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. (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. (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.

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:

6.

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***

7. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, you can use your existing password to login and cast your vote.

b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the initial password communicated to you by NSDL/Company, as applicable, and follow the instructions provided therein.

c) If your e-mail address is registered with the Company/RTA or your Depository Participant, the initial password/login credentials, as applicable, will be communicated to your registered e-mail address.

d) Members who have not received/forgotten their login credentials may follow the "Forgot User Details/Password?" option available on the NSDL e-Voting website or refer to the procedure provided under "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, The home page of the e-Voting system 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 in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select the "EVEN" of the Company for casting your vote during the remote e-Voting period or for joining the AGM. For joining the AGM, you need to click on the "VC/OAVM" link placed under the "Join General Meeting" menu.
3. The voting page will open and you will be able to cast your vote.
4. Cast your vote by selecting the 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 thereafter "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 have confirmed 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 a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc., together with the attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutinizer by e-mail at **mishra.anant@gmail.com** with a copy marked to **evoting@nsdl.co.in**. Alternatively, the Corporate Shareholders can upload their Board Resolution/Authority Letter, etc., by clicking on **"Upload Board Resolution/Authority Letter"** displayed under the **"e-Voting"** tab in their login.
2. It is strongly recommended that Members do not share their password with any other person and take utmost care to keep their password confidential. Members are advised to use the **"Forgot User Details/Password?"** option available on the NSDL e-Voting website if they are unable to access their account or have forgotten their login credentials.
3. In case of any queries or grievances relating to e-Voting, Members may refer to the Frequently Asked Questions ("FAQs") for Shareholders and the e-Voting User Manual for Shareholders available in the download section of the NSDL e-Voting website at **www.evoting.nsdl.com** or contact the NSDL e-Voting helpdesk at **1800 1020 990 / 1800 22 44 30** or by e-mail at **evoting@nsdl.co.in**.

Process for those Shareholders whose e-mail address is not registered with the Depositories/Company/RTA for procuring user ID and password and registration of e-mail address for e-Voting on the resolutions set out in this Notice:

1. **Physical Holding:** Members holding shares in physical form whose e-mail address is not registered with the Company/RTA may send a request to Mas Services Limited, Registrar and Share Transfer Agent ("RTA"), at info@masserv.com / sm@masserv.com providing the requisite details/documents as may be prescribed by the RTA for registering/updating their e-mail address and other KYC details.
2. **Demat Holding:** Members holding shares in dematerialised form whose e-mail address is not registered with their Depository Participant ("DP") are requested to register/update their e-mail address and mobile number with their respective DP. Individual shareholders holding securities in demat mode may follow the login method explained under "Login method for e-Voting and joining AGM for Individual Shareholders holding securities in demat mode" above.
3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting by providing the requisite details as may be required by NSDL.
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 the Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access the e-Voting facility.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-Voting during the AGM is the same as the instructions mentioned above for remote e-Voting. Members are requested to follow the steps provided under **"Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system"** for casting their vote during the AGM.

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 under **"Step 1: Access to NSDL e-Voting system"**. After successful login, click on the link for **"VC/OAVM"** placed under the **"Join General Meeting"** menu against the Company name available in the Shareholder/Member login, where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten their User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice.
2. Facility of joining the AGM through VC/OAVM shall be available **30 minutes before and 15 minutes after the scheduled time of commencement of the AGM** by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to the Members on a **first come first served basis**, except for large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit 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 have any queries or grievances related to e-Voting or the VC/OAVM facility may contact NSDL at **Tel. No. 022-4886 7000** or by e-mail at **evoting@nsdl.co.in**

Other Instructions

1. The Board of Directors has appointed **Mr. Anant Mishra, Partner, M/s. Anant & Co., Chartered Accountants**, 411, Angel Mega Mall, Kaushambi, Ghaziabad – 201010, as the **Scrutinizer** to scrutinize the remote e-Voting and e-Voting during the AGM process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-Voting during the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than **two working days from the conclusion of the 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 the voting shall be declared within **two working days of the conclusion of the AGM**. The declared results, along with the Scrutinizer's Report, shall be placed on the website of the Company at www.phoenixindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of the results. The Company shall simultaneously forward the results to **BSE Limited**, where the shares of the Company are listed.
4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM, i.e. **September 30, 2026**.

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

ITEM NO. 3

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 2025-26 is INR 27.59 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 2.75 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, 2026 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. 3 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 3 respectively.

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

Place: New Delhi
Date: 14/08/2026

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

<table>
<tr><td>Name of Director</td><td>Mr. PARUVATHARAYIL MATHAI ALEXANDER</td></tr>
<tr><td>I) Date of Birth/ Age</td><td>14.11.1954</td></tr>
<tr><td>ii) Qualifications</td><td>BA</td></tr>
<tr><td>iii) Experience</td><td>Mr. Paruvatharayil Mathai Alexander is presently working as Non-Executive Non-Independent Director of the Company. He has 46 years of experience in the PR and Liasoning.</td></tr>
<tr><td>iv) Terms and conditions of appointment / re-appointment</td><td>Mr. Paruvatharayil Mathai Alexander is Non-Executive Non-Independent Director of the Company, liable to retire by rotation.</td></tr>
<tr><td>v) Details of remuneration sought to be paid</td><td>NIL</td></tr>
<tr><td>vii) Date of first appointment on the Board</td><td>30.08.2008</td></tr>
<tr><td>viii) No. of shares held</td><td>NIL</td></tr>
<tr><td>ix) Relationship with other Directors, Manager and other KMPs.</td><td>None</td></tr>
<tr><td>x) No. of Board Meetings attended/held during Financial Year 2025-26</td><td><table><tr><td>No of Meetings Held</td><td>No of Meetings Attended</td></tr><tr><td>04</td><td>04</td></tr></table></td></tr>
<tr><td>xi) Directorships held in other companies</td><td>1. YELLOW VELLEY LEASING AND FINANCE LIMITED
2. PHOENIX CEMENT LIMITED
3. BPS TECH SERVICES PRIVATE LIMITED
4. SAVARE TRADE ENTERPRISES LIMITED
5. FOCUS OFFSHORE SERVICES PRIVATE LIMITED
6. PHOENIX INDUSTRIES LTD (WEST BENGAL TO DELHI)
7. PHOENIX POWER DEVELOPMENT CORP LIMITED
8. SASSON AGENCIES PRIVATE LIMITED
9. OIL SEP ENGINEERS PRIVATE LTD
10. FOCUS OIL AND GAS PRIVATE LIMITED
11. PHOENIX REAL TIME SERVICES LIMITED
12. FITZROY EXPORTS PRIVATE LIMITED
13. PHOENIX INTERNATIONAL FINANCE LIMITED
14. FOCUS ENERGY LIMITED</td></tr>
<tr><td>xii) Chairman/ Member of the Committee of the Board of Directors of the Company</td><td>1. Nomination and Remuneration Committee – Member
2. Stakeholders Relationship Committee – Member
3. Risk Management Committee – Chairman</td></tr>
<tr><td>xiii)Committees position held in other Companies</td><td>02</td></tr>
<tr><td>xiv) Resignation from listed entities in the past 3 years</td><td>NONE</td></tr>
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