

33rd Annual Report 2019-2020

PHOENIX INTERNATIONAL LIMITED

CIN: L74899DL1987PLC030092

Regd. off.: 3rd Floor, Gopala Tower 25, Rajendra Place, New Delhi – 110008



BOARD OF DIRECTOR

Mr. Jitender Pancharia, Non Executive and Independent Director

Ms. Pushpa Joshi, Non Executive and Independent Director

Mr. Narender Aggarwal, Non Executive and Independent Director

Mr. P.M. Alexander, Director

KEY MANAGERIAL PERSONNEL

Mr. Tushar Korde, Chief Executive Officer

Mr. Gopal Krishna Mishra, Chief Finance Officer

COMPANY SECRETARY

Mr. Narender Kumar Makkar

AUDITORS

M/S Pradip Bhardwaj & Co. LG-47, Ansal Fortune Arcade Sector 18, Noida (U.P) – 201301

REGISTRAR & TRANSFER AGENT

Mas Services Limited T-34, 2nd Floor Okhla Industrial Area, Phase – II New Delhi – 110020

REGISTERED OFFICE

3rd Floor, Gopala tower 25, Rajendra Place, New Delhi – 110008

WORKS

Door No. 35/1, Ground Floor,

Five Furlons road, Maduvankarai, Gindy, Chennai – 600032

Telephone: 044-2240638

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of Phoenix International Limited will be held on Wednesday, the 30th day of September, 2020 at 11.00 A.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 of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To appoint a Director in place of Mr. Paruvatharayil Alexander Mathai (DIN: 00050022), who retires by rotation Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ms. Pushpa Joshi as an Independent Director of the Company for a term of 5 (Five) years as Non-Executive Independent Director of the Company with effect from 13.11.2019.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("Act"), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", Ms. Pushpa Joshi, Independent Director (DIN: 08603929), who was appointed as an Additional Director (Non Executive Independent Director) of the Company with effect from 13.11.2019, and holds office upto the date of the ensuing Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 13.11.2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

For and on behalf of the Board of Directors of **Phoenix International Limited** Sd/-Paruvatharayil Mathai Alexander

Chairman

Place: New Delhi
Date: 01.09.2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in this notice for the Thirty Three Annual General Meeting of the Members of the Company:

Appointment of Ms. Pushpa Joshi as Director (Non Executive Independent Director) of the Company for a term of 5 (five) consecutive years effective from 13.11.2019.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Ms. Pushpa Joshi as an Independent Director of the Company with effect from March 11, 2020 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their Thirty Three Annual General Meeting.

Brief profile of Ms. Pushpa Joshi is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.phoenixindia.com

The Company has received a notice proposing the candidature of Ms. Pushpa Joshi for the office of Director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Ms.Pushpa Joshi. and her relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Ms. Pushpa Joshi a Director (Non Executive Independent Director) of the Company, as set out in item no. 4 of the notice, for approval of the shareholders.



Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment/re-appointment:

Name of Director	Mr. Paruvatharayil Alexander Mathai	Ms.Pushpa Joshi
DIN	00050022	08603929
D.O.B.	14.11.1954	11.08.1986
Qualifications	Graduate	B.Com, M.Com, Company Secretary (Membership No:A39162)
No. of years of Experience	36	4
Terms and conditions of appointment/ re-appointment / change in	Terms & conditions and remuneration remain same, Director is retiring by rotation and	She is proposed to be appointed as an Independent Director, for a period of 5
remuneration	seeking re-appointment.	consecutive years.
Details of remuneration and remuneration last drawn	NIL	Sitting Fees paid to him for attending the meetings of the Board of Directors
Date on which first appointed on the Board	30.08.2005	and/or its Committees. 13.11.2019
Details of shareholding in the Company (as on 31/03/2020)	NIL	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	NONE	NONE
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
List of other Companies in which Directorship is held (1)	 FOCUS OFFSHORE SERVICES PRIVATE LTD PHOENIX CEMENT LIMITED BPS TECH SERVICES PRIVATE LIMITED OIL SEP ENGINEERS PRIVATE LIMITED SAVARE TRADE ENTERPRISES LIMITED YELLOW VELLEY LEASING AND FINANCE LIMITED PHOENIX INDUSTRIES LTD PHOENIX CAPITAL SERVICES LIMITED PHOENIX POWER DEVELOPMENT CORPORATION LIMITED PHOENIX REAL TIME SERVICES LIMITED PHOENIX INTERNATIONAL FINANCE LTD PHOENIX INTERNATIONAL LIMITED FOCUS ENERGY LIMITED SASSON AGENCIES PRIVATE LIMITED 	NIL
Chairperson*/ Member of Committee(s) of Board of Directors of the Company (2)	 Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Chairperson Corporate Social Responsibility Committee – Chairperson 	Nomination and Remuneration Committee – Member Committee – Member

NOTES: -

A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting forms part of this Notice.

General instructions for accessing and participating in the 31st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a) In view of continuing Covid 19 pandemic the Ministry of Corporate Affairs ("MCA") has vide it's circular dated May 5, 2020 read with circular dated April 8, 2020 and April 13, 2020 (collectively referred to a "MCA circulars") permitted the holding of the AGM through video conferencing (VC) / Other Audio- Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA circulars, the AGM of the company is being held through VC / OAVM.
- b) Since the AGM is being held pursuant to the MCA circulars through VC / OVAM, physical attendance of members has been dispensed with. Accordingly, the Facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.





- c) Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remorte e-voting to the scrutinizer by email through its registered email address to narendermakkar@yahoo.com with a copy marked to evoting@cdslindia.com
- d) In Compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or CDSL/NSDL (Depositories). Members may note that the Notice and Annual Report 2019 -20 will also be available on the company's website www.phoenixindia.com, website of the Stock Exchange i.e. BSE Limited at ww.bseindia.com
- e) Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN) mandates, nominations, power of attorney, bank details such as name of bank and branch details, bank account number, MICR Code, IFSC Code etc, to their Depository Participants, with whom they are maintaining Demat Accounts.
- f) Members holding shares in physical form are requested to register / update their postal address, email address telephone/ mobile numbers, PAN, mandates, nominations, power of Attorney, bank details such as name of the bank and branch details, bank accounts number, MICR code, IFSC code, etc., with the Registrar and Transfer Agent i.e. MAS Services Limited by sending an email to info@masserv.com.
- g) Non Resident Indian members are requested to inform MAS Services Limited immediately on:
 - a. The Change in the residential status on return to India for permanent settlement; and
 - b. The particulars of the bank account(s) maintained in India with complete name branch, and account type, account number and address of the bank, if not furnished earlier.
- h) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorised agency for conducting the e- AGM and providing e-voting facility.
- i) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- j) Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
- k) As mandated by SEBI, effective from April 1, 2019 that securities of listed Companies Shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
- SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 with a view to Protect the interest of shareholders, has mandate to all the members who holds securities of the company in physical form, to furnish to the company/ its registrar and transfer agent, the details of their valid PAN and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to MAS Services Limited, the Company's Registrar and Transfer Agent.
- m) SEBI has mandated the submission of PAN by every participant in securities market. Member holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.
- n) Members Can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form SH 13 duly filled with MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase–II, New Delhi–110020 Tel.: 011-26387281/82/83 Email: info@masserv.com. The Said form can be downloaded from the Company's website. The prescribed form in this regard may also be obtained from MAS Services Limited at the mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recoding their nomination.
- o) In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- p) Instructions for attending the e-AGM and e-voting are as follows:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Company (Management and Administration) Rules, 2014 (as amended) and Regulations 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of te business to be transacted at the AGM. The Facility of casting votes by a member using remote e-voting system as well as venue voting on the date of AGM will be provided by NSDL.
 - b. The remote e-voting period begins on 27.09.2020 at 9.00 A.M. IST and ends on 29.09.2020 5.00 P.M. IST. at 5.00 P.M. IST. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. During this period, Members holding shares either in physical form or in dematerialised form, as on Wednesday,23.9.2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will 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.



- c. The Board of Directors has appointed Mr. Anant Mishra Chartered Accountant of M/s Anant & Co, I Chartered Accountants, 411, Angel Mega Mall, Kaushambi, Ghaziabad 201010 (Membership No. 519542) as an scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- d. The Member who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitle to cast their vote again.
- e. The Voting right of Members shall be proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evating@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he/she can use his/her for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
- g. The details of the process and manner for remote e-voting are explained herein below:

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

- 1. Members will be able to attend the AGM through VC / OVAM or view the live webcast of AGM provided By CDSL at http://www.evotingindia.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
- 2. 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 be following the remote e-voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting login into the e-voting system of NSDL.
- 3. Members are encourage to join the Meeting through Laptops for better experience.
- 4. Further Member will be required to allow Camera and use Internet with a good speed to avoid ay disturbance during the meeting
- 5. Please note that participants connecting from Mobile Device or Tablet or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 6. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on First Come First served Basis.
- 7. Members, who need assistance before or during the AGM, can contact CDSL on helpdesk.evoting@cdslindia.com / 1800225533. Members who have any queries or feedback regarding the e-Voting System you may mail us at helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- 8. Member who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request form their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, Mobile Number at: info@masserv.com. who have registered themselves as a speaker will only be allowed to express their view / ask question during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

- 1. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the vote cast during the AGM, thereafter unblock the vote cast through remote e-voting and make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizers 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 counter sign the same.
- 2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.phoenixindia.com and on the website of CDSL https://evoting.cdsl.com immediately. The Company shall simultaneously forward the result to BSE Limited, where the shares of the Company are listed.

INSTRUCTION FOR E-VOTING AND AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website http://www.evotingindia.com/.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.





(vi) If you are a first time user follow the steps given below:

ir you are a mot t	if you are a first time user follow the steps given below.		
	For Shareholders holding shares in Demat Form and Physical Form		
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in email		
Dividend Bank Details OR Date of Birth (DOB)	 Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). 		

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting"**. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

- 1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to info@masserv.com
- 2. For Demat shareholders Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

(i) To join the meeting, the shareholders should log on to the e-voting website http://www.evotingindia.com/ and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'www.phoenix website.

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

- 1. System requirement:
- √ Windows 7, 8 or 10
- ✓ I3
- Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time



PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

✓ Please download webex application from play store

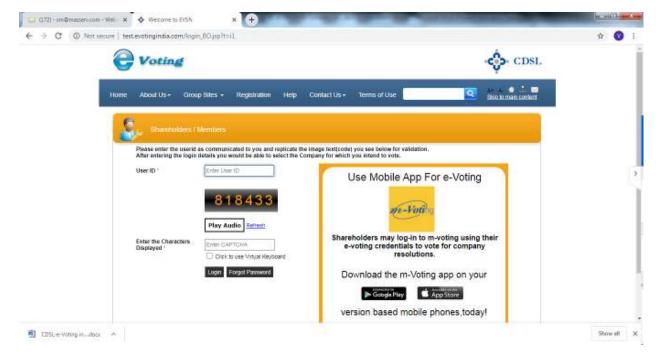
NOTE: IT IS ADVISABLE TO LOGIN BEFORE HAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONSABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

i. The shareholders should log on to the e-voting website http://www.evotingindia.com/.



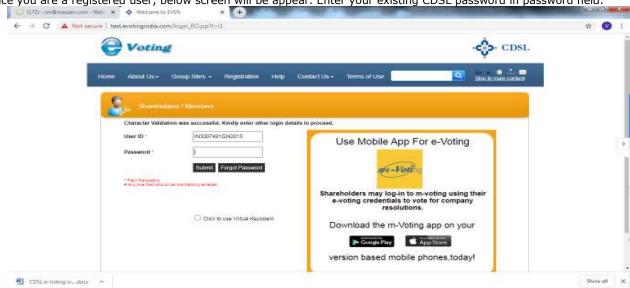
ii. Press Shareholders/Members tab, after which the below screen will be appear.





iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

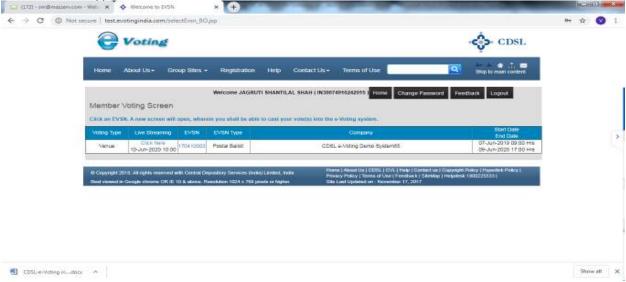
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



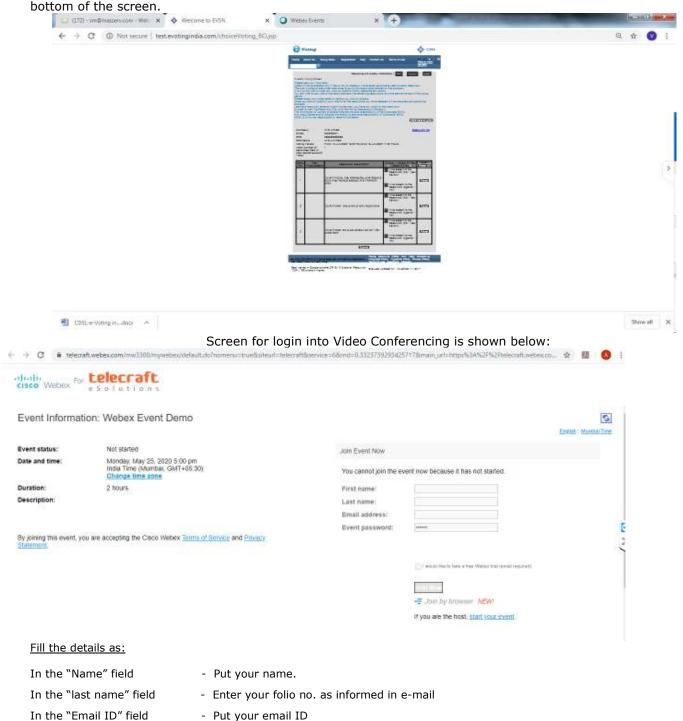
v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.





vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the



Click join now button.

In the "Event password" field

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

- Put the password as "cdsl@1234"

vii. Once you click on 'Join now' tab, the following screen will be appear: