

34TH Annual Report

2020-2021



PHOENIX INTERNATIONAL LIMITED

CIN : L74899DL1987PLC030092

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



PHOENIX INTERNATIONAL LIMITED

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
Mr. Narender Kumar Makkar	-	Director

KEY MANAGERIAL PERSONNEL

Mr. Tushar Korde, Chief Executive Officer
Mr. Narender Kumar Makkar, Chief Finance Officer

COMPANY SECRETARY

Mr. Narender Kumar Makkar

REGISTERED OFFICE

3rd Floor, Gopala tower 25, Rajendra Place
New Delhi – 110008
CIN: L74899DL1987PLC030092

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
Tel No:-011-2638 7281, 82, 83
Email: info@masserv.com
Website: www.masserv.com

WORKS

Door No. 35/1, Ground Floor,
Five Furlons road, Maduvankarai, Gindy,
Chennai – 600032
Telephone: 044-2240638

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PHOENIX INTERNATIONAL LIMITED

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of Phoenix International Limited will be held on Wednesday, the 29th day of September, 2021 at 04.00 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 of the Company (including Audited consolidated financial statements) for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narender Kumar Makkar (DIN: 00026857), 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 and payment of remuneration to Mr. Narender Kumar Makkar as Chief Finance Officer of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, of the Companies Act, 2013 (the “Act”) and rules made there under (including any statutory modification(s) from time to time or any reenactment thereof for the time being in force) read with Schedule V to the said Act, and subject to the requisite approval of the Central Government and such other authorities as may be necessary, approval of the Members be and is hereby given to the appointment of and payment of remuneration to Mr. Narender Kumar Makkar as Chief Financial Officer of the Company as agreed between them.”.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified in Schedule V & the relevant provisions of the Act.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Chief Financial Officer, the Company does not earn any profits or earns inadequate profit as contemplated under the provisions of Section 197 read with Schedule V of the Companies Act 2013, the Company may pay to the Chief Finance Officer, the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deed, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard.”

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

Place: New Delhi
Date: 13.08.2021

Sd/-
Paruvatharayil Mathai Alexander
Chairman



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 Fourth Annual General Meeting of the Members of the Company:

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. Narender Kumar Makkar
DIN	00026857
D.O.B.	04.04.1962
Qualifications	Chartered Accountant and Company Secretary
No. of years of Experience	59 yrs
Terms and conditions of appointment/ re-appointment / change in remuneration	Terms & conditions and remuneration remain same, Director is retiring by rotation and seeking re-appointment.
Details of remuneration and remuneration last drawn	
Date on which first appointed on the Board	01.10..2005
Details of shareholding in the Company (as on 31/03/2020)	NIL
Relationship with other Directors/ Key Managerial Personnel (if any)	NONE
Number of Board meetings Attended during the year	As provided in Corporate Governance Report
List of other Companies in which Directorship is held	1.KEKAL EDUCATION PRIVATE LTD 2.S P REGINA RESOURCES PRIVATE LTD 3.INDUS GAS TRANSMISSION LTD 4. FOCUS OFFSHORE SERVICES PRIVATE LTD 5.YELLOW VELLEY LEASING AND FINANCE LTD 6.SAVARE TRADE ENTERPRISES LTD 7.I ENERGIZER INDIA PRIVATE LTD 8. FOCUS ENERGY LTD 9. 10.PHOENIX REAL TIME SERVICES LTD 10.FITZROY EXPORTS PRIVATE LTD 11. PHOENIX INTERNATIONAL LTD
Chairperson*/ Member of Committee(s) of Board of Directors of the Company (2)	1. Audit Committee – Member 2. Stakeholders Relationship Committee – Member 3. Risk Management Committee – Chairperson



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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 34th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a) In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated January 13, 2021 read with General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020 and January 15, 2021 ('SEBI Circulars') has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on **Wednesday, 29.09.2021 at 04.00 p.m. (IST)**.
- b) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 4 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 to 4 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.
- c) 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.**
- d) 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 remote e-voting to the scrutinizer by email through its registered email address to narendermakkar@yahoo.com with a copy marked to evoting@cdsl.co.in.
- e) In Compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020 -21 will also be available on the company's website www.phoenixindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com
- f) 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.
- g) 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.
- h) 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.
- i) The Company has engaged the services of Central Depository Securities Limited (CDSL) as the authorised agency for conducting the e- AGM and providing e-voting facility.
- J) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- K) Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
- L) As mandated by SEBI, effective from April 1, 2019 that securities of listed Companies Shall be transferred only in dematerialized form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize share(s) held by them in physical form.
- M) 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.
- N) 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.



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- O 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.
- P 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.
- Q Instructions for attending the e-AGM and e-voting are as follows:
- 1) 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 the 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 CDSL.
 - 2) 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 CDSL 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.
 - 3) 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 scrutineer the voting during the AGM and remote e-voting process in a fair and transparent manner.
 - 4) 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 entitled to cast their vote again.
 - 5) 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.
 - 6) 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 evoting@cdsl.co.in. 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.
 - 7) 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.evoting.cdsl.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 by 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 CDSL.
 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 any 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 evoting@cdsl.co.in / 1800222990.
 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.



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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:

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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

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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

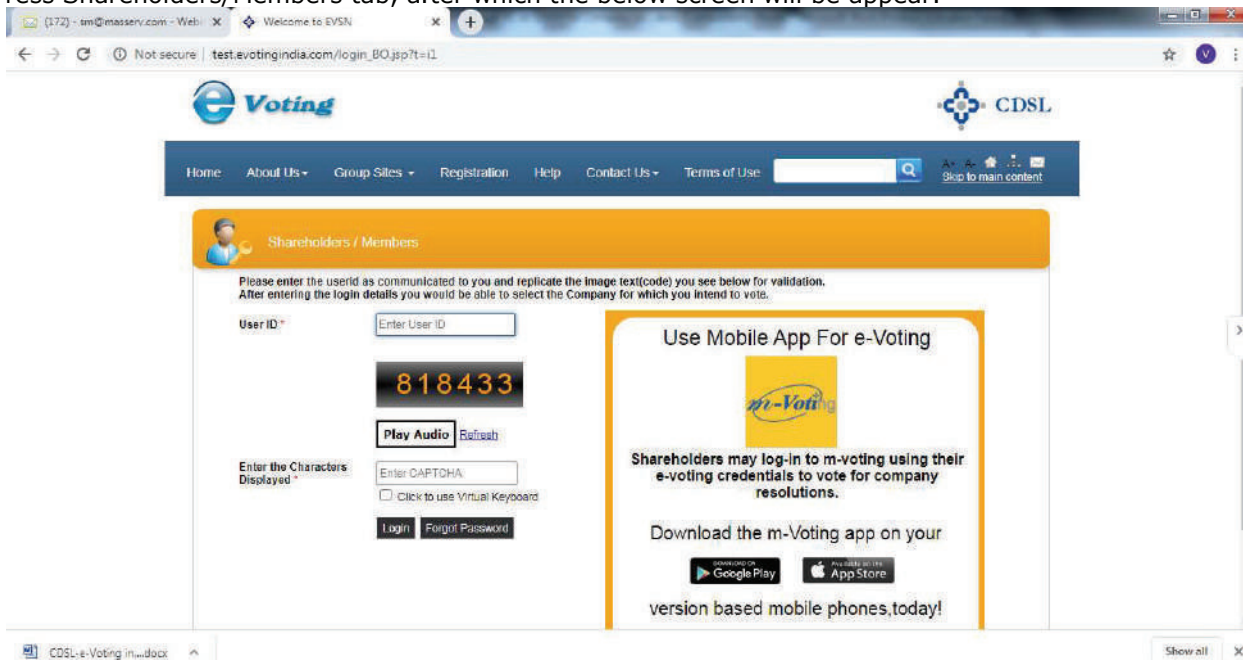
NOTE: IT IS ADVISABLE TO LOGIN BEFORE HAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

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/>. Below screen will be appear.

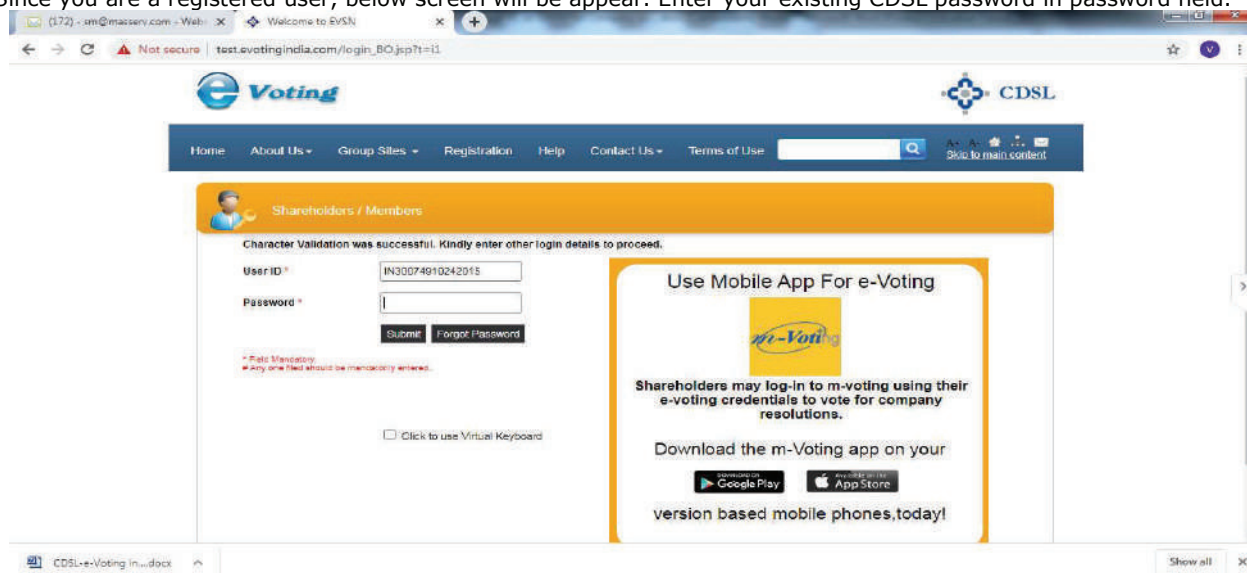


- ii. Press Shareholders/Members tab, after which the below screen will be appear.

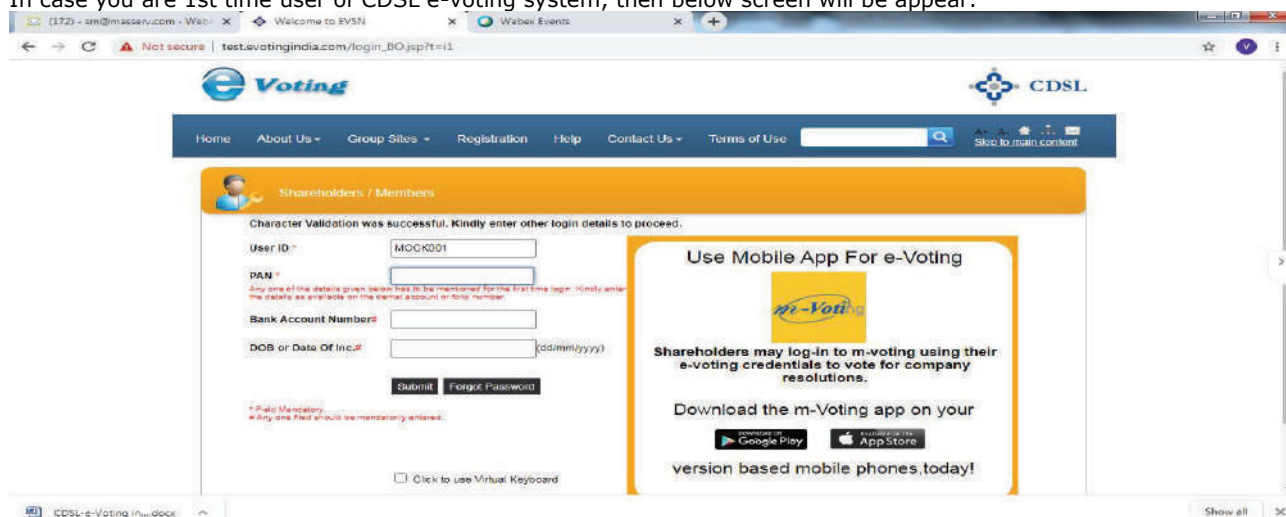


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- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



- 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.

