

PHOENIX OVERSEAS LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	13-Aug-25
Total Number of Shareholders on Record Date	1769
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	
Promoter & Promoter Group	12
Public	6
Total	18

1	ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Ordinary Resolution					
			No					
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	13723722	13723722	100.0000	13723722	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		13723722	100.0000	13723722	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	5622296	242296	4.3096	242296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		242296	4.3096	242296	0	100.0000	0.0000
Total		19346018	13966018	72.1907	13966018	0	100.0000	0.0000

2	APPOINTMENT OF MR. UDAY NARAYAN SINGH (DIN: 00722449) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Ordinary Resolution					
			Yes					
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	13723722	8900797	64.8570	8900797	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		8900797	64.8570	8900797	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	5622296	242296	4.3096	240296	2000	99.1746	0.8254
	Evoting at AGM		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		242296	4.3096	240296	2000	99.1746	0.8254
Total		19346018	9143093	47.2609	9141093	2000	99.9781	0.0219

3	TO DECLARE FINAL DIVIDEND @ 6% I.E. RE. 0.60/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2024-25							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Ordinary Resolution					
			No					
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	13723722	13723722	100.0000	13723722	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		13723722	100.0000	13723722	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	5622296	242296	4.3096	242296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		242296	4.3096	242296	0	100.0000	0.0000
Total		19346018	13966018	72.1907	13966018	0	100.0000	0.0000

4	APPOINTMENT OF ARPITA DAS (DIN: 11100459) AS AN INDEPENDENT DIRECTOR OF THE COMPANY							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Special Resolution					
Category	Mode of Voting	No.of shares held (1)	No					
			No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	13723722	13723722	100.0000	13723722	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		13723722	100.0000	13723722	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	5622296	242296	4.3096	240296	2000	99.1746	0.8254
	Evoting at AGM		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		242296	4.3096	240296	2000	99.1746	0.8254
Total		19346018	13966018	72.1907	13964018	2000	99.9857	0.0143

5	APPOINTMENT OF M/S. TP AND ASSOCIATES PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Special Resolution					
			No					
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	13723722	13723722	100.0000	13723722	0	100.0000	0.0000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		13723722	100.0000	13723722	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	5622296	242296	4.3096	242296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		242296	4.3096	242296	0	100.0000	0.0000
Total		19346018	13966018	72.1907	13966018	0	100.0000	0.0000

The Ordinary Resolution / Special Resolutions as set out in the 22nd AGM Notice dated 15.05.2025 has been passed by the Members by requisite majority.

For Phoenix Overseas Limited

Abhishek Chakraborty
Company Secretary

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CHAKRABORTY

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SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS
10/1, Deodar Street, Kolkata – 700 019
Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

Consolidated Scrutinizer's Report

To,
The Chairman
Phoenix Overseas Limited
13-B, Bidhan Sarani
Kolkata – 700 006.

Dear Sir,

I thank you for appointing me as the Scrutinizer for Remote e-voting process and e-voting by the Board of Directors Meeting at the Meeting held on 15th May 2025.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For Sudhir Kothari & Associates
Chartered Accountant

**SUDHIR
KUMAR
KOTHARI**

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SUDHIR KUMAR KOTHARI
Practicing Chartered Accountant
F.C.A. No.: 053874
CP No.: 330320E

Place: Kolkata
Date: 13th August 2025



SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

SCRUTINIZER'S REPORT

Name of the Company	Phoenix Overseas Limited
Type of Meeting	Annual General Meeting
Day, Date & Time	Wednesday 13 th August, 2025 at 3.00 p.m. (IST)
Deemed Venue	13-B, Bidhan Sarani, Kolkata – 700 006.
Mode	Through Video Conferencing / Other Audio-Visual Means ("VC / AVM")

1. Appointment as Scrutinizer

I have been appointed as a Scrutinizer of Phoenix Overseas Limited (hereinafter referred to as "the Company") at the Board of Directors Meeting of the Company held on Thursday 15th May, 2025 for the remote e-voting as well as the e-voting of the Company's **22nd Annual General Meeting ("AGM")** to be held on **Wednesday 13th August, 2025 at 3 pm** (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

- 2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other General Meetings of Members through Video Conferencing (VC) or Other Audio-Visual Means (OAVIM), the advertisements were published in **Financial Express (English version)** and **Arthik Lipi (Bengali version)** on **19th July, 2025**, specifying the date and time of the AGM, availability of the notice on the Company's website and website of Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- 2.2. The Company hosted the notice of AGM on its website and also intimated the same to National Stock Exchange (NSE) of India Limited on **18th July, 2025**.





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

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Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

2.3. The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Cameo Corporate Services Limited, Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM and the Integrated Annual Report for the financial year 2024-25 on **18th July 2025** by E-mail to **1,689** Members who had registered their email ids with the Company Depositories and by Ordinary Post to **96** Members who had not registered their email ids with the Company Depositories.

3. Cut-off date

3.1. Voting rights with respect to the agenda items were reckoned as on **Wednesday, 6th August 2025**, being the cut-off date for the purpose of deciding the entitlement of Shareholders / Members for remote e-voting and e-voting during the AGM.

4. Remote e-voting process

4.1. Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting and e-voting during the AGM.

4.2. Remote e-voting period

Remote e-voting platform was open from **9.00 a.m. (IST) on Sunday, 10th August 2025 till 5.00 p.m. (IST) on Tuesday, 12th August, 2025** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

5.1. In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to Members who cast their votes through remote e-voting, such as their names, DP ID and Client ID / folios, number of shares held but not in the manner in which they have voted.





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

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5.2. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID and Client ID / folios and shareholding of the Members who had cast their votes through remote e-voting.

6. Counting Process

6.1. On conclusion of the AGM, I unblocked the results of the Remote e-voting and e-voting by Members at the AGM, on the CDSL e-voting platform on **Wednesday, 13th August 2025** at **15:45 hours** and downloaded the results for scrutiny on the same day at **15:47:08 hours** under the witnesses of Mr. Dipankar Ghosh, resident of 1, Taru Villa, Kabi Sukanta Lane, Kolkata – 700 086 and Mr. Sourav Ghosh, resident of Virendra Apartments, Flat – E1, 35 Gariahat Road South, Kolkata – 700 031, who are not employees of the Company.

7. Results

- 7.1. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 15th May, 2025 is enclosed herewith.
- 7.2. Based on the aforesaid results, I report that the **Ordinary Resolutions** set out in Item Nos. **1, 2, and 3** and **Special Resolutions** set out in Item Nos. **4 and 5** in the Notice of the 22nd AGM dated 15th May, 2025 have been passed with the requisite majority.





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

Proprietor CA Sudhir Kumar Kothari, B. Com (Hons.), FCA, DISA, ACS

10/1, Deodar Street, Kolkata – 700 019

Mobile: 9830284200. E-mail: sudhirkothari@hotmail.com

CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	1,39,66,018	-	-	21	1,39,66,018	100
Dissent	-	-	-	-	-	-	-
Total	21	1,39,66,018	-	-	21	1,39,66,018	100

Item No. 2: To appoint Director in place of Mr. Uday Narayan Singh (DIN: 00722449), who retires by rotation and being eligible, offers his candidature for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	91,41,093	-	-	15	91,41,093	99.98
Dissent	1	2,000	-	-	1	2,000	0.02
Total	16	91,43,093	-	-	16	91,43,093	100

Item No. 3: To declare Final Dividend of ₹ 0.60 per share on the paid-up equity shares of ₹ 10 each for the financial year ended 31st March, 2025.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	1,39,66,018	-	-	21	1,39,66,018	100
Dissent	-	-	-	-	-	-	-
Total	21	1,39,66,018	-	-	21	1,39,66,018	100





SUDHIR KOTHARI & ASSOCIATES

Chartered Accountant

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Item No. 4: To approve the appointment of Mrs. Arpita Das (DIN: 11100459) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 15th May, 2025 to 14th May, 2030.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	1,39,64,018	-	-	20	1,39,64,018	99.99
Dissent	1	2,000	-	-	1	2,000	0.01
Total	21	1,39,66,018	-	-	21	1,39,66,018	100

Item No. 5: To approve the appointment of M/s. TP and Associates, Practising Company Secretaries as Secretarial Auditors for a period of 5 consecutive years, from 1st April 2025 to 31st March, 2030 and fix their remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	1,39,66,018	-	-	21	1,39,66,018	100
Dissent	-	-	-	-	-	-	-
Total	21	1,39,66,018	-	-	21	1,39,66,018	100

Based on the aforesaid result, I report that the **Resolutions** as set out in **Item No. 1 to 5** of the Notice of the AGM dated 15th May, 2025 have been **passed with requisite majority**.

For **Sudhir Kothari & Associates**
Chartered Accountant

**SUDHIR
KUMAR
KOTHARI**

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SUDHIR KUMAR KOTHARI
Practicing Chartered Accountant
F.C.A. No.: 053874
CP No.: 330320E

UDIN: **25053874BMIRRO7593**

Place: Kolkata
Date: 13th August 2025