Phoenix Overseas Limited
Three Star Export House
CIN: L15314WB2002PLC095587
Registered Office Address :
13-B, Bidhan Sarani, Kolkata - 700006
West Bengal, India

Dated: 29th August, 2026

To
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Sub: Disclosure of Voting Results of the 23rd Annual General Meeting of the Company held on Friday, 28th August, 2026 along with the Scrutinizers Report.

Ref: Phoenix Overseas Limited (Symbol: PHOGLOBAL)

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results for the business transacted at the 23rd Annual General Meeting of the Company held on Friday, 28th August, 2026 (Annexure A) and the Scrutinizers' Report thereon on the voting (Annexure B).

Kindly take the same on your record.
Thanking You
Yours faithfully
For **Phoenix Overseas Limited**

SIMRAN KOTHARI
Digitally signed by SIMRAN KOTHARI
Date: 2026.08.29 11:50:01 +05'30'

Simran Kothari
Company Secretary & Compliance officer

Encl: As above

PHOENIX OVERSEAS LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	28-Aug-26
Total Number of Shareholders on Record Date	1625
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	10
Public	8
Total	**18**

1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon							
Whether Promoter / Promoter Group Are Interested In The Agenda / 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	13739722	13701722	99.7234	13701722	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		13701722	99.7234	13701722	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	5606296	194296	3.4657	194296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		194296	3.4657	194296	0	100.0000	0.0000

	Total	19346018	13896018	71.8288	13896018	0	100.0000	0.0000

2	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, 2026							
Whether Promoter / Promoter Group Are Interested In The Agenda / 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	13739722	13701722	99.7234	13701722	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		13701722	99.7234	13701722	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	5606296	194296	3.4657	194296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		194296	3.4657	194296	0	100.0000	0.0000
	Total	19346018	13896018	71.8288	13896018	0	100.0000	0.0000

3	To appoint Director in place of Mr. Jayanta Kumar Ghosh (DIN: 00722445), who retires by rotation and being eligible, offers his candidature for re-appointment							
Whether Promoter / Promoter Group Are Interested In The Agenda / 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	13739722	12417826	90.3790	12417826	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		12417826	90.3790	12417826	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	5606296	194296	3.4657	194296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		194296	3.4657	194296	0	100.0000	0.0000
	Total	19346018	12612122	65.1923	12612122	0	100.0000	0.0000

4	To approve the appointment of Shri Aparesh Nandi (DIN: 00722439) as Managing Director and Key Managerial Personnel of the Company for a period of Five years with effect from 21st July, 2026 i.e., from FY 2026-27 to FY 2030-2031

Whether Promoter / Promoter Group Are Interested In The Agenda / 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	13739722	12417826	90.3790	12417826	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		12417826	90.3790	12417826	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	5606296	194296	3.4657	194296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		194296	3.4657	194296	0	100.0000	0.0000
	Total	19346018	12612122	65.1923	12612122	0	100.0000	0.0000

5	To approve the appointment of M/s. L.B. Jha & Co. LLP (FRN: 301088E), Chartered Accountants are appointed as Statutory Auditor of the Company for the FY 2026-27 to fill the casual vacancy caused by M/s. Jain Seth & Co., Chartered Accountants (FRN: 002069W)

Whether Promoter / Promoter Group Are Interested In The Agenda / 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	13739722	13701722	99.7234	13701722	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		13701722	99.7234	13701722	0		
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	5606296	194296	3.4657	194296	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		194296	3.4657	194296	0	100.0000	0.0000
	Total	19346018	13896018	71.8288	13896018	0	100.0000	0.0000

The Ordinary Resolution / Resolutions as set out in the Postal Ballot Notice dated 20th May 2026 has been passed by the Members by 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 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 20th May 2026.

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

Digitally signed by SUDHIR KUMAR KOTHARI
Date: 2026.08.29 10:24:45 +05'30'

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

Place: Kolkata
Date: 29th August 2026

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	**Friday, 28th August, 2026 at 1.00 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 **Wednesday 20th May, 2026** for the remote e-voting as well as the e-voting of the Company's **23rd Annual General Meeting** ("AGM") to be held on **Friday, 28th August, 2026** at **1 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 **4th August, 2026**, 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 **5th August, 2026**.

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 2025-26 on **4th August 2026** by E-mail to **1,539** Members who had registered their email ids with the Company Depositories and by Ordinary Post to **20** 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 **29th May 2026**, 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 Tuesday, 25th August 2026 till 5.00 p.m. (IST) on Thursday, 27th August, 2026** 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

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

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 **Friday, 28th August 2026** at **17:31 hours** and downloaded the results for scrutiny on the same day at **17:31:46 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 **4th August, 2026** is enclosed herewith.

7.2. Based on the aforesaid results, I report that the **Ordinary Resolutions** set out in Item Nos. **1 to 5** in the Notice of the 23rd AGM dated 4th August, 2026 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, 2026 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	19	1,38,96,018	-	-	19	1,38,96,018	100
Dissent	-	-	-	-	-	-	-
Total	**19**	**1,38,96,018**	**-**	**-**	**19**	**1,38,96,018**	**100**

Item No. 2: 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, 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1,38,96,018	-	-	19	1,38,96,018	100
Dissent	-	-	-	-	-	-	-
Total	**19**	**1,38,96,018**	**-**	**-**	**19**	**1,38,96,018**	**100**

Item No. 3: To appoint Director in place of Mr. Jayanta Kumar Ghosh (DIN: 00722445), 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	18	1,26,12,122	-	-	19	1,26,12,122	100
Dissent	-	-	-	-	-	-	-
Total	**18**	**1,26,12,122**	**-**	**-**	**19**	**1,26,12,122**	**100**

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

Item No. 4: To approve the appointment of Shri Aparesh Nandi (DIN: 00722439) as Managing Director and Key Managerial Personnel of the Company for a period of Five years with effect from 21st July, 2026 i.e., from FY 2026-27 to FY 2030-2031.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	1,26,12,122	-	-	18	1,26,12,122	100
Dissent	-	-	-	-	-	-	-
Total	**18**	**1,26,12,122**	**-**	**-**	**18**	**1,26,12,122**	**100**

Item No. 5: To approve the appointment of M/s. L.B. Jha & Co. LLP (FRN: 301088E), Chartered Accountants are appointed as Statutory Auditor of the Company for the FY 2026-27 to fill the casual vacancy caused by M/s. Jain Seth & Co., Chartered Accountants (FRN: 002069W).

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1,38,96,018	-	-	19	1,38,96,018	100
Dissent	-	-	-	-	-	-	-
Total	**19**	**1,38,96,018**	**-**	**-**	**19**	**1,38,96,018**	**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 4th August, 2026 have been **passed with requisite majority**.

For **Sudhir Kothari & Associates**
Chartered Accountant

SUDHIR KUMAR KOTHARI

Digitally signed by SUDHIR KUMAR KOTHARI
Date: 2026.08.29 10:25:24 +05'30'

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

UDIN: **26053874IJMAJJ3441**

Place: Kolkata
Date: 29th August 2026