



Phoenix Overseas Ltd



(Please scan this QR Code to view the RHP)

PHOENIX OVERSEAS LIMITED

Phoenix Overseas Limited ("Company" or "Issuer") was originally incorporated as "Phoenix Commodity Exports Private Limited" on December 31, 2002 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Kolkata. Subsequently, pursuant to a resolution passed by our Shareholders in their Extraordinary General Meeting held on November 20, 2008, the name of our Company was changed to "Phoenix Overseas Private Limited" and a fresh certificate of incorporation dated December 16, 2008 was issued by the Registrar of Companies, Kolkata. Further, pursuant to a special resolution of our Shareholders passed in an extra-ordinary general meeting dated September 30, 2011 our Company was converted from a private limited company to a public limited company and consequently the name of our Company was changed to "Phoenix Overseas Limited", and a fresh certificate of incorporation dated November 14, 2011 was issued to our Company by the Registrar of Companies, Kolkata. For details of change in the name of our Company and Registered Office of our Company, see "History and Certain Corporate Matters" on page 140 of the Red Herring Prospectus dated September 14, 2024 filed with ROC.

Registered Office: 13B Bidhan Sarani Amherst St, Kolkata, West Bengal, India, 700006; | Telephone: +91 33 22198752 | Contact Person: Abhishek Chakraborty, Company Secretary and Compliance Officer
E-mail: cs@phxglobal.net; | Website: www.phxglobal.net; | Corporate Identity Number: U15314WB2002PLC095587

PROMOTERS OF THE COMPANY: APARESH NANDI, JAYANTA KUMAR GHOSH, UDAY NARAYAN SINGH, KANHAI SINGH WELFARE TRUST,
BCPL RAILWAY INFRASTRUCTURE LIMITED, AN DEALERS LLP, JKG COMMERCIAL LLP, UNS COMMERCIAL LLP AND TRICON LOGISTICS ENGINEERING CONSULTANCY PRIVATE LIMITED

ADDENDUM CUM CORRIGENDUM TO THE RED HERRING PROSPECTUS DATED SEPTEMBER 14, 2024

On account of bank holiday declared in Maharashtra vide RBI press release no 2024-2025/1114 dated September 14, 2024 the issue opening and issue closing date will be as follows.

The issue will now open on Friday, September 20, 2024 and close on Tuesday, September 24, 2024.

All other terms and conditions prescribed in the Red Herring Prospectus dated September 14, 2024, Price Band and Pre-Issue Advertisement and the Corrigendum, shall continue to be applicable.

The Cover Page of the Red Herring Prospectus under the heading Offer Programme:

OFFER OPENS ON: Thursday, September 19, 2024
OFFER CLOSES ON: Monday, September 23, 2024

Shall now be read as:

OFFER OPENS ON: Friday, September 20, 2024
OFFER CLOSES ON: Tuesday, September 24, 2024

The Cover Page No. 2 of the Red Herring Prospectus under the heading Bid / Offer Programme:

OFFER OPENS ON: Thursday, September 19, 2024
OFFER CLOSES ON: Monday, September 23, 2024

Shall now be read as:

OFFER OPENS ON: Friday, September 20, 2024
OFFER CLOSES ON: Tuesday, September 24, 2024

Under the Definition and Abbreviations Section on Page No: 11

Offer Opening: The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Offer, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being September 19, 2024.

Offer Closing: The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Offer, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being September 23, 2024.

Shall now be read as:

Offer Opening: The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Offer, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being September 20, 2024.

Offer Closing: The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Offer, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being September 24, 2024.

The Bid/Issue Program on page no. 60, 211 and 217 of the RHP dated September 14, 2024, shall be read as under:

Event	Indicative Date
Issue Opening Date	Friday, September 20, 2024
Issue Closing Date	Tuesday, September 24, 2024
Finalisation of Basis of Allotment with the Designated Stock Exchange	Wednesday, September 25, 2024
Initiation of Refunds/ unblocking of funds from ASBA Account*	Thursday, September 26, 2024
Credit of Equity Shares to demat account of the Allottees	Thursday, September 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	Friday, September 27, 2024

2. Inclusion of procedure for Basis of Allotment and flow of events from closure of bidding period (T DAY) Till Allotment:

Following information / details shall be added on page no. 242 of the Red Herring Prospectus under the heading "Basis of Allotment" after Point No. 5

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, Registrar to validate the electronic bid details with the depository records and also reconciles the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- Registrar identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- Registrar prepares the list of final rejections and circulate the rejections list with RRLM / Company for their review/comments.
- Post rejection, the Registrar submits the basis of allotment with the Stock Exchange.
- The Stock Exchange, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The Registrar uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees :-

- Instruction is given by Registrar in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Stock Exchange is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the Registrar will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

AT PAR FACILITY

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that "at par" facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

GROUND FOR REFUND

Non-Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in this Red Herring Prospectus. The Stock Exchange may be as disclosed in the Red Herring Prospectus with which the Basis of Allotment may be finalised. If the permission to deal in and official quotation of the Equity Shares are not granted by Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Red Herring Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Red Herring Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank / Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within Four Working Days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of four Working Days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in this Red Herring Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of this Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this issue document including devolvement of underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four Working Days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

Minimum Number of Allottees

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than fifty (50), failing which the entire application monies may be refunded forthwith.

MODE OF REFUNDS

a) In case of ASBA Applications: Within Two (2) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA Applications withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Issue.

b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

c) In case of Investors: Within two (2) Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Issue may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Applicant as obtained from the Depository;

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method.

In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant.

Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

(v) Please note that refunds, on account of our Company not receiving the minimum subscription of 100% of the Issue, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to this Red Herring Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum (15% p.a.) if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within four Working Days from the date of the closure of the issue. However, applications received after the closure of issue in fulfillment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 3 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 2 Working Days of the Issue Closing Date.

3. Corrections in the shares offered under Promoters Contribution for Lock-in of shares:

Page-81 under the Chapter titled "Capital Structure" in the heading Details of Promoters' contribution locked in for Three Years.

The tables providing the details of Minimum Promoter's Contribution for lock-in of shares of Apares Nandi and Tricon Logistics Engineering Consultancy Private Limited provided on page no. 81 and 82 of the Red Herring Prospectus shall now be read as follows:

Number of Equity Shares locked-in	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value	Issue / Acquisition Price per Equity Share (in INR)	Nature of consideration (cash / other than cash)	% of fully diluted post-Issue paid-up capital	Period of lock-in
Apares Nandi							
5,000	Subscription to Memorandum of Association	31-Dec-02	10.00	10.00	Cash	0.03	3 Years
2,500	Transfer to Jayanta Kumar Ghosh	20-Jun-03	10.00	10.00	Cash	0.01	3 Years
22,500	Allotment against takeover of the business of M/S. Phoenix International	26-Sep-03	10.00	10.00	Other than Cash	0.12	3 Years
55,000	Bonus Issue in the ratio of 11:5	24-Dec-04	10.00	139.00	Other than Cash	0.28	3 Years
50,000	Transfer from Bapi Construction Electrical Engineering Private Limited	14-Apr-08	10.00	6.30	Cash	0.21	3 Years
135,000	TOTAL					0.65	
Tricon Logistics Engineering Consultancy Private Limited							
9,000.00	Transfer from Daffodil Tracon Private Limited	03-May-10	10.00	2.00	Cash	0.05	3 Years
5,000.00	Transfer from Darkwell Mercantiles Private Limited	03-May-10	10.00	2.00	Cash	0.03	3 Years
6,000.00	Transfer from Roxy Vanija Private Limited	03-May-10	10.00	2.00	Cash	0.03	3 Years
267.00	Transfer from Ridhi Sidhi Merchants Private Limited	30-Sep-11	10.00	244.00	Cash	0.00	3 Years
1,267.00	Transfer from Urch Traders Private Limited	30-Sep-11	10.00	244.00	Cash	0.01	3 Years
3,600.00	Transfer from Gazebo Commerce Private Limited	30-Sep-11	10.00	244.00	Cash	0.02	3 Years
145,777.00	Bonus Issue in the ratio of 580:100	11-Nov-14	10.00	-	Other than Cash	0.75	3 Years
(21,800.00)	Transfer to BCPL Railway Infrastructure Limited	December 31, 2014	10.00	56.10	Cash	0.11	3 Years
(5,330.00)	Transfer to BCPL Railway Infrastructure Limited	16-Jul-15	10.00	56.74	Cash	0.03	3 Years
287,562.00	Bonus Issue in the ratio of 2:1	08-Jun-24	10.00	-	Other than Cash	1.49	3 Years
4,31,343.00	TOTAL					2.38	

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus

On behalf of Board of Directors
PHOENIX OVERSEAS LIMITED

Place: Kolkata, West Bengal

Date: September 17, 2024

Sd/-
Abhishek Chakraborty
Company Secretary and Compliance Officer

Disclaimer: PHOENIX OVERSEAS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares the Red Herring Prospectus dated September 14, 2024 has been filed with the Registrar of Companies, Kolkata and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of NSE Emerge at https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer and is available on the websites of the BRLM at www.kslindia.com. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Red Herring Prospectus including the section titled "Risk Factors" beginning on page 29 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in 'offshore transactions' in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.