

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- 13B BIDHAN SARANI  
AMHERST ST  
KOLKATA  
West Bengal  
700006
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)(viii) \*Whether Annual general meeting (AGM) held  Yes  No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted  Yes  No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**\*Number of business activities 

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**\*No. of Companies for which information is to be given 

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KBC Solvex Private Limited	U24100WB2009PTC135503	Subsidiary	66.67

**IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY****(i) \*SHARE CAPITAL**

## (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	4,922,006	4,922,006	4,922,006
Total amount of equity shares (in Rupees)	150,000,000	49,220,060	49,220,060	49,220,060

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	15,000,000	4,922,006	4,922,006	4,922,006
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	49,220,060	49,220,060	49,220,060

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	4,922,006	0	4922006	49,220,060	49,220,060	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	4,922,006	0	4922006	49,220,060	49,220,060	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

4,509,707,000

**(ii) Net worth of the Company**

438,242,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,219,960	45.1	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,702,046	54.9	0	
10.	Others	0	0	0	
	<b>Total</b>	4,922,006	100	0	0

**Total number of shareholders (promoters)**

11

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	<b>Total</b>	0	0	0	0
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**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

11

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	11	11
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	2	1	2	11.07	22.13
<b>B. Non-Promoter</b>	0	2	0	2	0	0
(i) Non-Independent	0	1	0	0	0	0
(ii) Independent	0	1	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	4	1	4	11.07	22.13

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

5

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Aparesh Nandi	00722439	Managing Director	544,632	
Uday Narayan Singh	00722449	Director	544,632	
Jayanta Kumar Ghosh	00722445	Director	544,632	
Sanghamitra Mukherjee	07203827	Director	0	
Sudipta Kumar Mukherjee	09022104	Director	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sudipta Kumar Mukherjee	09022104	Director	30/09/2022	Change in designation from Additional

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	11	11	100

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	5	5	100
2	28/07/2022	5	5	100
3	31/08/2022	5	5	100
4	01/09/2022	5	5	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	27/09/2022	5	5	100
6	17/11/2022	5	5	100
7	25/02/2023	5	5	100

### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Aparesh Nand	7	7	100	0	0	0	Yes
2	Uday Narayan	7	7	100	0	0	0	Yes
3	Jayanta Kuma	7	7	100	0	0	0	Yes
4	Sanghamitra M	7	7	100	0	0	0	Yes
5	Sudipta Kuma	7	7	100	0	0	0	Yes

### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Aparesh Nandi	Managing Director	6,593,000	0	0	0	6,593,000
	Total		6,593,000	0	0	0	6,593,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Twinkle Pandey

Whether associate or fellow

Associate  Fellow

Certificate of practice number

22187

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

UDAY  
NARAYAN  
SINGH  
Digitally signed by  
UDAY NARAYAN  
SINGH  
Date: 2023.12.26  
13:58:49 +05'30'

DIN of the director

00722449

#### To be digitally signed by

TWINKLE  
PANDEY  
Digitally signed by  
TWINKLE PANDEY  
Date: 2023.12.27  
14:34:54 +05'30'

Company Secretary

Company secretary in practice

Membership number

49208

Certificate of practice number

22187

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholder_Phoenix.pdf MGT- 8_PHOENIX OVERSEAS LIMITED, UDIN_MGT-8.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



# Phoenix Overseas Ltd.

(Formerly Phoenix Overseas Pvt. Ltd.)  
A Govt. Recognised 'Trading House'  
CIN No. U15314WB2002PTC095587

Regd. Office: 13-B, Bidhan Sarani, Chanda Plaza (4th Floor), Kolkata-700 006

## List of shareholders of Phoenix Overseas Limited

Sl. No	First Name	Middle name	Last Name	LF No	DP ID-Client ID No	Number of shares	Class of shares
1	Aparesh		Nandi	1		544632	Equity
2	Jayanta	Kumar	Ghosh	3		544632	Equity
3	Uday	Narayan	Singh	2		544632	Equity
4	Kanhai		Singh	4		544632	Equity
5	BCPL Railway Infrastructure Limited			11		511335	Equity
6	Debasis		Sircar	12		41432	Equity
7	AN Dealers LLP			27		540822	Equity
8	JKG Commercial LLP			28		541697	Equity
9	UNS Commercial LLP			30		489227	Equity
10	KS Vinimay LLP			29		475184	Equity
11	Tricon Logistics Engineering Consultancy Private Limited			34		143781	Equity
						4922006	

Phoenix Overseas Ltd.

  
Director

ALL SUBJECT TO KOLKATA JURISDICTION

Tel. : +91-33-2219 8752, Mob. +91-9831004109, Fax : +91-33-2219-9368, e-mail : corp@phxglobal.net, info@phxglobal.net  
website : www.phxglobal.net • www.bagsindia.com • www.seashellindia.com • www.knitchoice.com • www.craftsdecor.com

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTISE**

I/We have examined the registers, records and books and papers of **PHOENIX OVERSEAS LIMITED (CIN: U15314WB2002PLC095587)**, (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31<sup>st</sup> March, 2023**. In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the company, its officers and agents, I/~~we~~ certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status is active under the Companies Act, 2013;
  2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, are within the time prescribed under the Act and the rules made thereunder. However, no forms or returns were required to be filed with the Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

<b>Form Name</b>	<b>Date of Filing</b>	<b>Date of Event</b>	<b>SRN Number</b>	<b>Filed with</b>
AOC-4 (XBRL)	07/11/2022	30/09/2022	F40887663	MCA
MGT-7	26/11/2022	30/09/2022	F48810238	MCA
DPT-3	18/06/2022	31/03/2022	F07268527	MCA
DIR-12	25/10/2022	30/09/2022	F30850937	MCA
MGT-14	10/10/2022	27/09/2022	F28474765	MCA
MGT-14	28/09/2022	31/08/2022	F26701714	MCA
MGT-14	17/12/2022	17/11/2022	F53474151	MCA

**Email: [twinklPandey9@gmail.com](mailto:twinklPandey9@gmail.com), Ph.: 9073960964**

**9/35, A-zone Hostel Avenue, Near Zoom International School Durgapur - 713204**

PAS-6	18/10/2022	30/09/2022	F30850119	MCA
PAS-6	20/05/2022	31/03/2022	F01905975	MCA

4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

**AGM held during the period 2022-2023 : 30/09/2022**

**EGM Date : Not Applicable.**

**No. of Board Meetings** – Seven Numbers (7) of Board Meeting held during the Financial Year ended 31st March,2023 are as follows:- 30/05/2022, 28/07/2022, 31/08/2022, 01/09/2022, 27/09/2022, 17/11/2022, 25/02/2023.

5. Closure of books is not applicable for 2022-23.
6. **During the financial year 2022-2023 , The Company has declared dividend of Rs.51.68 lacs.**
7. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **The Company has not granted any loans and advances or given any guarantee or provided any security covered under section 185 of Companies Act 2013.**
8. Contracts/arrangements with related parties as specified in section 188 of the Act; **As per the Auditors Report , The Company has entered into necessary transactions with related parties ( Director & KMP ) in a manner conforming to provisions of section 188 of the Companies Act, 2013 and rules made thereunder as on 31.03.2023.**
9. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances ; **During financial year 2022-2023, The Company has issued & allotted 1,16,50,000 Numbers of Equity Shares of Rs.10 each to existing Shareholders and others.**
10. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **Not Applicable**

**Email: [twinklPandey9@gmail.com](mailto:twinklPandey9@gmail.com), Ph.: 9073960964**

**9/35, A-zone Hostel Avenue, Near Zoom International School Durgapur - 713204**

11. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act ; **Not Applicable**

12. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub – sections (3), (4) and (5) thereof;

**Board report signed during the financial year 2022-2023 – 31/08/2022**  
**Auditors report signed during the financial year 2022-2023 – 31/08/2022**

13. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them During the year 2022-23: **Change in designation of Mr Sudipta Kumar Mukherjee from Additional Director to Independent Director for a period of 5 years (BM:27/01/2022) ratified by the shareholders at its meeting held on 30.09.2022.**

14. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; Pursuant to the provisions of section 139 of the Companies Act, 2013 ; **M/s M A Hassan & Co, Chartered Accountants (FRN:326923E) were appointed as Statutory Auditors of the Company to hold the office up to the ensuing Annual General Meeting of the Company.**

15. No Such Approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

16. Acceptance/ renewal/ repayment of deposits – **The Company has not accepted/renewed/repaid any Deposit under this Act, during financial year 2022-2023.**

17. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

**Long Term Borrowings of the Company as on 31.03.2023 : Rs. 435.04 lacs**  
**Short Term Borrowings of the Company as on 31.03.2023 : Rs. 3012.20 lacs**

18. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;  
**During the Financial Year 2022-2023, In accordance with provision of section 186 of companies Act, The Company has not given any loan to any person or body corporate and has not given any guarantee or provided any security in connection with loan to any other body corporate or person.**

**Email: [twinklPandey9@gmail.com](mailto:twinklPandey9@gmail.com), Ph.: 9073960964**


**9/35, A-zone Hostel Avenue, Near Zoom International School Durgapur - 713204**

**(Company Secretary in Practise)**

19. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company ; **No such events were occurred during the relevant financial year i.e, 2022-2023.**

**For TP & Associates**

TWINKLE  
PANDEY

 Digitally signed by TWINKLE  
PANDEY  
Date: 2023.12.23 20:44:47 +05'30'

Twinkle Pandey  
**Proprietor**  
(Company Secretary in Practise)  
ACS No.: 49208  
C.P. No:22187  
Peer Review No: 2088/2022  
**UDIN: A049208E003025302**  
**Place: Durgapur**  
**Date : 23/12/2023**

**Email: [twinklpandey9@gmail.com](mailto:twinklpandey9@gmail.com), Ph.: 9073960964**

**9/35, A-zone Hostel Avenue, Near Zoom International School Durgapur - 713204**

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**UDIN generation**

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donotreply5@icsi.edu <donotreply5@icsi.edu>  
To: TWNKLPANDEY9@gmail.com

Sat, Dec 23, 2023 at 8:43 PM

**UDIN GENERATED SUCCESSFULLY**

<b>Membership Number</b>	A49208
<b>UDIN Number</b>	A049208E003025302
<b>Name of the Company</b>	PHOENIX OVERSEAS LIMITED
<b>CIN Number</b>	U15314WB2002PLC095587
<b>Financial Year</b>	2023-24
<b>Document Type(Certificates)</b>	Annual Return - MGT-8 - Sec 92(2) of Companies Act, 2013
<b>Document Description</b>	Certification of Annual Return in Form MGT-8 under Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014
<b>Date of signing documents</b>	23/12/2023