



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 extraordinary 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

CORRIGENDUM TO RED HERRING PROSPECTUS

Attention of investors is being brought to:

The Company has issued RHP dated September 14, 2024 in respect of IPO of the Company.

1. Page No. 57 - THE OFFER STATING:

Under the Heading "The Offer"

Net QIB Portion - 802,000* Equity Shares of INR 10/- each at an Offer Price of INR [●]/- per Equity Share each aggregating to INR [●] Lakhs.

Available for allocation to Mutual Funds only (5% of the QIB portion) - 42,000* Equity Shares of INR 10/- each at an Offer Price of INR [●]/- per Equity Share each aggregating to INR [●] Lakhs.

Allocation to Retail Individual Investors - At least 22,46,000 Equity Shares of INR 10/- each at an Offer Price of INR [●]/- per Equity Share each aggregating to INR [●] Lakhs

Shall now be read as-

Net QIB Portion - 8,00,000* Equity Shares of INR 10/- each at an Offer Price of INR [●]/- per Equity Share each aggregating to INR [●] Lakhs.

Available for allocation to Mutual Funds only (5% of the QIB portion) - 40,000* Equity Shares of INR 10/- each at an Offer Price of INR [●]/- per Equity Share each aggregating to INR [●] Lakhs.

Allocation to Retail Individual Investors- At least 22,48,000 Equity Shares of INR 10/- each at an Offer Price of INR [●]/- per Equity Share each aggregating to INR [●] Lakhs.

2. Page No. 67 - UNDER CAPITAL STRUCTURE STATING:

Point No. C: Under the heading, "Present offer in terms of this Red Herring Prospectus":

Addition of following details below the "Net Issue to Public of 53,48,000 Equity Shares of INR 10/- each at a price of INR [●] per Equity Share"

Up to 8,00,000 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share will be available for allocation to Qualified Institutional Buyers - Aggregate Value at Nominal Price INR 80.00 Lacs.

Further, the column below the above point stating:

Up to 22,46,000 Equity Shares of INR 10/- each at a price of INR [●] per Equity Share will be available for allocation for Investors of up to INR 2.00 lakhs- Aggregate Value at Nominal Price INR 224.60 Lacs.

Shall now be read as- Up to 22,48,000 Equity Shares of INR 10/- each at a price of INR [●] per Equity Share will be available for allocation for Investors of up to INR 2.00 lakhs- Aggregate Value at Nominal Price 224.80.

3. Page No. 215 - UNDER OFFER STRUCTURE

Under the Column "QIBs" stating:

Not more than 8,02,000 Equity Shares.

a) Up to 42,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and

Shall now be read as:

Not more than 8,00,000 Equity Shares.

a) Up to 40,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and

Under the column "Retail Individual Investors" stating:

Not less than Equity Shares 22,46,000

Shall now be read as:

Not less than Equity Shares 22,48,000

4. Page No. 238 - Under the heading "For Retail Individual Bidders":

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue

Price. If the aggregate demand in this category is less than or equal to 22,46,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids

If the aggregate demand in this category is greater than 22,46,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

Shall now be read as:

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 22,48,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids

If the aggregate demand in this category is greater than 22,48,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

5. Page No. 239 - Under the heading "QIBs" in the Point No. ii. In the second instance, allotment of all QIBs shall be determined as follows:

Under-subscription below 5.00% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 8,02,000 Equity Shares.

Shall now be read as:

Under-subscription below 5.00% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 8,00,000 Equity Shares.

6. On page no 91, below the table providing "The break-up of the estimated Offer expenses are as follows", following details to be added:

Notes:

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs

1. ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.

2. Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted

3. Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted

4. Sponsor Bank shall be payable processing fees on UPI application processed by them - Rs 6/- per application on wherein shares are allotted

5. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.

6. The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.

7. Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

8. Offer Expenses other than the listing fees shall be borne by the Company.

On behalf of Board of Directors

PHOENIX OVERSEAS LIMITED

Sd/-

Abhishek Chakraborty

Company Secretary and Compliance Officer

Place: Kolkata, West Bengal
Date: September 16, 2024

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.

KIRIN ADVISORS