

## NOTICE FOR CALLING 21<sup>st</sup> ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Company will be held on Thursday, 12<sup>th</sup> day of September 2024 at 11:00 AM upon approval of Members of the Company, u/s 101 of The Companies Act, 2013 to conduct the meeting at shorter notice at the Registered Office of the Company situated at 13B Bidhan Sarani Amherst St, Kolkata, West Bengal, India, 700006, to transact the following businesses:-

### A. ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Directors’ Report and the Audited Balance Sheet as on year ended 31st March, 2024 and the Profit and Loss Accounts for the Year ended on 31st March, 2024 along with the Auditors’ Report thereon are hereby considered, approved and adopted.”

2. To re appoint Mr. Uday Naryan Singh (DIN: 00722449), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Uday Naryan Singh (DIN: 00722449), who retires by rotation at this meeting, be and is hereby re appointed as a Director of the Company.”

3. To reappoint statutory auditor of the company for a period of five years and to fix their remuneration. Pursuant to applicable provisions of the Act, the Members of the Company at the EGM held on 15-04-2024, appointed M/s. Jain Seth & Co. Chartered Accountants (FRN No: 002069W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s M A Hassan, Chartered Accountants (FRN: 326923E). M/s. Jain Seth & Co. Chartered Accountants (FRN No: 002069W) be entitled to hold office as statutory auditor of the company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 21th Annual General Meeting of the Company until the conclusion of the 26th Annual General Meeting of the Company to consider and if thought fit, to pass with or without modification(s), the Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 and other applicable provision if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rule, 2014, M/s Jain Seth & Co. Chartered Accountants (FRN No: 002069W) be and hereby appointed as the statutory auditor of the company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 21th Annual General Meeting of the Company until the conclusion of the 26th Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in

connection with the Audit as may be mutually agreed between the Board of directors of the company.

By order of the Board of Directors

Dated: 04-09-2024

Sd/-  
Abhishek Chakraborty  
Company Secretary & Compliance Officer

Notes:

A member entitled to attend and vote at the Annual general Meeting (hereinafter known “the Meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

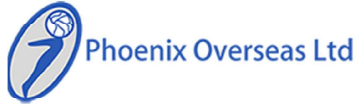
The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 07:00 P.M. (except Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.

Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.



**ATTENDANCE SLIP**  
**PHOENIX OVERSEAS LIMITED**  
CIN: U15314WB2002PLC095587

Registered Office: 13B Bidhan Sarani Amherst St, Kolkata, West Bengal, India, 700006

**21<sup>ST</sup> Annual General Meeting, 2024**

Please fill attendance slip and hand it over at the entrance of the meeting hall. I hereby record my presence at the \_\_\_ Annual General Meeting held at \_\_\_\_\_ on \_\_\_day, \_\_\_September 2024 at \_\_\_PM.

Member's/proxy'sName \_\_\_\_\_  
\_\_\_\_ Member's/proxy's Signature \_\_\_\_\_ No.  
of Shares: \_\_\_\_\_ Folio No. /DP Id No\* . /  
Client Id Number\* \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

For Instruction See As Under

**NOTICE**

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 5 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.
4. Shareholders are requested to bring their copies of the Annual Report to the venue of the AGM.

**FORM MGT - 11****PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

**CIN:** U15314WB2002PLC095587

**Name of the Company:** Phoenix overseas limited

**Registered Office:** 13B Bidhan Sarani Amherst St, Kolkata, West Bengal, India, 700006

I/We, being the member (s) of the company holding ..... Equity shares/, hereby appoint

Name: .....

Address:

E-mail Id:

Signature:

Or failing him/her

Name: .....

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on/my behalf at the Annual General Meeting of the Company, to be held on Thursday, 12<sup>th</sup> day of September 2024 at 11:00AM at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below -

1. To receive, consider and adopt the Financial Statements for the period ended 31 March 2024 together with the report of the auditors and the director's report thereon.
2. Appointment of M/s. Jain Seth & Co. Chartered Accountants (FRN No: 002069W), as the Statutory Auditors of the Company.
3. Appointment of Mr. Uday Naryan Singh (DIN: 00722449), who retires by rotation at this meeting, be and is hereby re appointed as a Director of the Company."

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder

Affix revenue  
stamp

ROUTE MAP OF THE VENUE OF THE MEETING

