

Integrated Filing-Governance

General information about company	
Scrip Code	000000
NSE Symbol	PHOGLOBAL
MSEI Symbol	NOTLISTED
ISIN	INE0FPO01018
Name of the entity	PHOENIX OVERSEAS LIMITED
Date of start of financial year	01-Apr-2024
Date of end of financial year	31-Mar-2025
Reporting Quarter	Yearly
Date of Quarter Ending	31-Mar-2025
Type of company	SME
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	No
Reason For Part A Of Annexure I Compliance Report On Corporate Governance Is Not Applicable To The Entity	Company is listed on SME platform
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No
Reason For Part C Of Annexure I Disclosure Of Acquisition Of Shares Or Voting Rights In Unlisted Companies Is Not Applicable To The Entity	The company has not acquired any shares or voting rights in the Unlisted Companies in the aforesaid period.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No
Reason For Part D Of Annexure I Disclosure Of Imposition Of Fine Or Penalty Is Not Applicable To The Entity	No penalty or fine imposed on the company in the aforesaid period
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No
Reason For Part E Of Annexure I Disclosure Of Updates To Ongoing Tax Litigations Or Disputes Is Not Applicable To The Entity	No ongoing litigation or Disputes applicable to the company on the aforesaid period.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes
Risk management committee	
Market Capitalisation as per immediate previous Financial Year	
Is SCORE ID Available ?	Yes
SCORE Registration ID	comp00926
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	www.phxglobal.net

Annexure I
Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											
Whether the listed entity has a Regular Chairperson											
Whether Chairperson is related to MD or CEO											
Disqualification of Directors under section 16											
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details	
Whether the Audit Committee has a Regular Chairperson	

Nomination and remuneration committee	
Whether the Nomination and remuneration committee has a Regular Chairperson	

Stakeholders Relationship Committee	
Whether the Stakeholders Relationship Committee has a Regular Chairperson	

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/ No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*

IV. Meeting of Committees

Sr

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	

9	Any comments/observations/advice of Board of Directors may be mentioned here:	
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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	
2	Designation	

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Sr	Date of the event	Brief details of the event
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Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1.1	Details of business			
1.2	Memorandum of Association and Articles of Association			
1.3	Brief profile of board of directors including directorship and full time positions in body corporates			
2	Terms and conditions of appointment of independent directors			
3	Composition of various committees of board of directors			
4	Code of conduct of board of directors and senior management personnel			
5	Details of establishment of vigil mechanism or whistle blower policy			
6	Criteria of making payments to non-executive directors			
7	Policy on dealing with related party transactions			
8	Policy for determining material subsidiaries			
9	Details of familiarization programmes imparted to independent directors			
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances			
11	Email address for grievance redressal and other relevant details			
12	Financial results			
13	Shareholding pattern			
14	Details of agreements entered into with the media companies and/or their associates			
15.1	Schedule of analyst or institutional investor meet and presentation prepared by listed entity for analyst or institutional investor meet			
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls			
16	New name and the old name of the listed entity			
17	Advertisements as per regulation 47 (1)			
18	Credit rating or revision in credit rating obtained			
19	Separate audited financial statements of each subsidiary of the listed entity			
20	Secretarial compliance report			
21	Materiality policy as per regulation 30 (4)			
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)			
23	Disclosures under regulation 30(8)			
24	Statements of deviation(s) or variations(s) as specified in regulation 32			
25	Dividend distribution policy as specified in regulation 43A (1)			
26.1	Annual return as provided under section 92 of the Companies Act 2013			
26.2	Employee benefit scheme documents framed in terms of SEBI (SBEB) regulations 2021			
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)			
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation			
29	Disclosure of notes on website in terms of Listing Regulations explanatory			

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility	16(1)(b)		
2	Board Composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)		
3	Meeting Of Board Of Directors	17(2)		
4	Quorum of board meeting	17(2A)		
5	Review of Compliance Reports	17(3)		
6	Plans for orderly succession for appointments	17(4)		
7	Code of Conduct	17(5)		
8	Fees/compensation	17(6)		
9	Minimum Information	17(7)		
10	Compliance Certificate	17(8)		
11	Risk Assessment & Management	17(9)		
12	Performance Evaluation of Independent Directors	17(10)		
13	Recommendation of Board	17(11)		
14	Maximum number of Directorships	17A		
15	Composition of Audit Committee	18(1)		
16	Meeting of Audit Committee	18(2)		
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)		
18	Composition of nomination & remuneration committee	19(1) & (2)		
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)		
20	Meeting of Nomination and Remuneration Committee	19(3A)		
21	Role of Nomination and Remuneration Committee	19(4)		
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)		
23	Meeting of Stakeholders Relationship Committee	20(3A)		
24	Role of Stakeholders Relationship Committee	20(4)		
25	Composition and role of risk management committee	21(1),(2),(3),(4)		
26	Meeting of Risk Management Committee	21(3A)		
27	Quorum of Risk Management Committee meeting	21(3B)		
28	Gap between the meetings of the Risk Management Committee	21(3C)		
29	Vigil Mechanism	22		
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)		
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)		
32	Approval for material related party transactions	23(4)		
33	Disclosure of related party transactions on consolidated basis	23(9)		
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)		
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)		
36	Alternate Director to Independent Director	25(1)		
37	Maximum Tenure	25(2)		
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)		
39	Meeting of independent directors	25(3) & (4)		
40	Familiarization of independent directors	25(7)		
41	Declaration from Independent Director	25(8) & (9)		
42	Directors and Officers insurance	25(10)		
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)		
44	Memberships in Committees	26(1)		
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)		
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)		
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)		
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)		
Any other information to be provided - Add Notes				

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	\$intratedCg.get("CG_YN_\$!integratedFilingMasterDto.cgMasterVO.affirmation_Ann2")
	Any other information to be provided	

Annexure II		
1	Name of signatory	
2	Designation	

Additional Half yearly Disclosure			
Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	61696186	86128456	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Corporate Gurantee	850000000	577373424.44
Promoter Group or any other entity controlled by them	Corporate Gurantee	477900000	385124335.86
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	Kingshuk Basu		
Designation	Chief Financial Officer		
Place	kolkata		
Date	24-Apr-2025		

Signatory Details	
Name of signatory	
Designation of person	
Place	
Date	

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below					
Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter

Disclosure of Imposition of Fine or Penalty					
The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute

