



Admn. Office: 243, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400 063, INDIA ♦ Tel.: 91-22-4044 1111 Fax: 91-22-4044 1199
E-mail: sales@phoenixalloys.com ♦ Website: www.phoenixalloys.com ♦ CIN: U45200DN1993PLC005511
Regd. Office & Works : Plot No. 16, Survey No. 328/1/1/2, Masat Industrial Area, Village Masat, U.T. of D & N.H. and Daman & Diu, Silvassa - 396 230.
Tel.: 9727684442 / 7096544476

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING NO. 01/2023-24 OF PHOENIX INDUSTRIES LIMITED WILL BE HELD APROPOS TO THE REQUISITION SUBMITTED VIDE LETTER DATED AUGUST 7, 2023 ("THE REQUISITION DATE") BY THE BELOW MENTIONED REQUISITIONIST THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) ON FRIDAY, 1ST DAY OF SEPTEMBER, 2023 AT 1.00 P.M.

NAME OF REQUISITIONIST	% OF PAID UP CAPITAL OF THE COMPANY
MR. RAMANAND S. SANGAI	21.29%

TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:**1. Appointment of Mr. Krishna Purohit (DIN: 09590801) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Krishna Purohit (DIN: 09590801), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Krishna Purohit (DIN: 09590801) for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for a term of 3 years with immediate effect."

'RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies."

2. Appointment of Mr. Vinod Mittal (DIN: 10263996) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vinod Shankarlal Mittal (DIN: 10263996), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Vinod Shankarlal Mittal (DIN: 10263996) for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for a term of 3 years with immediate effect."

PHOENIX®

Phoenix Industries Limited

Refiners & Manufacturers of Non-Ferrous Metal Alloys
SINCE 1971



Admn. Office: 243, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400 063, INDIA ♦ Tel.: 91-22-4044 1111 Fax: 91-22-4044 1199
E-mail: sales@phoenixalloys.com ♦ Website: www.phoenixalloys.com ♦ CIN: U45200DN1993PLC005511

Regd. Office & Works : Plot No. 16, Survey No. 328/1/1/2, Masat Industrial Area, Village Masat, U.T. of D & N H. and Daman & Diu, Silvassa - 396 230.
Tel.: 9727684442 / 7096544476

‘RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.’

By and on behalf of the Board of Directors
PHOENIX INDUSTRIES LIMITED

आनंदी देवी सांगई

Anandidevi S Sangai
Chairperson
(DIN-10042145)

Date: August 8, 2023
Place: Mumbai



Admn. Office: 243, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400 063, INDIA ♦ Tel.: 91-22-4044 1111 Fax: 91-22-4044 1199
E-mail: sales@phoenixalloys.com ♦ Website: www.phoenixalloys.com ♦ CIN: U45200DN1993PLC005511

Regd. Office & Works : Plot No. 16, Survey No. 328/1/1/2, Masat Industrial Area, Village Masat, U.T. of D & N H. and Daman & Diu, Silvassa - 396 230.
Tel.: 9727684442 / 7096544476

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular No. 14/2020 dated 8th April, 2020 read together with circular No. 17/2020 dated 13th April, 2020, circular No. 20/2020 dated 5th May, 2020 followed by circular No. 02/2021 dated 13th January, 2021, circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022 (collectively referred to as "Circulars") has directed that Companies may conduct the General Meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, the 01/2023-24 EGM of the Company shall be conducted through VC/OAVM in accordance with the aforesaid Circulars.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, as per Section 113 of the Act, the Body Corporate if any, are entitled to appoint authorized representatives to attend the 01/2023-24 EGM through VC/OAVM and participate there at and cast their votes.
3. A corporate member, if any, intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the above resolutions is enclosed and forms a part of the notice.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the 01/2023-24 EGM will be available on the website of the Company at www.phoenixalloys.com.
6. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the office of the Company on all working days, except Sundays, between 11:00a.m. To 1:00 p.m. up to the date of the general meeting and at the venue of the meeting for the duration of the meeting.
7. Members are requested to kindly notify the Company of any changes in their addresses/email address so as to enable the Company to address future communication to their correct addresses.
8. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the EGM.
9. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
10. For members attending through video conferencing, voting shall commence on 1st September, 2023. Voting shall be done through email from the Registered e-mail id of the member to the Designated e-mail id provided herein or at the Meeting. The Designated e-mail id is compliance@phoenixalloys.in.



Admn. Office: 243, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400 063, INDIA ♦ Tel.: 91-22-4044 1111 Fax: 91-22-4044 1199
E-mail: sales@phoenixalloys.com ♦ Website: www.phoenixalloys.com ♦ CIN: U45200DN1993PLC005511

Regd. Office & Works : Plot No. 16, Survey No. 328/1/1/2, Masat Industrial Area, Village Masat, U.T. of D & N H, and Daman & Diu, Silvassa - 396 230.
Tel.: 9727684442 / 7096544476

11. Members are allowed to raise queries in advance and at the meeting. Any queries which are irrelevant to the topic will not be addressed at/before the Meeting. Queries in advance shall be e-mailed to compliance@phoenixalloys.in on or before 5 pm till 31st August, 2023.
12. Copies of the Memorandum and Articles of Association of the Company and other relevant records in respect of the ordinary business are available at the Registered Office of the Company and electronically for inspection of the members during business hours between 10 am and 5 pm on all working days, except Saturdays and Sundays.

INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VIDEO CONFERENCING

1. The meeting begins at 1.00 p.m. on Friday, 1st September, 2023. Members of the Company holding shares in dematerialized form can participate the meeting.
2. The members shall be allowed to login to the meeting from 12.50 pm to 1.10 pm.
3. The meeting shall be conducted through Webex platform. Shareholders are advised to download webex App on their smartphone/laptop/tablet.
4. The Members are advised log on to the webex website or log on through the webex mobile application 10 minutes before meeting.
5. The Members are advised to enter the login credentials i.e. Meeting ID and Passcode, which shall be shared before the date of EGM
6. Any grievances relating to participation in the meeting shall be reported to compliance@phoenixalloys.in. This facility shall be available throughout the Meeting.



Admn. Office: 243, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400 063. INDIA ♦ Tel.: 91-22-4044 1111 Fax: 91-22-4044 1199
E-mail: sales@phoenixalloys.com ♦ Website: www.phoenixalloys.com ♦ CIN: U45200DN1993PLC005511
Regd. Office & Works : Plot No. 16, Survey No. 328/1/1/2, Masat Industrial Area, Village Masat, U.T. of D & N H. and Daman & Diu, Silvassa - 396 230.
Tel.: 9727684442 / 7096544476

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Pursuant to Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, can call a Extra-Ordinary General Meeting of the company.

The Company, on August 8, 2023, received a requisition dated August 7, 2023 and special notice as per Section 115 of the Companies Act, 2013, attached herewith and marked as Annexure-I (the "Requisition"), under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an EGM from the following (the "Requisitionist"):

NAME OF REQUISITIONIST	% OF PAID UP CAPITAL OF THE COMPANY
MR. RAMANAND S. SANGAI	21.29%

Item No. 1

It was proposed by the Requisitionist in their Special notice dated August 7, 2023, to appoint Mr. Krishna Purohit (DIN: 09590801) as an Independent Director of the Company with effect from the date of this Meeting.

In terms of Section 149(4), 150(2) and other Applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received from Mr. Krishna Purohit (DIN: 09590801) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and declaration in writing to the effect that he meets the criteria of independence provided in sub-section 6 of Section 149 of the Companies Act, 2013, forming part of Special notice dated August 7, 2023.

Consequently, in the opinion of the Board, Mr. Krishna Purohit (DIN: 09590801) fulfills the condition specified in the Companies Act, 2013 and Rules made there under and is independent of the Company's Management and passed Resolution by Circulation on August 8, 2023 to call Extra-ordinary General Meeting on receipt of requisition to propose the appointment of Mr. Krishna Purohit (DIN: 09590801) as an Independent Director of the Company.

The Board considers that continued association of Mr. Krishna Purohit (DIN: 09590801) will be of immense benefit to the Company and it would be prudent to appoint Mr. Krishna Purohit as an Independent Director. Accordingly, appointment of this Director as Independent Director is recommended by the Board and is now placed before the Members for their approval.

The Board recommends the Ordinary Resolution set out as Item Number 1 of the Notice for approval by the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives in any way concerned or interested, financially or otherwise, in the resolution set out as Item Number 1 of the Notice.



Admn. Office: 243, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai-400 063, INDIA ♦ Tel.: 91-22-4044 1111 Fax: 91-22-4044 1199
E-mail: sales@phoenixalloys.com ♦ Website: www.phoenixalloys.com ♦ CIN: U45200DN1993PLC005511
Regd. Office & Works : Plot No. 16, Survey No. 328/1/1/2, Masat Industrial Area, Village Masat, U.T. of D & N H. and Daman & Diu, Silvassa - 396 230.
Tel.: 9727684442 / 7096544476

Item No. 2

It was proposed by the Requisitionist in their Special notice dated August 7, 2023, to appoint Mr. Vinod Shankarlal Mittal (DIN: 10263996) as an Independent Director of the Company with effect from the date of this Meeting.

In terms of Section 149(4), 150(2) and other Applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received from Mr. Vinod Shankarlal Mittal (DIN: 10263996) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and declaration in writing to the effect that he meets the criteria of independence provided in sub-section 6 of Section 149 of the Companies Act, 2013, forming part of Special notice dated August 7, 2023.

Consequently, in the opinion of the Board, Mr. Vinod Shankarlal Mittal (DIN: 10263996) fulfills the condition specified in the Companies Act, 2013 and Rules made there under and is independent of the Company's Management and passed Resolution by Circulation on August 8, 2023 to call Extra-ordinary General Meeting on receipt of requisition to propose the appointment of Mr. Vinod Shankarlal Mittal as an Independent Director of the Company.

The Board considers that continued association of Mr. Vinod Shankarlal Mittal (DIN: 10263996) will be of immense benefit to the Company and it would be prudent to appoint Mr. Vinod Shankarlal Mittal as an Independent Director. Accordingly, appointment of this Director as Independent Director is recommended by the Board and is now placed before the Members for their approval.

The Board recommends the Ordinary Resolution set out as Item Number 2 of the Notice for approval by the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives in any way concerned or interested, financially or otherwise, in the resolution set out as Item Number 2 of the Notice.

**By and on behalf of the Board of Directors
PHOENIX INDUSTRIES LIMITED**

**Anandidevi S Sangai
Chairperson
(DIN-10042145)**

Date: August 8, 2023
Place: Mumbai