

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 30th Annual General Meeting of the Members of **PHOENIX INDUSTRIES LIMITED** ("Company") will be held on **Saturday, the 1st day of July, 2023 at 01.00 p.m. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), adhering to the provisions of MCA General Circular No. 02/2022 dated 5th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2023 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anand S. Sangai (DIN: 00036421), who retires by rotation at 30th Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

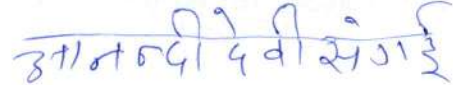
3. **Ratification of payment of remuneration to M/s. A. G. Tulsian & Co., Cost Auditors for the Financial Year 2023-24.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of Companies Act, 2013, the remuneration of Rs.75,000/- (Rupees Seventy Five only) excluding tares and out of pocket expenses payable to M/s. A. G. Tulsian & Co., Cost Accountants, Ahmedabad, (Firm Registration No. 100629) for conducting Cost Audit of the Company for the financial year 2023-24 on recommendation of the Audit Committee and as approved by the Board of Directors of the Company, be and is hereby ratified.'

'RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

By and on behalf of the Board of Directors
of Phoenix Industries Limited



Anandi Devi Sangai
Chairperson
DIN: 10042145

Place: Mumbai
Date: June 5, 2023



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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 Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, the 30th AGM 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 AGM 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 30th AGM 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 30th AGM 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 registered 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 AGM.
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 July, 2023. Voting shall be done through email from the Registered e-mail id of the member to the



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Designated e-mail id provided herein or at the Meeting. The Designated e-mail id is compliance@phoenixalloys.in/ mkpmudra@yahoo.co.in.

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/ mkpmudra@yahoo.co.in on or before 5 pm till 30th June, 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.

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 Saturday, 1st July, 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 12.45 pm to 1.15 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 15 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 AGM
6. Any grievances relating to participation in the meeting shall be reported to:

Phone No. 022-40441111

Email ID : compliance@phoenixalloys.in/ mkpmudra@yahoo.co.in

This facility shall be available throughout the meeting.

PHOENIX®

Phoenix Industries Limited

**Refiners & Manufacturers of Non-Ferrous Metal Alloys
SINCE 1971**



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s. A. G. Tulsian & Co., Cost Accountants, (Firm Registration No. 100629) having their office at Ahmedabad, for conducting the audit of the cost records maintained by the Company for the Financial Year ending on 31st March, 2024, at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes at the applicable rates and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 and the Rules made thereunder requires that the remuneration payable to the Cost Auditor, be ratified by the Members of the Company.

The Board accordingly recommends the resolution as set out in Item No. 3 of the accompanying notice for the approval of the Members of the Company to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any.

**By and on behalf of the Board of Directors
of Phoenix Industries Limited**

**Anandi Devi Sangai
Chairperson
DIN: 10042145**

Place: **Mumbai**
Date: **June 5, 2023**