



NOTICE

NOTICE is hereby given that EXTRA ORDINARY GENERAL MEETING of Phoenix ARC Private Limited will be held on Friday, 20th December 2019 at 11.00 a.m. at the Registered Office of the Company at 5th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz East, Mumbai 400098 to transact the following business:

1. To consider and, if thought fit, to pass with or without modification following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and pursuant to the provisions of Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**”), to make private placement offers and invitations and issuing of secured redeemable Non-Convertible Debentures (“**NCDs**”), in one or more tranches / series, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board (or any other person authorized by the Board), based on the prevailing market conditions;

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs within a period of 1 (one) year from the date hereof pursuant to the authority under this Resolution shall not exceed Rs. 600 Crore (Rupees Six Hundred Crore);

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item no. 1 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxies in order to be effective must be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.

By order of the Board of Directors

Sd/-
Ajay Walimbe
Head Acquisition & Company Secretary

Place: Mumbai

Date: 12th December 2019

Phoenix ARC Private Limited

Registered Office :

5th Floor, Dani Corporate Park

158, C.S.T. Road

Kalina, Santacruz (E)

Mumbai - 400 098, India

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www.phoenixarc.co.in

CIN : U67190MH2007PTC168303



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

With the object to raise medium/long term finance the Board of Directors (the Board) of the Company, at its meeting held on 12th December 2019, subject to approval of the Members of the Company, approved issue of Non-Convertible Debentures up to Rs.600 Crore on private placement basis in one or more tranches. It may be noted that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a special resolution once in a year for all offers or invitation for such debentures during the year.

Approval of Members is sought for issue of secured redeemable Non-Convertible Debentures up to Rs. 600 Crore on private placement basis, in one or more tranches, within a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board (or any other person authorized by the Board), at the prevailing market conditions.

None of the Directors of the Company or their relatives is in any way, concerned or interested in the Resolution.

The Directors recommend the resolution for the approval of Members.

Registered Office:

Phoenix ARC Private Ltd

CIN: U67190MH2007PTC168303

5th Floor, Dani Corporate Park,
158, CST Road, Kalina,
Santacruz East,
Mumbai 400098



Phoenix ARC Private Limited
(CIN: U67190MH2007PTC168303)

Registered Office: 5th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz Eas), Mumbai 400098

Proxy form

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

CIN:	U67190MH2007PTC168303	
Name of the Company:	Phoenix ARC Private Limited	
Registered Office:	5 th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai 400098	
Email Id: info@phoenixarc.co.in	Phone No.: 022- 6849 2450	Website : www.phoenixarc.co.in

Name of the (s):	
Registered address:	
Email Id:	
Folio No./Client Id:	DP ID:

I/We, being the holder (s) of.....Equity Shares of Phoenix ARC Private Limited, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, 20th December 2019 at 11.00 a.m. at 5th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai 400098 and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.	Particulars
1.	To borrow / raise funds by issue of Non-Convertible Debentures ("NCD") up to Rs. 600 Crore (Rupees Six Hundred Crore), on private placement basis, in one or more tranches on such terms and conditions as may be determined by the Board.

Signed this day of December 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

Phoenix ARC Private Limited

Regd. Office: 5th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz East, Mumbai 400098

Please complete this Attendance Slip Form and hand it over at the entrance of the place of the meeting

Folio No. _____

Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, 20th December 2019 at 11.00 a.m. at 5th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz East, Mumbai 400 098

Signature of the Shareholder/Proxy

ROUTE MAP

