PhoenixARC

August 31, 2026

The Manager
Listing Department - Wholesale Debt Market
The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot C/1, G Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400051

Subject: Intimation of Notice of Adjourned 19th Annual General Meeting (AGM) of Phoenix ARC Limited ("the Company").

Dear Madam/Sir,

As per the requirement of Regulations 50 (2), 51 read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that 19th Adjourned Annual General Meeting of the Members of the Company will be held on Monday, September 7, 2026 at 11:00 A.M. (IST) at the Registered Office of the Company to consider following proposals:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the year ended March 31, 2026, together with the report of the Auditors thereon.

3. To consider retirement by rotation of Ms. Jyoti Agarwal (Director Identification Number: 08577171) in this Annual General Meeting.

4. To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 2000 Crore (Rupees Two Thousand Crore).

5. To approve the power for creation of charge on the assets of the Company to secure borrowings of the Company pursuant to section 180(1)(a) of the Companies Act, 2013.

6. To consider and approve Issuance of Non-Convertible Debentures not exceeding Rs. 600 Crore (Rupees Six Hundred Crore) in or more tranches.

The notice of the Adjourned 19th Annual General Meeting is enclosed herewith. Kindly take the aforesaid information on your record.

Thanking you,
For **Phoenix ARC Limited**

KAMLESH TULSHIDAS RANE
Digitally signed by KAMLESH TULSHIDAS RANE
Date: 2026.08.31 18:31:27 +05'30'

Kamlesh Rane
Company Secretary

Phoenix ARC Limited (formerly known as 'Phoenix ARC Private Limited')
CIN : U67190MH2007PLC168303
Registered Office :
3rd Floor, Wallace Towers, 139-140/B/1,
Crossing of Sahar Road and Western Express Highway,
Vile Parle East, Mumbai, Maharashtra – 400057, India.

T : +91 022 68492450
Toll Free : 1800 120 8060
E-mail : info@phoenixarc.co.in
www.phoenixarc.co.in

NOTICE OF ADJOURNED NINETEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that ADJOURNED NINETEENTH ANNUAL GENERAL MEETING ("AGM") of the Phoenix ARC Limited (formerly known as Phoenix ARC Private Limited) ("the Company") will be held on Monday, September 7, 2026, at 11:00 a.m. (IST) at 3rd Floor, Wallace Towers, 139-140/B/1, Crossing of Sahar Road and Western Express Highway, Vile Parle East, Mumbai 400057 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon, be and are hereby received, considered and adopted."

3. **To consider retirement by rotation of Ms. Jyoti Agarwal (Director Identification Number: 08577171) in this Annual General Meeting ("AGM").**

   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 any other applicable provisions, if any, of the Companies Act, 2013, Ms. Jyoti Agarwal (holding Director Identification Number: 08577171), retires by rotation in this Annual General Meeting ("AGM") and shall cease to be director on the Board of the Company from conclusion of the AGM and the vacancy so created be not filled in terms of the provisions of Section 152(7)(a) of the Companies Act, 2013."

SPECIAL BUSINESS:

4. **To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rupees Two Thousand Crores.**

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

   "RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company and as per the recommendation of the Board of Directors of the Company, consent

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of the Members be and is hereby accorded for raising monies by way of the borrowing through any or all of the following modes viz., (a) issuance and allotment of various series/ tranches of Secured Debentures or Unsecured Debentures where the returns are either fixed, floating or linked to the market, (b) issuance of Commercial Papers (CPs), (c) term loans (d) secured or unsecured borrowing from banks, non-banking financial companies or financial institutions (e) any and all other means of borrowing funds permitted under applicable law, from time to time as it may think fit, any sum or sums of money(ies) which together with the monies already borrowed by the Company (apart from temporary loans as per the Companies Act, 2013 obtained or to be obtained in the ordinary course of business of the Company) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 2000/- crores (Rupees Two Thousand Crores only);

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called) as authorized by the Board of Directors from time to time, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

5. To approve the power for creation of charge on the assets of the Company to secure borrowings of the Company pursuant to section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and as per the recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to create such security interest (including but not limited to) by way of mortgages, hypothecation and pledge in addition to the existing charges on such movable and immovable properties, both present and future and in such manner as the members may deem fit, in favor of banks, non-banking financial companies or financial institutions, other investing agencies, mutual funds, trusts, other bodies corporate and trustees for the holders of Debentures or other lenders to secure borrowings of the Company availed / to be availed by way of loans, debentures and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time the limits approved under section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

6. To consider and approve issuance of Non-Convertible Debentures aggregating to Rupees Six Hundred Crores in one or more tranches.

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

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"**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 issue secured redeemable Non-Convertible Debentures ("**NCDs**"), in one or more tranches / series, on such terms and conditions including the price, coupon, premium / discount, tenor, listed/unlisted, fixed, floating or linked to the market 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, Committees and/or Officers of the Company, to give effect to this Resolution**."**

By Order of the Board of Directors
For Phoenix ARC Limited

KAMLESH TULSHIDAS RANE
Digitally signed by KAMLESH TULSHIDAS RANE
Date: 2026.08.31 18:09:19 +05'30'

Kamlesh Rane
Company Secretary
(ACS 29339)

Mumbai
August 31, 2026

Registered Office
Phoenix ARC Limited
CIN: U67190MH2007PLC168303
3rd Floor, Wallace Towers,
139-140/B/1, Crossing of Sahar Road
and Western Express Highway,
Vile Parle East, Mumbai 400057

Notes:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of item nos. 4, 5 & 6 have been annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. 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.

4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. The Members are requested to promptly notify any change in their address, Email ID or contact numbers to the Registered Office of the Company or by email at compliance@phoenixarc.co.in.

EXPLANATORY STATEMENTS CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company has been converted into a public limited company, with effect from February 19, 2026, accordingly the provisions of Section 180 (1) (c) of the Companies Act, 2013 have become applicable to the Company.

Considering the current book size, future projections, to augment growth, to continue business momentum and various other factors, it is proposed to obtain approval of the Members of the Company, for overall borrowing limit of the Company up to Rs. 2,000/- crores (Rupees Two Thousand Crores only) as per the provisions of the Section 180(1) (c) of the Companies Act, 2013 and rules made thereunder.

The Board of Directors of the Company recommends Resolution No. 4 of this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

Item No. 5

The Company has been converted into a public limited company, with effect from February 19, 2026, accordingly the provisions of Section 180 (1) (a) of the Companies Act, 2013 have become applicable to the Company.

Creation of security/mortgage on the assets of the Company requires consent of Members. Accordingly, matter has been put forward for the approval of the Members of the Company.

The approval of the Members has been sought pursuant to provisions of Sections 180(1) (a) of the Companies Act, 2013 and rules made thereunder.

The Board of Directors of the Company recommends Resolution No. 5 of this notice for your approval as a Special Resolution.

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None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

Item No. 6

Pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it shall be sufficient if the Company passes a special resolution once in a year for all offers or invitation for the debentures issued during the year. The Members of the Company at Eighteenth Annual General Meeting held on August 11, 2025, approved issue of Non-Convertible Debentures (NCDs) not exceeding Rs. 600 Cr on private placement basis in one or more tranches. The Special Resolution passed on August 11, 2025, was valid for a period of one year i.e. up to August 10, 2026.

With the object to raise medium term finance, the Board of Directors (the Board) of the Company, at its meeting held on July 15, 2026, 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 of 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 the Members is sought for issue of secured redeemable Non-Convertible Debentures up to Rs. 600 Crore on private placement basis, in one of 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, listed/unlisted etc., as may be determined by the Board (or any other person authorized by the Board), at the prevailing market conditions.

The Board of Directors of the Company recommends Resolution No. 6 of this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

By Order of the Board of Directors
For Phoenix ARC Limited

KAMLESH TULSHIDAS RANE
Digitally signed by KAMLESH TULSHIDAS RANE
Date: 2026.08.31 18:09:45 +05'30'

Kamlesh Rane
Company Secretary
(ACS 29339)

Mumbai
August 31, 2026

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