



No. EGM-
8th May 2021

ALL MEMBERS

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Members of PHD Chamber of Commerce and Industry (“Chamber”) will be held on Monday, 24th May 2021 at 11 AM **through Video Conferencing (“VC”) or any other audio visual mode (“OAVM”)** to transact the following business(s):

SPECIAL BUSINESS(S):

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

1. APPROVAL FOR AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE CHAMBER:

RESOLVED THAT pursuant to the provisions of Section 8, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and The Companies (Incorporation) Rules, 2014 and subject to the approval of Central Government (powers delegated to Registrar of Companies), the consent of the Members of the Chamber be and is hereby accorded to amend the Articles of Association of the Chamber as per the following details:

i) In the Article No. 16 given table after the clause (a)(i), following table shall be substituted:--

Category of Turnover	Rates of Annual Subscription (Rs.)
Annual Turnover not exceeding Rs.1 Crore	10,000
Annual Turnover exceeding Rs.1 Crore but not exceeding Rs. 5 Crores	15,000
Annual Turnover exceeding Rs.5 Crores but not exceeding Rs.15 Crores	20,000
Annual Turnover exceeding Rs.15 Crores but not exceeding Rs 25 Crores	25,000
Annual Turnover exceeding Rs.25 Crores but not exceeding Rs. 50 Crores	35,000
Annual Turnover exceeding Rs.50 Crores but not exceeding Rs. 100 Crores	50,000

Annual Turnover exceeding Rs.100 crores but not exceeding Rs.250 crores	75,000
Annual Turnover exceeding Rs.250 crores but not exceeding Rs.500 crores	90,000
Annual Turnover exceeding Rs.500 Crores but not exceeding Rs.1000 Crores	1,20,000
Annual Turnover exceeding Rs. 1000 Crores	1,50,000

ii) In the Article No. 27 given table after the clause (a)(i), following table shall be substituted:-

Sr No.	Categories of Nomination	Number of Seats
1	Having ATO upto Rs.5 crore	4
2	Having ATO exceeding Rs.5 crore but less than Rs.25 crore	8
3	Having ATO exceeding Rs.25 crore but less than Rs.100 crore	10
5	Having ATO exceeding Rs. 100 Crores but less than 250 Crore	8
6	Having ATO exceeding Rs. 250 Crores but less than 500 Crore	8
7	Having ATO exceeding Rs.500 crore	14
8	Professional Category	4
	TOTAL	56

FURTHER RESOLVED THAT the Managing Committee of the Chamber be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendments to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Date: 8th May, 2021
Place: New Delhi

By order of the Managing Committee
For PHD Chamber of Commerce and Industry



(Saurabh Sanyal)
Secretary General

NOTES:

1. In view of the continuing COVID-19 pandemic and massive outbreak, the Ministry of Corporate Affairs ("MCA") vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars"), permitted the holding of Extraordinary General Meeting ("EGM") through video conferencing ("VC") / any other audio visual mode ("OAVM"), without the physical presence of the members at a common venue.
2. In Compliance with the provision of Companies Act, 2013 ('the Act') read with above said MCA Circulars, the EGM of the chamber is being held through Video Conferencing ('VC'). The deemed venue for the EGM shall be the registered office of the Chamber.
3. The Chamber has appointed Central Depository Services Ltd. (CDSL), to provide the facility of voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the EGM through VC/ OAVM is explained in these notes.
4. Since this EGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the proxy form and attendance slips are not annexed to this notice.
5. In the view of relaxation given by MCA Circulars, Notice of the EGM is being sent through email to all members at their registered email id with the Chamber and no physical copy of the same would be dispatched. Those Members, who have not yet registered their email addresses and consequently, have not received the Notice are requested to get their email addresses and mobile numbers registered with the Chamber, by sending mail to Mr. Saurabh Sanyal, Secretary General, PHDCCI at sg@phdcci.in; Mr Vivek Seigell, Assistant Secretary General at vivek.seigell@phdcci.in and managingcommittee@phdcci.in.
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM through e-voting facility.
8. Body corporates are entitled to appoint authorized representative(s) to attend the EGM through VC and to cast their votes through remote e-voting/ e-voting at the EGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the EGM and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer at sankara@cacsindia.com with a copy marked to helpdesk.evoting@cdslindia.com.
9. Since, the EGM will be held through VC/ OAVM, the route map of the venue of the EGM is not annexed hereto.

10. The Notice of the EGM will be available on the website of the Chamber at www.phdcci.in and on the website of CDSL at www.evoting.cdsl.in in compliance with the MCA Circulars.
11. Facility of joining the EGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis. However, the participation of Members of Managing committee, chairperson of finance Committee and Auditors are not restricted on first come first serve basis.

Members may further note the following instructions for joining the EGM through VC/OAVM as per MCA circular: -

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars the Chamber is pleased to provide to its members facility to exercise their right to vote on resolutions stated in the notice of EGM by remote e-voting or e-voting at the EGM ('electronic means'). The members may cast their votes using an electronic voting system from a place other than the deemed venue of the EGM ("remote e-voting").

2. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:

From [9.00] a.m. (IST) on [Wednesday], [19 May], 2021

End of remote e-voting:

Upto [5.00] p.m. (IST) on [Sunday], [23 May], 2021

3. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
4. A person whose name is recorded in the register of members as on the cut-off date Monday, [17 May], 2021 only shall be entitled to avail the facility of remote e-voting / e-voting at EGM. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. The Chamber, being a company limited by guarantee, do not have the share capital therefore every member of the Chamber shall have one vote.
6. The Chamber has appointed Dr. S. Chandrasekaran (CP: 715), Senior Partner and failing him, Mr. Rupesh Kumar Agarwal (CP: 5673), Managing Partner, Chandrasekaran Associates, as the scrutinizer for conducting the e-voting and remote e-voting process in accordance with the provisions of the Act and the Rules in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
7. The Scrutinizer after scrutinizing the voting through remote e-voting and e-voting at EGM shall submit the scrutinizer's report of the votes cast in favour or against, if any within three days of the conclusion of the EGM to the Chairman or any person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

- Results of Voting shall be posted on the website of Chamber at www.phdcci.in and website of www.evoting.cdsl.in and shall also be displayed on the notice board at the registered office of the Chamber. The resolutions shall be deemed to be passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolutions.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM

- Members should logon to e-voting website: www.evotingindia.com
- Click on Shareholders/Members.
- Enter your User ID (), will be mailed by CDSL.
- Next enter the Image Verification as displayed and Click on Login
- Then Enter your password (), will be mailed by CDSL.
- After entering these details appropriately, click on "SUBMIT" tab.
- Click on the **EVSN No. of < >**
- After Clicking on EVSN, you would be allowed to access the Voting screen to cast your vote of your choice. In case of voting on resolutions, On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the Resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- Voters are requested to cast their vote as soon as possible to avoid last minute rush.
- Any person who becomes the member of the Chamber after the dispatch of the Notice and their names are coming in the Register of members as on the cut-off date i.e May 17, 2021 may obtain the login id and password by sending a request at evoting@cdsl.in.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- The link to attend EGM is as below:-
<https://phdcci.webex.com/phdcci/j.php?MTID=me6abdd332e6855c3dbe02a3b74eb3e24>

Meeting number: 184 875 6597

Password: 12332111

3. Only those members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
4. If any votes are cast by the members through the e-voting available during the EGM and if the same member have not participated in the EGM through VC/OAVM facility , then the votes cast by such member shall be considered invalid as the facility of e-voting during the EGM is available only to the member attending the EGM.
5. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at EGM will not be considered. The members who have cast their vote by remote e-voting may also attend the EGM.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com.

Date: 8th May 2021
Place: New Delhi

By order of the Managing Committee
For PHD Chamber of Commerce and Industry


(Saurabh Sanyal)
Secretary General



"Towards Building Aatmanirbhar Bharat"



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