



PHD CHAMBER
OF COMMERCE AND INDUSTRY

Saurabh Sanyal
Secretary General

Notice of 117th AGM

No. AGM-1-24
14th September 2022

117th ANNUAL GENERAL MEETING

Notice is hereby given that the 117th (One Hundred and Seventeenth) Annual General Meeting ("AGM/ Meeting") of PHD Chamber of Commerce and Industry ("Chamber") will be held on **Friday, the 30th September 2022 at 5.30 p.m. through Video Conferencing (VC) or any other audio visual mode ("OAVM") to transact the following businesses:**

ORDINARY BUSINESSES:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Audited Statement of Accounts of the Chamber for the financial year ended 31st March, 2022, along with the Auditor's Report thereon and the Report of the Managing Committee.

To re-appoint M/s Walker Chandiok & Co LLP, Chartered Accountants, (Firm Reg. No. 001076N / N500013) as the Statutory Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No 001076N / N500013), be and is hereby re-appointed as the Statutory Auditors of the Chamber for a further period of 5 (five) consecutive years, who shall hold office from the conclusion of this 117th Annual General Meeting till the conclusion of the 122nd Annual General Meeting (to be held in calendar year 2027), on such remuneration as may be mutually agreed upon between the Managing Committee of the Chamber and the Auditors from time to time.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorised to do all acts, deeds and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

Date: 14th September 2022

By order of the Managing Committee

Place: New Delhi

For PHD Chamber of Commerce and Industry

(Saurabh Sanyal)
Secretary General

Add: PHD House
4/2, Siri Institutional Area
August Kranti Marg
New Delhi - 110016



"Voice of Industry & Trade"



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NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its general circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, 02/2021 dated 13 January 2021, 19/2021 dated 8 December 2021, 21/2021 dated 14 December 2021 and 2/2022 dated 5 May 2022 (collectively referred as "MCA circulars") permitted the holding of the Annual General Meeting through video conferencing ("VC") / any other audio visual mode ("OVAM"), without the physical presence of the members at a common venue.
2. In Compliance with the provision of Companies act, 2013 read with above said MCA Circulars, the AGM of the chamber is being held through VC/ OVAM. The deemed venue for the 117th AGM shall be the registered office of the Company.
3. The Company has appointed Central Depository Services Ltd. (CDSL), to provide the facility of voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC /OVAM is explained in these notes.
4. Since this AGM 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 AGM and hence the proxy form and attendance slips are not annexed to this notice.
5. In the view of relaxation given by MCA Circulars Annual Report along with Notice of the AGM is being sent through email to all members at their registered email id with the company 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 and the Annual Report, 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; Ms Shivani Gupta, Joint Secretary, PHDCCI at shivani.gupta@phdcci.in and managingcommittee@phdcci.in.
6. Members attending the AGM through virtually /OVAM 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 AGM through e-voting facility.
8. Body corporates are entitled to appoint authorized representative(s) for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. 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 meeting 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 AGM will be held through VC/ OVAM, the route map of the venue of the Meeting is not annexed hereto.
10. The Notice of the AGM for the financial year 2021-22 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. The Register of Directors and Key Managerial Personnel maintained u/s 170 of the Companies Act, 2013 along with documents referred in the Notice will be available for inspection by the Members during business hours on all the working days and also the AGM through electronic mode.
12. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Facility of joining the AGM through VC / OVAM 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 AGM 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 Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the deemed venue of the Meeting ("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 [27 September], 2022

End of remote e-voting:
Upto [5.00] p.m. (IST) on [29 September], 2022
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 of the Chamber as on the cut-off date, i.e. 24 September, 2022 only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. 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, does not have the share capital therefore every member of the company shall have one vote.
6. The Board has appointed Dr. S Chandrasekaran (CP:715), Senior Partner, Chandrasekaran Associates and failing him, Rupesh Agarwal (CP:5673), Managing Partner, Chandrasekaran Associates as a Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for said purpose.
7. The Scrutinizer after scrutinizing the voting through remote e-voting and e-voting at AGM shall submit the scrutinizer's report of the votes cast in favour or against, if any within three days of the conclusion of the AGM to the Chairman or any person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
8. Results of Voting shall be posted on the website of Chamber at www.phdcci.in and website of www.evoting.cdsi.in and shall also be displayed on the notice board at the registered office of the Company. The resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
9. Result of the election of Members of the Managing Committee in accordance with the Articles of Association of PHDCCI shall also be declared at the AGM.

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

1. Members should logon to e-voting website: www.evotingindia.com
2. Click on Shareholders/Members.
3. Enter your User ID (), which will be mailed by CDSL.
4. Next enter the Image Verification as displayed and Click on Login
5. Then Enter your password (), which will be mailed by CDSL.
6. After entering these details appropriately, click on "SUBMIT" tab.
7. Click on the **EVS No. of < >**
8. After Clicking on EVSN, a One-Time-Password (OTP) will be sent to your Mobile No. & Email. The OTP will be valid for 30 minutes only.
9. Upon entering the OTP received, 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

10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
11. 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.
12. Once you "CONFIRM" your vote, you will not be allowed to modify your vote.
13. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
14. Voters are requested to cast their vote as soon as possible to avoid last minute rush.
15. 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 24 September, 2022 may obtain the login id and password by sending a request at evoting@cdsl.in.
16. 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are present in the AGM through VC/physically/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 AGM.
3. If any votes are cast by the members through the e-voting available during the AGM and if the same member have not participated in the meeting through VC/OAVM facility, then the votes cast by such member shall be considered invalid as the facility of e-voting during the meeting is available only to the member attending the meeting.
4. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM.

If you have any queries or issues regarding attending AGM & 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: 14th September 2022

By order of the Managing Committee

Place: New Delhi

For PHD Chamber of Commerce and Industry



(Saurabh Sanyal)
Secretary General

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