



PHD CHAMBER
OF COMMERCE AND INDUSTRY
VOICE OF INDUSTRY AND TRADE

Dr. Ranjeet Mehta

Executive Director

ALL MEMBERS

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EGM/ Meeting") of the Members of PHD Chamber of Commerce and Industry ("PHDCCI / Chamber") will be held on Friday, 8th March, 2024 at 11:00 AM at its registered office situated at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS:

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

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

"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), read with the Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government (powers delegated to Registrar of Companies), approval of the members of the PHD Chamber of Commerce and Industry ("PHDCCI") be and is hereby accorded for the adoption of new set of Articles of Association having Article No. 01 to 76 (detailed as under) in substitution for and to the entire exclusion of the existing Articles of Association of the PHDCCI:

1. "No regulations in Table H in the First Schedule to the Act, shall apply to the Chamber."

2. DEFINITIONS

- (a) "Act" means Companies Act, 2013, rules issued thereunder and includes any re-enactment or modification
- (b) "Articles" or "these Articles" or Articles of Association" shall mean the Articles of Association of the Chamber, as amended from time to time.
- (c) "Chamber" means the PHD Chamber of Commerce and Industry
- (d) "Delhi Office" means the registered office of the Chamber
- (e) "Managing Committee" means the Managing Committee of the Chamber
- (f) "President" means the President of the Chamber
- (g) "Senior Vice President" means the Senior Vice President of the Chamber
- (h) "Vice President" means the Vice President of the Chamber
- (i) "CEO " means the Secretary General of the Chamber
- (j) "Officers" of the Chamber include the Secretary General or any other officer so appointed and designated by the Managing Committee of the Chamber.

"Voice of Industry & Trade"

- (k) "Member" means a Member of the Chamber whose name has been duly entered on the Register of Members in accordance with these Articles and who has not ceased to be a member
 - (l) "Register of Members" means the register of members to be kept pursuant to the Companies Act, 2013
 - (m) "Bye-Laws", "Rules" and "Regulations" mean the bye-laws or rules or regulations which may be made by the Managing Committee of the Chamber from time to time in the exercise of its powers under these Articles.
 - (n) "State/UT Chapter" means a Chapter of the Chamber established in a State/UT in India
 - (o) "Year" means the financial year of the Chamber commencing on 1st April and ending on 31st March of the next year
3. Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neutral gender.
4. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as defined in the Act or the rules made thereunder or any statutory modification thereof, as the case may be.

MEMBERS

5. The Chamber may have the following categories of members:

(a) Ordinary Member

Every individual, firm, company, or undertaking, whether incorporated or not, engaged or interested in agriculture, mining, trade, commerce, industry, or service sector shall be eligible for admission as an Ordinary Member.

(b) Professional Member

Every individual, firm, company, or undertaking, whether incorporated or not, engaged in recognised professions like law, accountancy, and such other professions as may be recognized by the Managing Committee from time to time, shall be eligible for admission as a Professional Member.

(c) Association Member

Association of individuals, firms, companies, or undertakings, whether incorporated or not, engaged or interested in agriculture, mining, trade, commerce, services sector or in any of the recognised professions whose objects are altogether or, in part, similar to those of the Chamber shall be eligible for admission as an Association Member.

(d) Patron Member

Any reputed firm, company, or undertaking, incorporated or not, of considerable importance and standing with minimum annual turnover or annual receipts, as the case may be, of Rs. 100 crores (Rupees One Hundred Crores) or more during the immediately preceding financial year may be invited by the Managing Committee for admission in the category of Patron Member for a period of three (03) years. On or before the expiry of the said period of three (03) years from the date of admission, the Managing Committee may re-invite that Member to continue for a further period of three (03) years.

The total strength of Patron Members shall not exceed fifty-five (55).

(e) Star Member

Any individual, firm, company, or undertaking, whether incorporated or not, of considerable importance and standing with minimum annual turnover or receipts, as the case may be, of Rs.20 crores (Rupees Twenty Crores) or more during the immediately preceding financial year may be invited by the Managing Committee for admission as a Star Member for one (01) year.

The total strength of Star Members shall not exceed one hundred (100).

(f) Overseas Member

Every individual, firm, company, or undertaking, whether incorporated or not, established outside India and not eligible for membership under any of the aforementioned categories shall be eligible for admission as an Overseas Member.

(g) Honorary Member

The Managing Committee may, on the recommendation of the President, -admit an individual, who has distinguished himself in public service or trade, commerce, industry, profession or services sector, as Honorary Member of the Chamber. The number of Honorary Members shall not exceed five (05). An Honorary Member shall hold tenure till the conclusion of the next Annual General Meeting of the Chamber

6. The Chamber shall maintain a Register of Members in accordance with the provisions of the Act.
7. Notwithstanding anything contained in these Articles, every individual, firm, company, undertaking, or association whose name is recorded in the Chamber's Register of Members on the day on which these Articles are adopted shall be the Members of the Chamber, and it shall not be necessary for such Members to be formally admitted, or to pay the admission fee.
8. Every Member except an Honorary Member shall have one vote. Other rights and privileges of membership shall be as specified in these Articles.
9. The rights and privileges of membership shall be exercised by the following:
 - (a) Member himself.
 - (b) Any person authorised by the Board of Directors or any Committee of the Board of directors of Corporate Member.
 - (c) Partner or Proprietor of the Member firm.
 - (d) President, Vice President, or Secretary of the Association Member. However, such an Association Member shall be required to submit a resolution passed by its Governing Body.
 - (e) Chief Functionary of the local office of the Member company or firm if such a company or firm has its registered office outside India.

ADMISSION TO MEMBERSHIP

10. (a) Any Person interested in becoming a Member of the Chamber shall apply for membership by way of an application form, as may be prescribed by the Managing Committee from time to time, which shall be signed by the candidate and the proposer and seconder. The proposer and seconder should be either a Member himself or an authorized representative of a Member.

Provided that the Association Member shall propose or second an application only if the applicant is a Member of that Association.

Provided further that where an application has been rejected, then such applicant shall not be eligible to file an application seeking admission as a Member until the lapse of at least twelve (12) months from the date on which his application was last rejected by the Chamber.

- (c) The application form for membership shall contain the full name, address, and such other information concerning the applicant as the Managing Committee may from time to time require and shall contain a declaration signed by the applicant that in the event of his admission, he shall be bound by the Memorandum of Association and Articles of Association of the Chamber, as may be amended from time to time.
 - (d) Every application form for membership, except in the case of an application for association membership or overseas membership, shall be accompanied with one year's annual subscription, irrespective of the time of joining, along with one-time admission fees, if applicable in the case. On admission as a Member, the amount received towards one year's annual subscription shall be adjusted against the annual subscription determined in accordance with these Articles due on the admission of such applicant. In the case of association and overseas applicants, the amounts determined due shall be paid within 30 days of intimation regarding the acceptance of the application for admission to membership and such member shall be admitted only after receipt of the amount(s) due.
11. (a) Application forms for membership will be screened by the Membership Screening Committee, which will be constituted under the chairmanship of the President.
- (b) The Membership Screening Committee will make recommendations to the Managing Committee about the admission to membership. The admission to membership shall be approved by the Managing Committee, and for the said purpose, the majority of votes in favour of the candidate at the meeting of the Managing Committee at which the application is considered shall be sufficient to secure such admission. However, the Managing Committee may, in its sole discretion, reject any application for membership without assigning any reason. The decision of the Managing Committee shall be final and binding.
 - (c) If an applicant is duly admitted to membership, his name shall be entered in the Register of Members and the Secretary-General shall notify the admitted Member of the fact, and he will then have all the rights, privileges and obligations of membership of the Chamber.
 - (d) The Managing Committee shall lay down, from time to time, the guidelines with regard to eligibility or otherwise of any applicant for admission as a Member of the Chamber.
 - (e) In case there is a change in the name or constitution of a Member, the Managing Committee may, in its absolute discretion, allow the said Member to continue the membership in the new name or in the name of the successor.

MEMBERSHIP SUBSCRIPTION

12. The annual subscription payable by any Member, referred to in articles 12(i) and 12(ii) below, for any year shall be computed based on its annual turnover or annual receipts for the latest accounting year, ending not later than 30th September of the previous financial year, as per the rates mentioned hereunder:

- i) All Members other than Professional Members, Star Members, Overseas Members, Association Members and Patron Members:

| Category of Turnover | Rates of Annual Subscription(in Rupees) plus applicable taxes |
|---|---|
| Annual Turnover exceeding Rs. 1 Crore but not exceeding Rs. 5 crores | 15,000 |
| Annual Turnover exceeding Rs.5 crore but not exceeding Rs.15 crores | 20,000 |
| Annual Turnover exceeding Rs.15 crore but not exceeding Rs 25 crores | 25,000 |
| Annual Turnover exceeding Rs.25 crore but not exceeding Rs. 50 crores | 35,000 |
| Annual Turnover exceeding Rs.50 crore but not exceeding Rs. 100 crores | 50,000 |
| Annual Turnover exceeding Rs.100 crore but not exceeding Rs.250 crores | 75,000 |
| Annual Turnover exceeding Rs.250 crore but not exceeding Rs.500 crores | 90,000 |
| Annual Turnover exceeding Rs.500 crore but not exceeding Rs.1000 crores | 1,20,000 |
| Annual Turnover exceeding Rs. 1000 crores | 1,50,000 |

- ii) Professional Member i.e., Lawyers, Chartered Accountants, Cost Accountants & Company Secretaries engaged in profession

| Category of Turnover | Rates of Annual Subscription(in Rupees) plus applicable taxes |
|---|---|
| Annual Turnover / Receipts not below Rs. 50 Lakhs but not exceeding Rs.1 crore | Rs.10,000/- |
| Annual Turnover / Receipts exceeding Rs.1 crore but not exceeding Rs. 5 crores | Rs.15,000/- |
| Annual Turnover / Receipts exceeding Rs. 5 crores but not exceeding Rs. 15 crores | Rs.20,000/- |
| Annual Turnover / Receipts exceeding Rs.15crore but not exceeding Rs. 25 crores | Rs.25,000/- |
| Annual Turnover / Receipts exceeding Rs.25 crores but not exceeding Rs.50 crores | Rs.35,000/- |
| Annual Turnover / Receipts exceeding Rs. 50 Crores | Rs.50,000/- |

For the purpose of sub-clauses (i) and (ii) above:

- The term annual "Turnover" / "Receipts" will mean gross turnover and / or receipts, as the case may be, of the Member
- To determine the Annual Turnover or Receipts, reliance shall be placed on the latest audited financial statements for the immediately preceding financial year of the concerned Member, and if the same is not available, then the details of Annual Turnover / Receipts, as the case may be, shall be certified by the Statutory Auditor, if appointed, or by a practicing Chartered Accountant.
- In cases where annual turnover as defined hereinafter cannot be taken as the basis, like, e.g. unincorporated bodies, similar organizations, regional or liaison or representative offices, etc., the rate of the annual subscription in such cases shall be decided by the Managing Committee.
- Any individual, firm, company, or undertaking, whether incorporated or not, having

turnover/ receipts less than as prescribed in Articles 12(i) and 12(ii) above shall not be eligible for admission as a member. Further, any existing Member having turnover less than as prescribed in Articles 12 (i) and 12(ii) shall continue to be a Member, but they will have to pay the annual subscription as per the minimum turnover criteria, including renewal thereto.

- iii) The subscription payable by a Patron Member shall be Rs. 5,00,000 (Rupees Five Lacs only) per annum plus applicable taxes, or a such higher amount as may be determined by the Managing Committee from time to time, provided the Patron Member shall at the time of admission, commit for payment of annual subscription for a term of three (03) years.
 - iv) (a) The annual subscription for an Association Member shall be determined by the Managing Committee from time to time but shall not be less than Rs. 21,000/- (Rupees Twenty-One Thousand only) per year plus applicable taxes. The Managing Committee may provide a different annual subscription for different classes of Association Members, considering such parameters as it thinks fit.

(b) The annual subscription for an Overseas Association Member shall be USD 1,000/- (US Dollars One Thousand only) per annum plus applicable taxes.
 - v) The annual subscription for an Overseas Member shall be USD 2,000/- (US Dollars Two Thousand only) per annum plus applicable taxes.
 - vi) The annual subscription for a Star Member shall be Rs.3,00,000 (Rupees Three Lakhs only) per year plus applicable taxes or such higher amount as may be determined by the Managing Committee from time to time.
- 13. Notwithstanding anything contained in these Article, the Managing Committee may, from time to time levy additional contributions on such categories of Members as they may deem fit.
 - 14. All Members, other than Overseas Member, Patron Member, and Star Member, shall be required to pay a one-time admission fee of Rs. 10,000 (Rupees Ten Thousand only) in the year of admission as a Member. An Overseas Member shall be required to pay a one-time admission fee of USD 200 (US Dollars Two Hundred only) in the year of admission.
 - 15. Applicants becoming Members after the 30th September and 31st December in any year shall pay the full annual subscription for that year, but they shall be eligible for a deduction of 50% and 75%, respectively, of the subscription from the annual subscription applicable for the next year.
 - 16. All annual subscriptions other than the first annual subscription which is payable by new Members, shall be due in advance for the whole year on 1st April of that year.
 - 17. The due date for payment of the membership subscription will be 1st April of the year.
 - 18. A member whose subscription is in arrears for 3 months i.e. who has not paid subscription up to 30th June, shall not be entitled to file nomination for seeking elections or otherwise seek election to the Managing Committee. Further, the member shall not be entitled to vote unless the subscription is paid up to 31st July. However, the Managing Committee may in appropriate cases relax these conditions.
 - 19. In case the annual subscription is not paid up to 31st December of that year, the name of such Member shall be removed from the Register of Members unless otherwise decided by the Managing Committee.
 - 20. The Managing Committee may, from time to time, amend and/ or revise the rates of the annual subscription for any or all categories of members.

CESSATION OF MEMBERSHIP

21. Any Member may withdraw from the Chamber by giving written notice to the Secretary General of his intention to do so, but such notice must reach him at least one calendar month before the 31st March of each year, failing which the Member will be liable to the Chamber for payment of the annual subscription for the following year.
22. If at any point of time after admission of a Member, it appears to the Chamber that any statement contained in the application form is incorrect in some material respect or the Member continues to pay the annual subscription otherwise than in accordance with these Articles for a period of two years or more or if the activities of the Member are prejudicial to the interest and reputation of the Chamber, or the said Member may be guilty of misconduct, then the Chamber in consultation with the President shall issue show cause to the said Member requesting for the an explanation. If, on receipt of necessary explanation to the show cause notice, the President is satisfied with respect to the allegations made against the said Member, he will put the matter for consideration of the Managing Committee. The Managing Committee may, after giving the Member an opportunity to represent in writing and if the Managing Committee is not satisfied with the explanation, cancel the membership of such Member.

Provided that the notice of the meeting, at which it is proposed to take action under this Article, shall have been given to the Members of the Managing Committee at least 7 days before the meeting.

Provided further that the Member whose membership has been cancelled under this clause may again seek admission to the Chamber after a period of not less than 12 months from the date of such cancellation.

Provided further that for the purposes of this Article, misconduct shall include a person convicted of any criminal offence by a court of competence.

23. Any Member who ceases to be a Member shall nevertheless remain liable for and shall pay to the Chamber all outstandings which, at the time of such Member ceasing to be a Member, may be due from him to the Chamber.

MANAGING COMMITTEE

24. The affairs of the Chamber shall be managed by the Managing Committee in the manner provided hereinafter and who shall exercise all such powers which may be necessary for such management except those which are, by these Articles or by statute, expressly directed to be done by the Chamber in a general meeting.
25. The Managing Committee may lay down rules, regulations, guidelines, etc., as may be required, in connection with the management and operation of the Chamber from time to time.
26. The Managing Committee shall consist of a maximum of one hundred and thirty-five (135) voting Members comprising of the following:

- (a) Immediate Former President, President, Senior Vice President, Vice President.

(b) Elected Members:

A maximum of Fifty Six (56) Members of the Managing Committee shall be elected from categories of Members as follows:

| Sr No. | Categories of Members | Number of Seats |
|--------|---|-----------------|
| 1 | Having annual turnover upto Rs.5 crore | 4 |
| 2 | Having annual turnover exceeding Rs.5 crore but less than Rs.25 crore | 8 |
| 3 | Having annual turnover exceeding Rs.25 crore but less than Rs.100 crore | 10 |
| 4 | Having annual turnover exceeding Rs. 100 crore but less than 250 crore | 8 |
| 5 | Having annual turnover exceeding Rs. 250 crore but less than 500 crore | 8 |
| 6 | Having annual turnover exceeding Rs.500 crore | 14 |
| 7 | Professional Members i.e lawyers, chartered accountants, cost accountants and company secretaries engaged in profession | 4 |
| | TOTAL | 56 |

The election of such Members shall be undertaken in the manner provided in these Articles. Further, not more than one representative of the same firm or company, or undertaking, whether incorporated or not, shall seek election or be elected as a Member of the Managing Committee. This clause shall equally apply to Patron Members.

(c) Patron Members:

Each Patron Member shall be entitled to nominate one representative on the Managing Committee who shall otherwise be eligible to be elected to the Managing Committee provided the number of Patron Members on the Managing Committee shall not exceed fifty-five (55).

The Patron Members shall advise, at least one month before the Annual General Meeting, the name of their nominee(s) for the Managing Committee of the Chamber.

(d) Co-opted Members:

The Members of the Managing Committee may co-opt, as maybe necessary and desirable, up to twenty (20) members to the Managing Committee.

Provided that while co-opting members, the Managing Committee shall give due consideration to the unrepresented interests such as association members, professional members, representation to small scale sector and members from unrepresented geographical area serviced by the Chamber. However, out of twenty (20) members, two (02) members shall be from association members, who shall be either the Chairman or President of the Association. The co-opted members shall hold office until the conclusion of the next Annual General Meeting of the Chamber.

Provided further that co-opted member shall be a Member of the Chamber in his individual capacity and shall not represent any organization, which already has any individual as a Member of the Managing Committee.

SPECIAL INVITEES:

27. (a) The Managing Committee may invite any person(s) to be associated with it as a special invitee. The special invitee(s) appointed as such shall hold office up to the conclusion of the next Annual General Meeting of the Chamber.

(b) The total number of special invitee(s) to the Managing Committee shall not be more than twenty (20) exclusive of other existing categories of Special Invitees.

Provided that person(s) associated as a special invitee(s) under this clause shall preferably be a member himself or represent a member of the Chamber. However, this will not include Resident Commissioner(s) of the State Government(s) and/or any government official(s) associated with the Committee as a special invitee(s).

(c) Former Presidents of the Chamber, other than the immediate retiring President, shall be special invitees to the Managing Committee provided that either they individually or the organization that has nominated them to the Chamber, continues to be the Member of the Chamber.

(d) The Star Member, either himself or in the case of a body corporate or association, is entitled to nominate one representative, who shall be a Special Invitee to the Managing Committee. Star Members may also choose to contest elections for the Managing Committee, then they can do so, and on being elected, they will be treated as an elected member of the Managing Committee. In such a case, the annual subscription for that year as a Star Member shall not be refunded. However, the member has an option to either continue as a member in the Star Category or change to Ordinary Category of Membership for the forthcoming years and pay the annual subscription based on Annual Turnover / Receipts.

(e) The Chairman of PHD Family Welfare Foundation and PHD Rural Development Foundation shall be invited to be special invitee(s) to the Managing Committee.

(f) The Chairman of the Expert Committees and / or Special Committees shall be Special Invitee to the Managing Committee.

(g) The Chairman of the Executive Committee of each State Chapter and in his absence, the Vice Chairman of the Executive Committee of the State Chapter shall be a special invitee to the Managing Committee.

(h) The Co-chairman of any State Chapter/ State Committee / Expert Committee, who is not a Member of the Managing Committee, may be invited as a Special Invitee to the meetings of the Managing Committee wherein the issues concerning that State Chapter/ Expert Committee are to be discussed.

28. The tenure of an elected Member of the Managing Committee shall be two years. At every annual general meeting, the retiring members shall be those who have completed a tenure of two years in office. However, the retiring Members of the Managing Committee shall be eligible for re-election.

COMMITTEES OF THE MANAGING COMMITTEE

29. The Managing Committee shall constitute mandatory expert committees and state chapters/ committee as listed in **Appendix A**. Further, the Managing Committee may, from time to time, constitute optional expert committees, centers, forum(s) and Task Force(s) as it thinks fit, provided the total number of such committees and forums, excluding task force, shall not exceed sixty (60) at any point of time. An illustrative list of such optional expert committees is given as **Appendix B**.

30. The Managing Committee will lay down rules and regulations with respect to composition, terms of reference, periodicity of meetings, etc., with respect to expert committees, chapters, special committee(s), centres, forum(s) and task force(s) constituted by it from time to time.

ELECTION TO MANAGING COMMITTEE

31. Subject to Article 26, all Members of the Managing Committee shall be elected by all the Members of the Chamber, except Honorary Members. In case of equality of votes, the election shall be by draw of lots by the Chairman of the meeting.
32. The retiring President, Senior Vice President, and Vice President shall not be liable to seek re-election to the Managing Committee and shall ipso facto be Members of the next Managing Committee.
33. At the election of the Managing Committee, a Member is entitled to vote provided his name appears on the Register of Members and has paid the annual subscription for that year on or before 30th June of that year.
34. Subject to these Articles, no person shall be eligible to stand for election unless he has been duly proposed by the concerned Member, or by himself in case of individual Member, and such proposal must reach the Delhi Office on or before the date fixed by the Managing Committee for the purpose which shall not be less than forty-five (45) days before the date of the annual general meeting of the Chamber.

Provided that no Member can contest election to the Managing Committee or nominate any other person for the same unless such Member has been a member of the Chamber for a minimum period of one year before the date of filing the Nomination.

35. Subject to the restrictions contained in these Articles, the following will be eligible to seek election to the Managing Committee:
- (a) Member himself.
 - (b) Partner or Proprietor of a Member firm.
 - (c) Director on the Board of Directors, President/ Chief Executive Officer of a corporate member.
36. Any Member or representative of a Member filing nomination for election to the Managing Committee shall hold a valid Director Identification Number ("DIN") as on the date of the nomination otherwise the nomination shall be treated as invalid.
37. For the purpose of election to the Managing Committee in any year, a Member himself, or where the candidate is nominated by any Member, then the said Member, shall furnish statutory auditors' certificate or audited accounts as on 31st March of the previous year in support of the "Turnover / Receipts" to determine the category of membership. Where a statutory auditor is not required to be appointed, the "Turnover / Receipts" shall be certified by a practicing Chartered Accountant. Even if the Turnover/ Receipts of the concerned member is increased as of 31st March of the election year, the concerned member will seek election in the same category as of the preceding year. In the event of it being discovered that the member had furnished a false certificate or a wrong declaration, the Managing Committee shall have the power to appoint a committee to look into the matter and take appropriate action including annulling and/ or disqualifying the election of the concerned member to the Managing Committee.
38. A member whose subscription is in arrears for 3 months i.e. who has not paid subscription up to 30th June, shall not be entitled to file nomination for seeking elections or otherwise seek election to the Managing Committee. Further, the member shall not be entitled to vote unless the subscription is paid up to 31st July. However, the Managing Committee may in

appropriate cases relax these conditions.

39. The election documents along with the demand draft for the payment of membership subscription unless the same has been paid online on or before the due date of filing the nomination, should be received at the Delhi Office only and not at any other office. The nomination can also be withdrawn as per such rules as may be laid down by the Managing Committee, in this regard but the additional subscription shall not be refunded in such case.

The duly signed and scanned copy of election documents could be sent by the contestant through email subject to the condition that the original of the scanned documents shall be physically submitted at the Delhi Office of the Chamber latest within seven (07) calendar days of the due date of filing the nomination otherwise the nomination shall be rejected.

40. (a) Election of the Managing Committee shall be by secret ballot. After the scrutiny of nominations, and withdrawals if any, for election to the Managing Committee, the Chamber shall send ballot papers containing the names of valid nominations by registered post, or any other mode that may be decided by the Managing Committee permissible under the Act, to all Members eligible to vote along with a self-addressed envelope for the Members to return the ballot papers after entering their vote on or before the date as mentioned in the ballot papers.
- (b) Two printed envelopes, large and small, addressed to the Secretary General of the Chamber shall be sent to Members with ballot papers. Member shall place his ballot paper in the small envelope, seal the same and then enclose the small envelope, with a cover letter duly signed by the authorised representative of the Member on the records of the Chamber stating that ballot paper is being sent by him, in the large envelope and shall either send the same by registered post/ courier, directly addressed to the Secretary General or deposit it at the Delhi Office. The Members will be required to return the ballot paper in the envelope so as to reach the Delhi Office latest by the date prescribed by the Secretary General in the letter. The envelopes containing the ballot paper shall on receipt, be placed in the ballot box duly locked and kept under the charge of the Secretary-General.
- (c) Duplicate ballot paper may be issued on receiving a written request from a member that he has not received the ballot paper. In case both ballot papers, original and duplicate, are received from a member, both the ballot papers shall be treated as invalid and shall not be considered for counting the votes.
- (d) Any sealed envelope containing the ballot paper which is not accompanied by the covering letter duly signed by the authorised representative on the records of the Chamber shall be treated as invalid.
- (e) The ballot box shall be opened by the Scrutineers, appointed jointly by the President, Senior Vice President, Vice President and the Secretary General, on the day of scrutiny and all the ballot papers shall be scrutinized in one sitting. Names of the elected members of the Managing Committee for the ensuing year shall be formally declared at the Annual General Meeting.
- (f) The Managing Committee shall take office immediately after conclusion of the Annual General Meeting and shall continue to hold office till the conclusion of the next Annual General Meeting.

ELECTION GRIEVANCES

41. (a) In case a candidate is aggrieved by his non-election and challenges the election outcome, the said candidate shall notify such objection/(s) in writing either from the Member's registered and usual official e-mail, to the Secretary-General at sg@phdcci.in or on the Member's letterhead in physical form with the signature of the candidate. Such objection(s) should reach the Secretary-General within two working days after the

declaration of the results of the election at the Annual General Meeting

- (b) The Secretary-General shall attempt to resolve the objection(s) as quickly as possible in the first instance in case the said objection(s) is/ are not resolved within 30 (thirty days) by the Secretary-General, then the said issue shall be referred to a Three-Member Committee consisting of the President, Senior Vice President and Vice President. The Committee shall hold its sittings at the Delhi Office and shall attempt to resolve the objection(s) as quickly as possible but not exceeding thirty (30 days unless extended by the Managing Committee). The decision of said Committee shall be final and binding on all concerned.

CASUAL VACANCY ON COMMITTEE

42. In the event of a casual vacancy in the Managing Committee, the remaining Members of the Managing Committee may fill that vacancy by nomination of a member from the same category from which the ceasing member was elected and a member appointed in such casual vacancy shall hold office till the period, up to which the original member would have held office. A vacancy shall occur if:

- (a) the Member meets any of the disqualifications provided under Section 167 of the Act;
- (b) resigns from his office ;
- (c) ceases to represent the firm, company or undertaking which is a Member or ceases to have any interest in it; or
- (d) death of a member
- (e) the company which nominated him ceases to be a Member of the Chamber.

In case a Member of the Managing Committee is liable to vacate his office as a member of the Managing Committee for the aforementioned reasons except (d), he shall be liable to inform the same in writing, within 15 days, to the Secretary-General.

PRESIDENT, SENIOR VICE PRESIDENT AND VICE PRESIDENT

43. The Managing Committee shall, at its first meeting held after the Annual General Meeting, elect the President, Senior Vice President, and Vice President of the Chamber for the ensuing year and may Co-opt Members to the Committee as provided under Article 26(d) herein above.

- 44. (a) The President shall preside at all meetings of the Managing Committee, shall have general supervision over the work of the Chamber, and shall do everything which, in his opinion, will promote prosperity and welfare and increase the usefulness of the Chamber to its members, and shall perform such other duties as may be incidental to the office of the President.
- (b) It shall be the duty of the Senior Vice President to act on behalf of the President whenever the latter so desires and, if the President is absent from Delhi, to preside at any meeting of the Managing Committee or other meetings of the Chamber.
- (c) It shall be duty of the Vice President to act on behalf of the President or the Senior Vice President whenever the President or the Senior Vice President so desires or if the President / or the Senior Vice President are absent from Delhi, to preside at any of the meeting of the Managing Committee or other meetings of the Chamber.
- (d) If at any Managing Committee meeting, the President, the Senior Vice President and the Vice President are absent, then the Immediate Former President of the Chamber personally present at the meeting shall be the Chairman of, and preside, at the meeting. If the Immediate Former President is not present, then the senior most amongst the Former

President(s) shall be the Chairman of the meeting.

MANAGING COMMITTEE MEETINGS

45. The Managing Committee shall meet as often as it may think fit and shall make such regulations as it considers proper as to the summoning and holding of its meetings, but the record of its proceedings shall be open to the inspection of the Members of the Managing Committee subject to such regulations as the Managing Committee may from time to time prescribe.
46. Notice for the meeting of the Managing Committee shall be given at least fourteen (14) days before the date of the meeting, including through email or other electronic means.
47. Eight (08) members of the Managing Committee present in person shall form a quorum for the transaction of business, but where the quorum is not present, then the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place. If at the adjourned meeting, the quorum is not present, the members present whatever be their number shall form the quorum and shall have the power to decide upon all matters which could have been disposed of at the meeting from which the adjournment took place. At the meeting of the Managing Committee, voting shall be by members personally present.
48. Every member of the Managing Committee personally present at the meeting, shall have one vote. Decision at a Managing Committee meeting shall be taken by majority, and in the event of equality of votes, the Chairman of the meeting shall, in addition, also have a second or a casting vote; but in the exercise of his casting vote, the Chairman shall ordinarily, vote for the status quo.
49. Notwithstanding anything contained in the preceding paragraphs, a resolution approved by at least two-third of the members of the Managing Committee, after circulation, shall have the same force and effect as if passed at a meeting of the Managing Committee duly held and constituted.

SECRETARY-GENERAL

50. The Managing Committee shall appoint a Secretary-General, and in his absence, the President may appoint an officiating Secretary-General to attend to the business and affairs of the Chamber on such terms as it deems fit.
51. It shall be the duty of the Secretary-General to arrange and attend to all the work of the Chamber, to issue notice, to prepare the Agenda and Minutes of all proceedings of the Managing Committee, to conduct all correspondence of the Chamber, except such work as may be delegated by the Managing Committee to any Member or Members of the Managing Committee and to generally take over the responsibility for the safe custody and management of all the properties of the Chamber.
52. The Secretary-General shall be the administrative head of the Chamber's staff and Secretariat and shall have the power to appoint, punish and dismiss any person within the overall limits sanctioned and approved by the Managing Committee. He shall be responsible for conducting all business of the Chamber in accordance with the decisions/ directions of the Managing Committee. All other officers and staff of the Chamber shall work under him. The Secretary-General shall act in all matters relating to the affairs of the Chamber and where necessary, obtain direction from the President of the Chamber and shall be responsible to the Managing Committee. The Managing Committee of the Chamber may, from time to time, entrust to and confer upon, the Secretary-General such powers and authorities as the Managing Committee may deem fit and may from time to time revoke, withdraw, alter or vary all or any of such powers and authorities.

53. The duties of the Secretariat shall be to work under the control of the Secretary-General and to keep fair minutes and record of proceedings of various meetings of the committees, sub-committees, task forces, etc of the Chamber and of which the Secretariat shall be custodian and shall be responsible to comply with and meet with legal requirements / compliances under the Act and other laws.
54. The Secretary-General shall be the Chief Executive Officer of the Chamber.
55. In addition to the Secretary-General, the Managing Committee shall also appoint a Chief Financial Officer and Company Secretary of the Chamber. The Chief Financial Officer and Company Secretary shall exercise such functions as provided under the Act and by the Managing Committee or the Secretary General.

STATE CHAPTERS

56. State Chapter(s) may be constituted and formed by the Managing Committee. The Managing Committee shall draw and lay down guidelines, rules, and regulations necessary for the smooth functioning of the State Chapter(s) and shall have the absolute power to change and/ or amend and/ or modify such guidelines, rules and regulations from time to time.
57. The membership of the State Chapter will be open to local resident individuals, firms, companies or undertakings whether incorporated or not, engaged or interested in manufacturing, trading, services sector, profession or other commercial activities, and local commodity or industry or trade associations or Chambers of Commerce and Industry. The minimum eligibility criteria for membership of the State Chapter shall be laid down by the Managing Committee. Members so taken shall be admitted only to the State Chapter membership. These members will be entitled to get service on the issues concerning that particular State.
58. Admission fees, annual subscription and other charges for the membership of the State Chapter shall be determined by the Managing Committee on the recommendation of the Executive Committee of the concerned State Chapter.

CALLING OF GENERAL MEETING OF THE CHAMBER

59. An Annual General Meeting of the Members shall be held once in every calendar year in accordance with the provisions of the Act.
60. (a) The Managing Committee may, whenever they think fit, call an Extraordinary General Meeting, and shall do so on receiving a written requisition signed by such number of the members of the Chamber as provided in Section 100 of the Act.
 - (b) Any requisition made by the Members shall state the object for which the meeting is to be convened but may consist of several documents in like form each signed by one or more requisitionists.
 - (c) Upon receipt of such requisition, the Secretary-General shall convene a meeting of the Managing Committee for calling an Extraordinary General Meeting. If the Managing Committee does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition and all expenses for convening the same shall be borne by the Chamber. Any meeting convened under the Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Managing Committee.

61. Notice of the general meeting and of the business to be transacted thereat shall be given fourteen (14) days prior to the date fixed for the meeting by registered post, courier, or electronic & such other means as allowed under the Act, to all members of the Chamber.
62. The accidental omission in giving this notice to any Member or Members or non-receipt of the notice of a meeting by any Member or Members shall not invalidate the proceedings of any such meeting.
63. No business shall be transacted at any general meeting unless a quorum of Members as prescribed under the Act is present at the time when the meeting proceeds to business.
64. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week and at the same time and place, and at any adjourned meeting the Members present and entitled to vote, whatever their number, shall form the quorum and shall have the power to decide upon all matters which could have been disposed of at the meeting of which the adjournment took place.
65. Every general meeting of the Chamber shall be presided over by the President; and in absence of the President by the Senior Vice President and in absence of the President and the Senior Vice President by the Vice President and in their absence, the meeting shall elect one of the Members as Chairman of the meeting. The Chairman of the meeting shall have an original and also a casting vote; but in the exercise of the casting vote, he shall ordinarily vote for the status quo.
66. The Chairman of a general meeting may, with the consent of the meeting adjourn any meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting of which the adjournment took place.
67. At any general meeting, a resolution put to the vote may be decided by show of hands, electronic voting and/ or poll in accordance with the provisions of the Act.
68. Any member entitled to attend and vote at a general meeting of the Chamber shall be entitled to appoint another person as a proxy to attend and vote at the meeting only on his behalf, and not for the purpose of balloting under clause 40 herein above, for election to the Managing Committee, as per provisions of the Act.
69. The Chamber shall maintain a correct and true record of the proceedings of the general meetings as well as the meetings of the Committee as required under the Law.

FUNDS AND ACCOUNTS

70. All monies or funds of the Chamber, as received, shall be paid into the hand of the Secretary-General or any other officer of the Chamber duly authorised by the Managing Committee from time to time by a resolution passed at a meeting of the Managing Committee, duly convened and held and shall be paid by him as received to the credit of the Banking account of the Chamber and the same shall be available by cheques signed by the President, the Senior Vice President, the Vice President and the Secretary General or the said officer of the Chamber in the manner duly authorised from time to time by the Managing Committee.
71. The Managing Committee shall cause true accounts to be kept of all sums of money received and expended by the Chamber, and the matters in respect whereof such receipt and expenditure take place, and of the assets and liabilities of the Chamber, and once at least in every year the accounts shall be examined and their correctness ascertained by one or more auditor or auditors.
72. The books of account of the Chamber shall be kept at the Delhi Office of the Chamber or at such other place as the Managing Committee may think fit.

73. (a) Deeds, bonds, agreements and other contracts on behalf of the Chamber shall be signed by the Secretary General or any other officer nominated by the Secretary General and approved by the Managing Committee. The Managing Committee shall frame the guidelines to govern the routine contracts relating to secretarial affiliates, purchase contracts with vendors, suppliers and service providers and also wherever necessary prescribe the terms and conditions for such agreements and contracts.
- (b) Deeds, bonds, agreements and other contracts involving legal issues and other policy matters shall be scrutinized by the Secretary General or any other officer nominated by the Secretary General and shall also be recommended in writing by the President, to the Managing Committee for approval and authentication. On approval and authentication by the Managing Committee such deeds, bonds, agreements and other contracts shall be signed by the Secretary General jointly with any one of the President, Senior Vice President or Vice President.

However, in case of urgency, the Secretary General may sign such deed, bond, agreement and other contract jointly with anyone of the President, Senior Vice President, Vice President, provided President, Senior Vice President or Vice President have discussed the issue with the Sub Committee of the Managing Committee, constituted for the purpose, and get it ratified by the Managing Committee at the earliest opportunity.


NOTICES

74. The Chamber shall not file any litigation in the name of the Chamber directly unless the matter is directly related to the affairs of the Chamber. Suits / any other legal proceedings by or against the Chamber shall be instituted or taken in the name of the Secretary General of the Chamber or any other officer of the Chamber duly authorised by the Managing Committee. All the court cases by or against the Chamber shall be regularly reported to the Managing Committee.
75. Any notice may be given by the Chamber to any member either personally or by sending it by post or courier to his registered address in India or, if he has no such address, to the address, if any, within India supplied by him to the Chamber, or through electronic modes for giving notices to him.
76. Where a notice is sent by registered post or courier or post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting the letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

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 take all such steps, actions and to do all such acts and deeds, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Chamber and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Date: 22.02.2024
Place: New Delhi

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


Dr. Ranjeet Mehta
Executive Director

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its general circular nos. 20/2020 dated 5 May 2020, 10/2022 dated 28 December 2022 and 09/2023 dated September 25 2023 (**collectively referred as "MCA circulars"**) read with FAQs on VC meeting issued by Institute of Company Secretaries of India, permitted the holding of the Extra Ordinary General Meeting through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")). Accordingly, this meeting has been scheduled and called through the hybrid mode in Compliance with the provision of Companies Act, 2013 read with above said MCA Circulars..
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed herewith, which forms a part of the notice.
3. The Chamber has appointed Central Depository Services Ltd. (CDSL), to provide the facility of voting through remote e-voting or through e-voting on the date of the EGM. The procedure for participating in the meeting through hybrid mode is explained in these notes.
4. Since this EGM is being held through hybrid mode, accordingly, a member can either join the meeting virtually or physically. Whereas, if a Member entitled to attend and vote at this meeting and willing to join the EGM physically but not able to do so, is entitled to appoint proxy to attend and vote at the EGM instead of himself/ herself. Such proxy need not be a Member of the Company. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours prior to the commencement of the EGM. Proxies submitted on behalf of Companies/ Limited Liability Partnerships ("LLP"), Association of Persons (AoP) must be supported by an appropriate Resolution/Authority, as applicable. A copy of proxy form is enclosed as an **Annexure-C**.
5. In the view of relaxation given by MCA Circulars, the Notice of the EGM is being sent through email to all members at their registered email id with the Chamber as on 22nd February, 2024. 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 Dr. Ranjeet Mehta, Executive Director, PHDCCI at ed@phdcci.in and Ms. Sunita Rawat, Compliance Officer, PHDCCI at managingcommittee@phdcci.in.
6. Members attending the EGM through any of the options available in the hybrid mode (i.e., Physical or electronically) 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 e-voting or physical voting at the EGM.
8. Body corporates are entitled to appoint authorized representative(s) for the purpose of voting through remote e-voting or for participation and e-voting or physical 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 meeting and vote on their behalf through e-voting/ physical 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 rupesh@cacsindia.com with a copy marked to helpdesk.evoting@cdslindia.com
9. The route map of the venue of the Meeting is annexed as an **Annexure-D** 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. The facility for joining the EGM shall open 15 minutes before the time scheduled for EGM and will continue till the expiry of 15 minutes after conclusion of the EGM. 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, scrutinizer 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 resolution proposed to be passed in the Meeting by electronic means. The members may also cast their votes using an remote e- voting system or e-voting system from a place other than the venue of the Meeting ("remote e-voting") or physical voting at the EGM.
2. The link to attend the EGM is as below-
<https://zoom.us/j/98103160859?pwd=MnV3U1JBtStCZlpGZzhndFhoZnNzUT09>

Meeting ID: 981 0316 0859
Passcode: 609663
3. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting:
From 9.00 a.m. (IST) on Tuesday, 5 March, 2024
End of remote e-voting:
Upto 5.00 p.m. (IST) on Thursday, 7 March, 2024
4. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
5. 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.
6. The Members attending the EGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting system or physical voting at the EGM.
7. If any votes are cast by the members through the e-voting available during the EGM and if the same member has 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 member attending the EGM.
8. The members can opt for only one mode of voting i.e. remote e-voting or e-voting or physical voting at the EGM. The members who have cast their vote by remote e-voting may also attend the EGM but will not be able to vote again at the EGM.
9. A person whose name is recorded in the register of members of the Chamber as on the cut-off date, i.e. Saturday, 2nd March, 2024 only shall be entitled to avail the facility of remote e-voting or e-voting or physical voting at the EGM. The person who is not a member as on the cut-off date shall treat this Notice for information purpose only.
10. The Chamber, being a company limited by guarantee, does not have the share capital therefore every member of the Chamber shall have one vote.
11. The Managing Committee has appointed Rupesh Agarwal (CP:5673), Managing Partner and failing him, Shashikant Tiwari (CP:13050), Partner, Chandrasekaran Associates as a Scrutinizer to scrutinize the remote e-voting, e-voting and physical voting at the EGM in a fair

and transparent manner and they have communicated their willingness to be appointed and will be available for said purpose.

12. The Scrutinizer after scrutinizing the voting through remote e-voting and e-voting (including physical 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 President of the Chamber (being a chairman of the EGM) or any person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
13. 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 resolution 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 resolution.

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

1. Members should logon to e-voting website: www.evotingindia.com
2. Click on Shareholders/Members.
3. Enter your User ID as **XXXXXXXXXX**
4. Next enter the Image Verification as displayed and Click on Login
5. Enter your password as **XXXXXXXX**
6. After entering these details appropriately, click on "SUBMIT" tab.
7. Click on the **EVS No. of < PHDCCI >**
8. On the voting page, you will see "MEMBERS DETAILS" 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.
9. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
10. After selecting the resolution 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.
11. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
12. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
13. Voters are requested to cast their vote as soon as possible to avoid last minute rush.
14. 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

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 on toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.

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

**Date: 22.02.2024
Place: New Delhi**


**(Dr. Ranjeet Mehta)
Executive Director**

Explanatory Statement:

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

ITEM NO. 1

Pursuant to the recommendations of the Working Committee and Constitution & Bye Laws Committee of the Chamber and subject to approval of the members of the Chamber and the Central Government (powers delegated to Registrar of Companies), the Managing Committee of the Chamber recommended modifications in the existing Articles of Association of the Chamber.

The new set of Articles of Association of the Chamber presented herewith for the approval of the members.

Pursuant to Section 14 of the Companies Act, 2013, an alteration in the Article of Association requires approval of members by way of special resolution subject to the approval of Central Government.

The Managing Committee recommends the above resolution for your approval as a Special Resolution.

None of the Members of Managing Committee of the Chamber and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution.

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

**Date: 22.02.2024
Place: New Delhi**



**(Dr. Ranjeet Mehta)
Executive Director**

MANDATORY COMMITTEES & CHAPTERS

1. Business Practices & Awards Committee
2. Finance and Investment Committee
3. Membership Screening Committee
4. Membership Services and Development Committee
5. Standing Committee
6. Staff Committee
7. States Development Council
8. Working Committee
9. State & UT Chapter/Committee, as may be decided by the Managing Committee from time to time

OPTIONAL EXPERT COMMITTEES, CENTRES AND FORUMS**Expert Committees**

1. Agri Business & Food Processing
2. Art & Culture
3. Ayush
4. Banking, Financial Services & Insurance
5. Capital Market & Commodity Market
6. Civil Aviation
7. Competition Law
8. Corporate Affairs
9. Defence & Homeland Security
10. Direct Taxes
11. Direct Selling
12. Economic Affairs
13. Education
14. Entertainment & AVGC
15. Environment & Climate Change
16. Foreign Trade & Investment
17. Healthcare (Hospitals, Diagnostics, Wellness, Medical Devices, Pharmaceuticals Manufacturing)
18. Human Resources & Industrial Relations
19. Housing & Urban Development
20. Hydrocarbons (Petroleum, Oil & Natural Gas)
21. Indirect Taxes
22. Industry Affairs & EODB
23. ICT, Telecom & Electronics
24. Infrastructure Development – Ports, Roads, Shipping & Waterways
25. International Affairs
26. Logistics
27. Law & Justice
28. Media & Communications
29. Minerals & Metals
30. Micro, Small and Medium Enterprises
31. NCLT & IBC
32. New Age Businesses
33. Packaging
34. Power
35. Railways
36. Renewable Energy
37. Retail, E – Commerce and Consumer Affairs
38. Skill & Entrepreneurship Development
39. Startup
40. Sports & Youth Affairs
41. Sustainability
42. Textiles
43. Tourism & Hospitality
44. Women, Child Development and Entrepreneur

Centres

- 45. Centre for Sustainability
- 46. Library
- 47. PHDCCI Centre for International Arbitration and Mediation (PCIAM)*

Task Forces

- 48. Constitution & Bye-Laws*
- 49. Co-Operatives*

Forums

- 50. Gati Shakti Development Forum
- 51. Young Business Leaders Forum

Note:

- i. In case of carving out of more States from the existing States served by the Chamber. The Managing Committee may at its discretion constitute State Chapter(s) as optional Chapter(s).
- ii. In case of carving out of more sector specific Committees from the existing Expert Committees, the Managing Committee may at its discretion constitute Expert Committee(s) as optional Committee(s).
- iii. Expert Committees in consultation with the Managing Committee may constitute any Task Force/s on need basis having limited duration.
- iv. *These Committees/ Forum/ Centre/ Task Force are recommended to the Managing Committees as Optional Committees/ Forum/ Centre.

Form No. MGT-11**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:U74899DL1951NPL001947

Name of the Company: PHD Chamber of Commerce and Industry

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

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 Extra Ordinary General Meeting of the Members of PHD Chamber of Commerce and Industry (PHDCCI) will be held on **Friday, 8th Day of March, 2024 at 11.00 a.m. at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016** through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), and at any adjournment thereof in respect of such resolution as are indicated below:

1. **Approval for the Amendments in the Articles of Association of the Chamber.**

Signed this day of..... 2024

Signature of Member

Affix
Revenue
Stamp

Signature of Proxy Holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP

PHD Chamber of Commerce and Industry

CIN: U74899DL1951NPL001947

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

Membership No.

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I certify that I am a Member or Authorized Representative of the chamber.

I hereby record my presence at the Extra Ordinary General Meeting of the Members of PHD Chamber of Commerce and Industry (PHDCCI) on **Friday, 8th Day of March, 2024 at 11.00 a.m. at PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.**

.....
Name of the Member

(in BLOCK letters)

.....
Signature of the Member /
Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Annexure-D

