



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, 20th June, 2025 at 4:30 PM 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 AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE CHAMBER:

To consider, and if thought fit pass the following resolution as a 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 are hereby accorded to substitute the exiting article 5 (e) of the Articles of Association of the PHDCCI as mentioned below:

- i) **Existing Article No. 5(e) of the Articles of Association of the PHDCCI shall be substituted by the following clause:**

5(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.

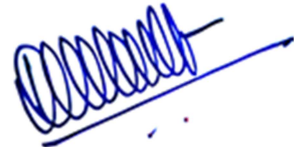
The total strength of Star Members shall not exceed one hundred fifty (150).

FURTHER RESOLVED THAT Shri Hemant Jain, President, Shri Rajeev Juneja, Senior Vice President, Shri Anil Gupta, Vice President, Dr. Ranjeet Mehta, CEO & Secretary General of the Chamber be and are hereby severally 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.”

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

**Date: 04.06.2025
Place: New Delhi**



**(Dr. Ranjeet Mehta)
CEO & Secretary General**

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its general circular nos. 20/2020 dated 5 May 2020, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023 and 09/2024 dated 19 September 2024 (**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 as an **Annexure A**.
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-B**.
5. The Notice of the EGM is being sent through email to all members at their registered email id with the Chamber as on 4th June, 2025. 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, CEO & Secretary General, PHDCCI at sg@phdcci.in and Ms. Sunita Rawat, Company Secretary and 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 info@cacsindia.com with a copy marked to helpdesk.evoting@cdslindia.com
9. The Attendance Slip of the Meeting is annexed as an **Annexure-C** hereto.
10. The route map of the venue of the Meeting is annexed as an **Annexure-D** hereto.

11. 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.
12. 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/92161037214?pwd=gU3ELI2TFaXPeuVGCVYThGxaUvsVwu.1>

Meeting ID: 921 6103 7214

Passcode: 46574

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, 17 June, 2025

End of remote e-voting:

Upto 5.00 p.m. (IST) on Thursday, 19 June, 2025

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. Friday, 13th June, 2025 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.cdsi.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

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the EGM through hybrid mode and have not casted their vote on the Resolution 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.
3. 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 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 through any of the given mode to join this meeting.

4. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM/ physical 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/ physical voting at the 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 on toll free no. 1800 21 09911.

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 or contact on toll free no. 1800 21 09911.

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

**Date: 04.06.2025
Place: New Delhi**



**(Dr. Ranjeet Mehta)
CEO & Secretary General**

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

The Managing Committee at its meeting held on 19th March 2025 constituted a Special Committee on the Expansion of Star Membership of PHDCCI under the Chairmanship of Dr. D. K. Aggarwal, Former President of PHDCCI for recommending enhancement in the number of Star Members and suitably recommends changes in the Articles of Association of PHDCCI.

The Report of such Special Committee presented before the Managing Committee in its meeting held on 21st May 2025, the Committee after deliberation, recommended to increase the total strength of Star Members from 100 to 150 thereby modifying Article 5(e) of the existing Articles of Association of the Chamber.

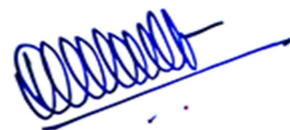
Pursuant to the provisions of Section 8, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), read with the Companies (Incorporation) Rules, 2014 such alteration in the Article of Association requires approval of the Members by way of Special Resolution and subject to the approval of the Central Government (powers delegated to Registrar of Companies).

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: 04.06.2025
Place: New Delhi**



**(Dr. Ranjeet Mehta)
CEO & Secretary General**

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]

PHD Chamber of Commerce and Industry
 PHD House, 4/2 Siri Institutional Area,
 August Kranti Marg, New Delhi-110016
U74899DL1951NPL001947

Name of the Member(s):

Authorised Representative:

Registered Address:

E-mail Id:

Membership No.:

I/ We, being the Member of PHDCCI, 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) which will be held on **Friday, 20th June, 2025 at 4:30 PM 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 Amendment in the Articles of Association of the Chamber.**

Signed this day of..... 2025

Signature of Member

Signature of Proxy Holder(s)

Affix
 Revenue
 Stamp

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

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, 20th June, 2025 at 4:30 PM 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

