



**Dr. Ranjeet Mehta**

CEO & Secretary General

**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 Thursday, 9<sup>th</sup> April, 2026 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 AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE CHAMBER:**

To consider, and if thought fit to 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 alter the various articles of Articles of Association of the PHDCCI as mentioned below:

**a) Articles 12(i) & (ii) of the Articles of Association of the PHDCCI shall be substituted by the following clause:**

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 30<sup>th</sup> 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:

Sr No.	Category of Turnover	Rates of Annual Subscription (in Rupees) plus applicable taxes
1	Annual Turnover exceeding Rs. 1 crore but not exceeding Rs.25 crore	20,000
2	Annual Turnover exceeding Rs. 25 crore but not exceeding Rs. 75 crore	45,000
3	Annual Turnover exceeding Rs. 75 crore but not exceeding Rs. 250 crore	75,000

4	Annual Turnover exceeding Rs. 250 crore but not exceeding Rs. 500 crore	1,00,000
5	Annual Turnover exceeding Rs. 500 crore but not exceeding Rs. 1000 crore	1,50,000
6	Annual Turnover exceeding Rs. 1000 crore but not exceeding Rs. 3000 crore	2,00,000
7	Annual Turnover exceeding Rs. 3000 crore and above	2,50,000

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

Sr No.	Category of Turnover	Rates of Annual Subscription (in Rupees) plus applicable taxes
1	Annual Turnover / Receipts not below Rs.50 Lakhs but not exceeding Rs.10 crore	15,000
2	Annual Turnover / Receipts exceeding Rs.10 crore but not exceeding Rs.50 crore	35,000
3	Annual Turnover / Receipts exceeding Rs. 50 crore	55,000

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

- (a) The term annual "Turnover" / "Receipts" will mean gross turnover and / or receipts, as the case may be, of the Member.
- (b) 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.
- (c) 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.
- (d) 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.

- b) Article 15 of the Articles of Association of the PHDCCI shall be substituted by the following clause:**

Applicant becoming a Member after the 30<sup>th</sup> September to 31<sup>st</sup> December in any year shall pay the full annual subscription for that year but they shall be eligible for a deduction of 50% of the subscription from the annual subscription applicable for the succeeding year.

However, any Applicant becoming a Member of PHDCCI from 1<sup>st</sup> January to 31<sup>st</sup> March of year shall pay the full Annual Subscription applicable for that financial year at the time of admission and shall be eligible for 100% deduction from the annual subscription applicable for the succeeding year.

- c) **Article 26(b) of the Articles of Association of the PHDCCI shall be substituted by the following clause:**

**26 (b) Elected Members:**

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

<b>Sr No.</b>	<b>Categories of Members</b>	<b>Number of Seats</b>
1	Annual Turnover exceeding Rs. 1 crore but not exceeding Rs.25 crore	10
2	Annual Turnover exceeding Rs. 25 crore but not exceeding Rs.75 crore	6
3	Annual Turnover exceeding Rs. 75 crore but not exceeding Rs. 250 crore	8
4	Annual Turnover exceeding Rs. 250 crore but not exceeding Rs. 500 crore	8
5	Annual Turnover exceeding Rs. 500 crore but not exceeding Rs. 1000 crore	6
6	Annual Turnover exceeding Rs. 1000 crore but not exceeding Rs. 3000 crore	8
7	Annual Turnover exceeding Rs. 3000 crore and above	6
8	Professional Members i.e. lawyers, chartered accountants, cost accountants and company secretaries engaged in profession	4
	<b>TOTAL</b>	<b>56</b>

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.

**FURTHER RESOLVED THAT** Shri Rajeev Juneja, President, Shri Anil Gupta, Senior Vice President, Shri Sanjay Singhanian, 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

(Dr. Ranjeet Singh Mehta)  
CEO & Secretary General

Date: 25<sup>th</sup> March, 2026  
Place: New Delhi

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its general circular nos. 14/2020, 17/2020, 20/2020, 11/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively issued by Ministry of Corporate Affairs (**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 EGM will be sent only through electronic mode to those members whose e-mail id is registered with the Chamber. The Notice of EGM will also be available on the website of the Chamber at [www.phdcci.in](http://www.phdcci.in) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. Members who have not registered/ updated their email address with the chamber are requested to send an email with your contact details to Dr. Ranjeet Mehta, CEO & Secretary General, PHDCCI at [sg@phdcci.in](mailto:sg@phdcci.in) and/or Ms. Sunita Rawat, Company Secretary and Compliance Officer, PHDCCI at [managingcommittee@phdcci.in](mailto:managingcommittee@phdcci.in), to complete their e-mail registration with the Chamber.
7. 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. Presence of any member through both the modes will be counted only once.
8. 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.
9. Body corporates are entitled to appoint authorized representative(s) for the purpose of voting through remote e-voting or e-voting or physical voting at the EGM or / for participation 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](mailto:rupesh@cacsindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

10. The Attendance Slip of the Meeting is annexed as an **Annexure-C** hereto.
11. The route map of the venue of the Meeting is annexed as an **Annexure-D** hereto.
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.

All the documents referred to in the accompanying notice and explanatory statement annexed hereto shall be available for inspection during normal business hours on working days at the Registered Office of the Company, from the date of circulation of this notice up to the date of EGM. These documents shall also be available for inspection during the meeting to any person having right to attend the meeting.

**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/98447850606?pwd=DxwidCpBhcrRv3L70npiURy7Abl2hb.1>

Meeting ID: 984 4785 0606

Passcode: 657179

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 Monday, 6 April, 2026

***End of remote e-voting:***

Upto 5.00 p.m. (IST) on Wednesday, 8 April, 2026

4. 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.
5. 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.
6. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM or physical voting at the EGM. In case of voting by all 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. In case of voting by e-voting at EGM and physical voting at EGM both, e-voting at EGM will be considered final and 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 but will not be able to vote again at the EGM.
7. Only those Members, who are present in the EGM through electronic mode and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, will be eligible to vote through e-Voting system available during the EGM. Further, only those Members, who are physically present (including through proxy) at the EGM and have not cast their vote on the Resolution through remote e-Voting and are

otherwise not barred from doing so, will be eligible to vote through e-Voting system or physical voting at the EGM.

8. A person whose name is recorded in the register of members of the Chamber as on the cut-off date, i.e. Thursday, 2<sup>nd</sup> April, 2026 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.
9. The Chamber, being a company limited by guarantee, does not have the share capital therefore every Member of the Chamber shall have one vote.
10. 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.
11. 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 by President of the Chamber in writing, who shall countersign the same and declare the result of the voting forthwith.
12. Results of Voting shall be posted on the website of Chamber at [www.phdcci.in](http://www.phdcci.in) and website of [www.evoting.cdsl.in](http://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.
13. If any Member has any queries or issues regarding attending EGM & e-Voting from the e-Voting System, he may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free no. 1800 21 09911.
14. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (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](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free no. 1800 21 09911.

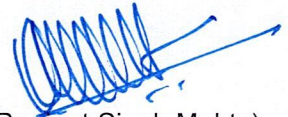
#### **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM**

1. Members should logon to e-voting website: [www.evotingindia.com](http://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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Date: 25<sup>th</sup> March, 2026  
Place: New Delhi



(Dr. Ranjeet Singh 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 22<sup>nd</sup> January 2026 constituted a Special Committee to review the membership matters of PHDCCI under the Chairmanship of Shri Hemant Jain, Immediate Former President of PHDCCI to suitably recommend changes in the Articles of Association of PHDCCI.

The Special Committee in its meeting held on 11<sup>th</sup> February 2026, recommended various modifications in Article 12(i), 12(ii), Article 15 and Article 26(b) of the existing Articles of Association of the PHDCCI.

The report of Special Committee presented before the Managing Committee in its meeting held on 19<sup>th</sup> March 2026. The Committee after deliberation approved such modifications in the existing Articles of Association of the PHDCCI, subject to the approval of the Members of PHDCCI.

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 alterations in the Articles 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 aforesaid resolution for your approval as a Special Resolution.

None of the KMP of the Chamber and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution. However, Directors/ Members of the Managing Committee of the Chamber may financially or otherwise concern or interested in the proposed resolution.

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

Date: 25<sup>th</sup> March, 2026  
Place: New Delhi

  
(Dr. Ranjeet Singh 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

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Name of the Member(s):  
Authorised Representative:  
Registered Address:  
E-mail Id:  
Membership No.:

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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 **Thursday, 9<sup>th</sup> April, 2026 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 Amendments in the Articles of Association of the Chamber.**

Signed this ..... day of..... 2026

Signature of Member

Signature of Proxy Holder(s)

Affix Revenue Stamp
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**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 **Thursday, 9<sup>th</sup> April, 2026 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**

