



PH
TRADING LIMITED
CIN – L47733WB1982PLC035011

Date: 20.11.2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: PH Trading Limited- Notice of the Extraordinary General Meeting (EGM) to be held on December 12, 2024 - Reg

Ref: Scrip Code: 512026; ISIN: INE603D01017

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the **Notice of the Extra Ordinary General Meeting** of PH Trading Limited which is being dispatched through electronic mode to those Members whose email addresses are registered with the Company / Registrar & Transfer Agent or Depositories.

The Notice of EGM is also available on the Website of the Company at www.phtradinglimited.com.

This is for the information and records of the Exchange, please.

Yours faithfully,

for PH Trading Limited

B. Kiran Kumar
Company Secretary and Compliance Officer

PH TRADING LIMITED

CIN: L47733WB1982PLC035011

**Regd. Office.: Plot No. -62, Tower -II, 12th Floor Millennium City
Information Technology Park, Sector -V, Block DN , Saktlake,
West Bengal, India - 700064**

**E-mail: csphtrading6@gmail.com;
Website: www.phtradinglimited.com;**

NOTICE FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024-25 OF THE SHAREHOLDERS OF PH TRADING LIMITED WILL BE HELD ON THURSDAY, THE 12TH DAY OF DECEMBER 2024 AT 12:00 NOON THROUGH VIDEO CONFERENCING (“VC”) AND OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(S):

Special Business:

1. To approve the appointment of M/s. Sagar & Associates, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy and fix their remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) as recommended by the Board of Directors of the company, M/s. Sagar & Associates., Chartered Accountants (Firm Registration No.003510S), be and are hereby appointed as the Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Salarpuria & Partners., Chartered Accountants (Firm Registration No. 302113E), and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration and other expenses as may be agreed mutually between the Company and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** any of the Directors and/or , B. Kiran Kumar, Company Secretary of the Company be and are hereby severally authorized to sign, execute all such documents and to do all such acts, deeds and things which may be necessary to bring into effect the above resolution.”

2. To issue convertible warrants on a preferential basis to certain identified promoters and non-promoter persons/entities:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares including warrants and other applicable Regulations of SEBI, if any; and other rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“**SEBI**”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“**BSE**”) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**The Board**", which term shall be deemed to mean and include any Committee constituted by the Board thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, up to 92,16,298 (Ninety Two Lakhs Sixteen Thousand Two Hundred Ninety Eight) warrants each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each (“**Warrants**”) at a price of Rs. 55 /- (Rupees Fifty-Five Only) per equity share each payable in cash (“**Warrants Issue Price**”), aggregating up to Rs. 50,68,96,390/- (Rupees Fifty Crores Sixty-Eight Lakhs and Ninety Six Thousand Three Hundred Ninety Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18(Eighteen) months to the promoters and non-promoters of the Company together as mentioned in the explanatory statement (hereinafter referred to as “Proposed Allottees”, whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, on such other terms and conditions as given below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws, as the Board may determine the preferential issue.”

“RESOLVED FURTHER THAT the pricing of the convertible warrants to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of convertible warrants is 11.11.2024 i.e., thirty days prior to the date on which this Extra Ordinary General Meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the resultant equity shares issued on conversion of warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on conversion of warrants during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company upon exercise of the option in the Warrants held by the Warrant holder(s).”

“RESOLVED FURTHER THAT the resultant Equity Shares allotted on conversion of warrants in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of warrants, if necessary, keeping in view of the provisions of various Acts and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a. the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. the minimum amount of Rs. 13.75, which is equivalent to 25% (Twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 41.25, which is equivalent to 75% (Seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrant Exercise Amount”).
- c. the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d. the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- e. the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

- f. the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- g. the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice (“**Conversion Notice**”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“**Conversion Date**”).
- h. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company.
- i. the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- j. the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- k. the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- l. A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- m. In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and

- n. In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization of the company, tender offer for equity shares or sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the resultant equity shares on conversion of warrants and make an application to the Depositories for admission of the said warrants and resultant equity shares on conversion of warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

“RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors
PH Trading Limited

Place: Kolkata
Date: 20.11.2024

Sd/-
Naveen Kumar Vanama
Managing Director

Notes:

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company’s website www.phtradinglimited.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evotingindia.com).
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.

8. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
9. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
10. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
14. For any communication, the shareholders may also send requests to the Company's investor email id: Csphtrading6@gmail.com.
15. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the EGM is being conducted through Video Conferencing (VC) herein after called as "e-EGM".
16. Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
17. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-EGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
18. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
19. Up to 10000 members will be able to join on a FIFO basis to the e-EGM.
20. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

21. The company has appointed Mr. N Phani Chakravarthy, Practicing Company Secretary, as a Scrutinizer of the company to scrutinize the voting process.

THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

22. The voting period begins on 09.12.2024 at 9:00 A.M. and ends on 11.12.2024 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on 05.12.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
23. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
24. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

In case of Individual shareholders holding shares in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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<p>Individual Shareholders holding securities in demat mode</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful</p>
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<p>with NSDL Depository</p>	<p>authentication, you will be able to see e-Voting services. Click on "Access to e- Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
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	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteendigit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800

	1020 990 and 1800 22 44 30
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Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii)
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <**PH Trading Limited**> on which you choose to vote.
- (vi) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non–Individual Shareholders and Custodians –For Remote Voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Csphtesting6@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- The company has appointed Mr. N Phani Chakravarthy, Practicing Company Secretary, as Scrutinizer of the company to Scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchange within 48 hours from the conclusion of the Meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 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 or call at toll free no. 1800 22 55 33.

By order of the Board of Directors
PH Trading Limited

Place: Kolkata
Date: 20.11.2024

Sd/-
Naveen Kumar Vanama
Managing Director

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT
TO SECTION 102 OF COMPANIES ACT, 2013**

Item No. 1: To approve the appointment of M/s. Sagar & Associates, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy and fix their remuneration:

M/s. Salarpuria & Partners, Chartered Accountants were appointed as the Statutory Auditors of the Company in the Annual General Meeting of the Company held on 20th September 2022 and who shall hold office upto the conclusion of 6th Annual General Meeting of the Company till 19th September 2027. However, M/s. Salarpuria & Partners vide their letter dated November 13, 2024 have resigned as the Statutory Auditor of the Company due to logistics reasons as the Company has changed their address of books of accounts.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Accordingly, the Audit Committee and the Board of Directors of the Company at their respective meetings held on November 15, 2024 recommended the appointment of M/s. Sagar & Associates Chartered Accountants, (Firm Registration No. 003510S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiook & Co LLP and shall hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the financial year ending on March 31, 2024.

M/s. Sagar & Associates Chartered Accountants, Chartered Accountants, (Firm Registration No. 003510S) have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 1 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No 2: Issuance of convertible warrants on preferential basis to certain identified promoters and non-promoter persons / entities:

The Board of Directors of the Company ("Board") at their meeting held on November 15th, 2024, approved raising of funds aggregating upto Rs. 50,68,96,390/- (Rupees Fifty Crores Sixty-Eight Lakhs and Ninety-Six Thousand Three Hundred Ninety Only), 92,16,298 Convertible warrants each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Warrants") at a price of Rs. 55 /- (Rupees Fifty-Five Only) per equity share each payable in cash ("Warrants Issue Price")

which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months to the promoters and non-promoters of the Company together as mentioned below (hereinafter referred to as “Proposed Allottees”, whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) by way of a preferential issue through private placement offer (the “**Preferential Issue**”).

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 50,68,96,390/- (Rupees Fifty Crores Sixty-Eight Lakhs and Ninety-Six Thousand Three Hundred Ninety Only) by way of issuance of upto 92,16,298 Convertible warrants at an issue price of Rs. 55.00/- each on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures: The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is as stated below. As per Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the convertible warrants as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer: It is proposed to issue not exceeding 64,01,250 convertible warrants to the Promoters and 28,15,048 convertible warrants to the non-promoters aggregating to 92,16,298 convertible warrants for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”)

Objects of the preferential issue:

1. The Company requires infusion of funds for enhancement of capital base and to augment the long-term funding needs of the Company.
2. To support the expansion of Retail Outlets to establish new retail outlets in strategic locations to capture growing consumer demand for gold jewellery and investment products.
3. Strategic investments, acquisitions for business as inorganic growth.
4. Intended to enhance the financial strength and operational capabilities, positioning it for sustained growth in the competitive gold business. The Board believes that this strategic initiative will create significant value for shareholders and strengthen the Company’s market position.

5. Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”) (collectively referred to below as the “Objects”).

Utilization of Gross Proceeds:

As the funds to be received by the company against the allotment of convertible warrants and against equity shares on warrants conversion will be in tranches and quantum of funds required on different dates may vary, the Broad Range of intended use of the Gross Proceeds of the Issue is as under-inclusive of the issue expenses:

S. No.	Particulars	Total estimated amount to be utilized (Rs Mn)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Investments, acquisitions and working capital requirements.	496.89 Mn	Within 12 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purposes	10.00 Mn	
	Total	506.89 Mn	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilisation of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds

in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

However, the exact use of these funds can be flexible based on these evolving policies. Here's a breakdown of how we plan to manage these proceeds:

1. **Flexible Utilization:** While we have outlined specific objectives for which the funds are intended (referred to as the "Objects"), the Company retains the flexibility to adjust how these funds are deployed. This means that if circumstances change or if we find more efficient ways to use the proceeds, we have the latitude to adapt accordingly.
2. **Compliance with Laws:** All these interim investments are selected in compliance with applicable laws and regulations, ensuring that the investments are lawful and aligned with financial best practices.

In summary, while we have clear objectives for the deployment of the Issue Proceeds, we plan to manage the funds prudently and flexibly, investing them in safe, short-term financial instruments until they are required for their intended purposes.

() Monitoring of utilisation of funds:**

Since the issue size is less than 100Cr, no external monitoring agency is required to be appointed.

(II) Maximum number of specified securities to be issued: The Board of Directors in its meeting held on November 15th 2024 has approved to issue not exceeding 92,16,298 Convertible Warrants at an issue price of Rs. 55 /- each aggregating upto Rs. 50,68,96,390/- (Rupees Fifty Crores Sixty-Eight Lakhs and Ninety-Six Thousand Three Hundred Ninety Only), subject to the approval of the members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer; 64,01,250 Convertible Warrants shall be issued to the Promoters who have given their consent to subscribe for the above-mentioned convertible warrants. The director of the Company Mr. Rama Mohana Rao Bandlamudi will be subscribing for 2,29,300 convertible warrants, Mr Chandrakanth Chereddi will be subscribing 1,93,752 through Ananta Ventures, Mr Murali Krishna Lanka will be subscribing to 35,228 convertible warrants and Mrs Srisailapu Surya Varnika will be subscribing 2,936 convertible warrants. The relatives of the director Mr Chandrakanth Chereddi, Dr Chereddi Ramachandra Naidu will be subscribing to 1,84,529 convertible warrants, Mrs Chereddi Venkata Surya Sasikala will be subscribing to 23,066 convertible warrants, HRV Global Life Sciences Private Limited (Mr. Chereddi Harikiran and Mrs Chereddi Suma) will be subscribing for 35,014 convertible warrants; and the relatives of the director of the Company Mr Rama Mohan Rao Bandlamudi, Mrs. Sudha Bandlamudi and Mr. Sri Manas Rama Mohan Rao Bandlamudi will be subscribing for 1,50,000 and 76,000 respectively and through Avenue Holdings Private Limited (Mr. Rama Mohan Rao Bandlamudi and Mr. Venkata Manikanta Teja Ramineni) will be subscribing for 39,200 convertible warrants. The Company will take necessary steps to obtain the required approvals from BSE Limited or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants convertible into equity shares.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the proposed warrants are converted into equity shares):

Sl. No	Category	Pre-Issue Holding*		Post Issue Holding**	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding				
1	Individuals /HUF	3,48,886	72.68	67,50,136	69.62
2	Body Corporate/Trust	--	--		--
	Sub-Total (A)	3,48,886	72.68	67,50,136	69.62
B	Non- Promoters holding	--	--	--	--
1	Institutions	--	--	--	--
	A. Domestic	--	--	--	--
	B. Foreign	--	--	--	--
2	Non-Institutions	--	--	--	--
(i)	Bodies Corporate	13,449	2.80	3,54,884	3.66
(ii)	Directors and Relatives	20,700	4.31	5,19,164	5.35
(iii)	Indian Public	96,960	20.20	19,30,304	19.91
(iv)	HUF	5	0.00	20005	0.21
(v)	NRIs	--	--	1,21,805	1.26
(vi)	IEPF	--	--	--	
	Sub-Total (B)	1,31,114	27.32	29,46,162	30.38
	Grand Total (A+B)	4,80,000	100	96,96,298	100.00

* pre issue shareholding pattern

** post issue shareholding pattern has been arrived at assuming that all the warrants are converted into equity shares.

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending approval from any authority including BSE, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals. An amount, not being less than 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- a. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- b. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.

c. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.

d. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

List of Allottees in Promoter Category:

Pre Issue Holding				Post Issue Holding on conversion**		
S. No	Identity of Proposed Preferential Allottee	No of Equity Shares	% of Shares	Warrants proposed to be Issued	No. of Shares after conversion	% of shares
PROMOTERS:						
1	Naveen Kumar Vanama	1,69,450	35.30	32,00,625	33,70,075	34.76
2	Sudhakar Vanama	1,69,450	35.30	32,00,625	33,70,075	34.76
NON- PROMOTERS:						
3	Kotha Jaswanth Sri Vankata Siva Teja	-	0.00	6,920	6,920	0.07
4	Nadipalli Venkata Sai Harshit	-	0.00	2,768	2,768	0.03
5	Chunduru Muralidhar	-	0.00	4,429	4,429	0.05
6	Bodani Ramya Priyanka	-	0.00	13,840	13,840	0.14
7	T Mamata	-	0.00	13,840	13,840	0.14
8	R Venkata Ramana	-	0.00	13,840	13,840	0.14
9	Chiranjeevi Rao R	-	0.00	13,840	13,840	0.14
10	Ravi Kiran K	-	0.00	92,686	92,686	0.96
11	Chintapalli Madhukar Reddy	-	0.00	6,920	6,920	0.07

12	Devanand Sreedhara Panicker	4,000	0.83	61,384	65,384	0.67
13	Mandava Sriram Prasad	-	0.00	692	692	0.01
14	Murali Gajula	-	0.00	692	692	0.01
15	Kothagundla Loknadh babu	-	0.00	2,076	2,076	0.02
16	Sujatha Mulagondla	3,719	0.77	51,384	55,103	0.57
17	Girja Devi	-	0.00	2,076	2,076	0.02
18	Velloli Rohit Gopa Kumar	-	0.00	6,920	6,920	0.07
19	Anuradha Kakarla	-	0.00	1,384	1,384	0.01
20	SE Agro Private Limited*	-	0.00	6,920	6,920	0.07
21	Golla Jadeesh	-	0.00	5,536	5,536	0.06
22	Kalyan Kumar Golla	-	0.00	13,840	13,840	0.14
23	Chereddi Ramachandra Naidu	-	0.00	1,84,529	1,84,529	1.90
24	Chereddi Venkata Surya Sasikala	-	0.00	23,066	23,066	0.24
25	Ananthasai Padmaja Jasthi	-	0.00	11,533	11,533	0.12
26	Jasthi Sai Suhruta	-	0.00	11,533	11,533	0.12
27	Anupa V Sajjanar	-	0.00	13,840	13,840	0.14
28	Akkineni Anurag	-	0.00	11,533	11,533	0.12
29	Danesh Noshir Mistry	-	0.00	23,066	23,066	0.24
30	Divya Tantia	-	0.00	20,759	20,759	0.21
31	Naresh Gupta	-	0.00	9,226	9,226	0.10
32	Achint Garg	-	0.00	4,613	4,613	0.05
33	Kishor Shah	-	0.00	13,840	13,840	0.14
34	Bhanwar Lal Chandak	-	0.00	6,920	6,920	0.07
35	Ravya Ventures*	-	0.00	46,132	46,132	0.48
36	Vipaschit Ventures Private Limited*	-	0.00	23,066	23,066	0.24
37	Brahmaiah Kolluri	-	0.00	23,066	23,066	0.24
38	HRV Global Life Sciences Private Limited*	-	0.00	35,014	35,014	0.36

39	Atluri Adarsh	-	0.00	3,460	3,460	0.04
40	Tummala Bhanumathi Devi	-	0.00	2,307	2,307	0.02
41	Venkaiah Vunnam	-	0.00	6,920	6,920	0.07
42	Prashant Kumar Jain	-	0.00	3,460	3,460	0.04
43	Paras Kumar Jain	-	0.00	3,460	3,460	0.04
44	Jatti Sushma	-	0.00	3,460	3,460	0.04
45	Arun Narendhranath Nagarathnam	-	0.00	13,840	13,840	0.14
46	Nageshwar Rao Koripalli	-	0.00	4,613	4,613	0.05
47	Lakshmi Koripalli	-	0.00	4,613	4,613	0.05
48	Suryateja Rao Koripalli	-	0.00	4,613	4,613	0.05
49	Gajanan Thimmanna Bhat	-	0.00	69,198	69,198	0.71
50	Ranjana Sivasankar	-	0.00	4,152	4,152	0.04
51	Rayala Vinay	-	0.00	41,519	41,519	0.43
52	Gurram Sujatha	-	0.00	4,152	4,152	0.04
53	Muthavarapu Murali Krishna	-	0.00	27,679	27,679	0.29
54	Venkata Naga Sivasushma Muthavarupu	-	0.00	18,453	18,453	0.19
55	Gullapalli Dinesh	-	0.00	1,153	1,153	0.01
56	Veerapaneni Venkateswara Rao	-	0.00	41,519	41,519	0.43
57	Veerapaneni Naga Kalyana Ramu	-	0.00	11,533	11,533	0.12
58	Donepudi Ramesh	-	0.00	5,767	5,767	0.06
59	Bommareddy Venkata Ayyappa Ranga Reddy	-	0.00	5,767	5,767	0.06
60	Jaimin Rashmikant Upadhyay	-	0.00	41,519	41,519	0.43
61	Dinesh R Pandey	-	0.00	461	461	0.00
62	Sree Rama Chandra Venkateswara Prasad Gorrepati	-	0.00	3,460	3,460	0.04
63	Gorrepati Krupa Rani	-	0.00	3,460	3,460	0.04
64	Ananta Ventures*	-	0.00	1,93,752	1,93,752	2.00

65	Murali Krishna Lanka	-	0.00	35,228	35,228	0.36
66	Srisailapu Surya Varnika	-	0.00	2,936	2,936	0.03
67	Venkata Manikanta Teja Ramineni	-	0.00	5,284	5,284	0.05
68	Dinesh Sunkara	-	0.00	17,614	17,614	0.18
69	Rapeti Lakshmi	-	0.00	4,403	4,403	0.05
70	Rapeti Venkata Rama Siva	-	0.00	4,403	4,403	0.05
71	Vishal Gunni	-	0.00	4,403	4,403	0.05
72	Vinay J	-	0.00	17,614	17,614	0.18
73	Dandamudi Satya Leela Veera Vijaya Bhaskara Rao	-	0.00	20,000	20,000	0.21
74	Avenue Holdings Private Limited*	10,800	2.25	39,200	50,000	0.52
75	Gul Shreeya Vegesna	-	0.00	5,000	5,000	0.05
76	Miriyala B Archana	-	0.00	5,000	5,000	0.05
77	Rayanki Vijaya Krishna	-	0.00	33,000	33,000	0.34
78	Sumathi Bharathi Anumolu	-	0.00	6,000	6,000	0.06
79	Venkatakrisnnaprasad Adusumilli	-	0.00	20,000	20,000	0.21
80	Rama Mohana Rao Bandlamudi	10,700	2.23	2,29,300	2,40,000	2.48
81	Sudha Bandlamudi	10,000	2.08	1,55,000	1,65,000	1.70
82	Sai Manas Rama Mohana Rao Bandlamudi	-	0.00	76,000	76,000	0.78
83	Burri Tulasi	-	0.00	1,80,000	1,80,000	1.86
84	Ravada Venkata Gowthami	-	0.00	10,000	10,000	0.10
85	Ravada Venkatasridevi	-	0.00	10,000	10,000	0.10
86	Sivakumar M	-	0.00	10,000	10,000	0.10
87	Ravada Azad C Sekhar	-	0.00	30,000	30,000	0.31
88	Cheruku Durga Prasad	-	0.00	50,000	50,000	0.52
89	Chokkapu Durga Pavani	-	0.00	80,000	80,000	0.83
90	Madisetty Bhavana	-	0.00	85,000	85,000	0.88

91	Soorya P K	-	0.00	70,000	70,000	0.72
92	Mounika Gajula	-	0.00	35,000	35,000	0.36
93	Shaik Shajeeda	-	0.00	30,000	30,000	0.31
94	V Subba Reddy Mulagondla	-	0.00	40,000	40,000	0.41
95	Prashant V N S	-	0.00	45,000	45,000	0.46
96	Muppidi Suchita	-	0.00	7,500	7,500	0.08
97	Ashutosh Sekhar	-	0.00	40,000	40,000	0.41
98	Siva Rama Krishna Prasad Atluri	-	0.00	20,000	20,000	0.21
99	Hanumantha Rao Patri	-	0.00	20,000	20,000	0.21
100	Deepak Kharwad (HUF)	-	0.00	20,000	20,000	0.21
101	Nutalapati Purna Chandra Rao	-	0.00	20,000	20,000	0.21
102	Smitha Motaparti	-	0.00	16,650	16,650	0.17
103	Paladugu Ram Babu	-	0.00	7,500	7,500	0.08

* represents the Name of the Body Corporates and details of their Ultimate Beneficial Owners have been given in the below table.

** Post issue shareholding percentage has been arrived at assuming that all the warrants are converted into equity shares of all the existing shareholders and current investors.

Further, the Ultimate beneficiary of the following allottees are:

S.No	Name of the Body Corporates	Ultimate Beneficial Owner
1	SE Agro Private Limited	Kovvuri Satish Reddy (PAN: BDLPK0737P) Kovvuri Poorna Gowthami (PAN: AOIPN0030M)
2	Ravya Ventures	Satish Kantheti (PAN: AREPK5132B) Swapna Kantheti (PAN: AMXPK4845Q) Kantheti Lekhya (PAN: AREPK5132B)
3	Vipaschit Ventures Private Limited	Prathap Kantheti (PAN: AAUPK5132B) Sujani Kantheti (PAN: AHAPK4015C) Ahlad Kantheti (PAN: APVVK3056J)
4	HRV Global Life Sciences Private Ltd	Chereddi Hari Kiran (PAN: ADTPC5751G) Chereddi Suma (PAN: ADUPV9245M)
5	Ananta Ventures	Chandrakanth Chereddi (PAN: AREPK5132B) Chereddi Venkata Surya Sasikala (PAN: ACBPC7486M) Ramachandra Naidu Chereddi (PAN: ABJPC6488N)

6	Avenue Holdings Private Limited	Rama Mohan Rao Bandlamudi (PAN: AREPK5132B) Venkata Manikanta Teja Ramineni (PAN: CELPR4462Q)
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Change in control: As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings: In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the warrants shall continue to be lockedin till the time such amount is paid by the warrant holder.

(VIII) Practicing Company Secretary Certificate: Certificate from Ms. Barbie Singh & Associates, Practicing Company Secretary confirming that the proposed issue of convertible warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the weblink www.phtradinglimited.com.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the Convertible Warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 11.11.2024, which is thirty days prior to the date of General Meeting (12.12.2024). As per terms of the provisions of Regulation 165 of ICDR Regulations, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent [registered] valuer to the stock exchange where the equity shares of the issuer are listed.

A Certificate is obtained from the Practicing Company Secretary confirming that as on the relevant date the shares of the Company are infrequently traded as per the provisions of Regulation 165 of the SEBI ICDR.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

Accordingly, Company has fixed an issue price of Rs. 55.00/- per convertible warrant.

The Company has also considered the Valuation Report dated 11th November 2024 issued by Mr. **Rushabh Narendra Doshi**, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/03/2022/15050 having office at Add: R. NO. 19, 3rd Floor, Om Sai Pooja, Nehru Rd, Dombivli (E) – 421201.

The Valuation Report shall be available for inspection by the members on the Company's website under the weblink: www.phtradinglimited.com. As per the Valuation Report, Book Value of the Company Stands at Rs. 51/- per share.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer; Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code: In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares: The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

(XIII) Lock-in Period: The convertible warrants and resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing: The Company will make an application to BSE Limited at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the year, the Company has not made any preferential allotment.

(XVI) Compliances: The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVII) Material terms of raising such securities:

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

(i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion (“Conversion Notice”) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (“Conversion Date”).

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

(iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder’s demat account within 7 (seven) business days from the Conversion Date.

(vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(XVIII) Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.

2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to recompute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

(XVIII) Approval under the Companies Act: Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in Item No 2 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

By order of the Board of Directors
PH Trading Limited

Place: Kolkata
Date: 20.11.2024

Sd/-
Naveen Kumar Vanama
Managing Director