



PH  
TRADING LIMITED  
CIN - L51109WB1982PLC035011

Date: 06.09.2024

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

Dear Sir/Madam,

**Sub: PH Trading Limited- Notice of the 42<sup>nd</sup> Annual General Meeting (AGM) to be held on September 28, 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 42<sup>nd</sup> Annual General Meeting** of the Company which is being dispatched along with Annual Report 2023-24 through electronic mode to those Members whose email addresses are registered with the Company / Registrar & Transfer Agent or Depositories.

The Notice of 42<sup>nd</sup> AGM is also available on the Website of the Company at [www.phtradinglimited.com](http://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

---

## NOTICE

Notice is hereby given that the **42nd Annual General Meeting** of the members of **PH Trading Limited** will be held on **Saturday, 28th September 2024 at 2:00 P.M** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31st, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Rama Mohan Rao Bandlamudi (DIN: 00285798) who retires by rotation and being eligible, offered himself for re-appointment (Annexure A).
3. To appoint a director in place of Mr. Chandrakanth Chereddi (DIN: 06838798) who retires by rotation and being eligible, offered himself for re-appointment (Annexure A).

### SPECIAL BUSINESS:

4. Approval for Increase in Authorized Share Capital of the Company and Amendment of Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61, 64 and all other applicable provision(s) if any, of the Companies Act, 2013, (including any statutory modifications or enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, the Consent of the Members of the Company be and hereby accorded to increase the authorized share capital of the Company from INR 50,00,000 /- (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakh) equity shares of INR.10/-(Rupees Ten) Only to INR 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of INR.10/-(Rupees Ten) each.

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 13, Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or enactment thereof for the time being in force), the Memorandum of Association of the Company, be and is hereby altered by substituting the following new Clause V in place of the existing Clause V:

V The Authorised Share Capital of the Company is INR 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of INR.10/- (Rupees Ten) each, with power of the Company to increase or reduce the capital and the shares in the capital for the time being into several classes and to attach thereto respectively such preferential differed qualified or special rights, privileges or conditions and to vary or modify or abrogate any such rights, privileges or conditions as may for the time being be provided by the regulations of the company and to issue any part of its capital original or increased with or without any preference priority or special privileges or subject to any postponement of any conditions or restrictions and that unless the

## PH TRADING LIMITED

---

conditions of issue shall otherwise expressly declare every issue of share whether declared to preference or otherwise shall be subject to the power herein before contained."

**"RESOLVED FURTHER THAT** all directors of the Company be and is hereby severally authorized to sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the Registrar of Companies, Mumbai; do such acts and deeds that may be required to give effect to this resolution; and authorize such person or persons to give effect to this resolution and to submit all documents to the concerned authorities with regard to the same."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

### 5. To Alteration of Object Clause of Memorandum of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder (including any amendment thereto or reenactment thereof), the Consent of the Members of the Company be and hereby accorded that the existing clause III (A) of Memorandum of Association of the Company, be altered by addition of following sub-clause (5) and (6) after the sub-clause (3) to the existing clause III (A)."

4. To carry on the trading in or business of manufacturing, making, buying, selling, retailing, importing, exporting and dealing in ornaments and jewelries of all kinds whether of Gold, Silver, Platinum, rolled gold and other metals and alloys, precious stones like diamonds, rubies, emeralds, pearls any other substance.
5. To carry on all or any of the business of goldsmiths, silver smiths, jewelers, gem, diamond and pearls merchants and of manufacturing and dealing in clocks and watches made of precious metals, jewelry, cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver utensils, electroplates, paintings, manuscripts, curios, antiques and objects of art.

**"RESOLVED FURTHER THAT** anyone of the directors of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as filing of resolutions and agreements with the Registrar of Companies, to give effect to this resolution."

### 6. To Adoption of New Set of Articles of Association as per the Companies Act 2013:

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

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law

## PH TRADING LIMITED

---

for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), and the Consent of the Members of the Company be and hereby accorded to follow the new set of Articles of Association of the Company, the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**7. To Authorize the Board or a Committee thereof to Sell, Lease, Mortgage or otherwise Dispose of the Whole or Substantially the Whole of the Undertaking(s) of the Company, both present and future under Section 180 (1) (a) of the Companies Act, 2013:**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company, pursuant to provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company in the ensuing general meeting is hereby accorded to mortgage and/or to create the charge, pledge, hypothecate, by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets, tangible or intangible assets of the Company, both present and future and /or the whole or any part of the undertaking(s) of the Company in favour of banks, financial institutions, and other lender(s), agent(s), trustee(s), government(s), other agencies or any other person(s) and entities including overseas entities, for the purpose of securing the borrowings or any other obligation of the Company or its direct or indirect subsidiaries or associate companies, the aggregate value of which shall not exceed INR 500 Crores (Indian Rupees Five Hundred Crore Only) from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to above mentioned persons and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**8. To Approval of the Borrowing Powers of the Company under Section 180 (1) (c) of the Companies Act, 2013:**

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

## PH TRADING LIMITED

---

**“RESOLVED FURTHER THAT** in supersession of the earlier resolution passed by the shareholders of the Company, pursuant to provisions of Section 180(1) (c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company and consent of the shareholders in general meeting be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures , bonds and/ or other instruments or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by Board of Director up to an amount the aggregate outstanding of which should not exceed, at any given time, INR 500 Crores (Indian Rupees Five Hundred Crore Only).”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to above mentioned persons and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**9. To Approval for giving Loan or Guarantee or providing Security in connection with Loan availed by any of the Company's Subsidiary(ies)/Associates/Joint Ventures or any other person specified under Section 185 of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution

**“RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company, pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding INR 500 Crores (Indian Rupees Five Hundred Crore Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.”

**“RESOLVED FURTHER THAT** the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.”

## PH TRADING LIMITED

---

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to above mentioned persons and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**10. To Approval to make Investments, give Loans, Guarantees and provide Securities under Section 186 of the Companies Act, 2013.**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution

“**RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company, pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of INR 500 Crores (Indian Rupees Five Hundred Crore Only) , notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

**For and on behalf of the Board of  
PH Trading Limited**

**Sd/-  
Naveen Kumar Vanama  
Managing Director  
(DIN: 09243947)**

**Place: Kolkata  
Date: September 6, 2024**

## PH TRADING LIMITED

---

### 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 Circular No. 03/2022 dated 05.05.2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 Annual General Meeting (“AGM”) 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 AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Deemed Venue of the 42nd AGM of the Company shall be its Registered Office.
3. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map, Attendance, Proxy is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
6. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2023-24 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 and Annual Report for Financial Year 2023-24 will also be available on the Company’s website <https://www.phtradinglimited.com/>, websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of R&T Agent of the Company viz. Purva Sharegistry India Pvt. Ltd at <https://www.purvashare.com>.  
  
Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – [Csphtrading6@gmail.com](mailto:Csphtrading6@gmail.com) for obtaining the Annual Report and Notice of e-AGM of the Company electronically.
7. 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 AGM.



## PH TRADING LIMITED

---

8. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **21.09.2024 to 28.09.2024** (both days inclusive) for the purpose of AGM.
10. Mr. N. P Chakravarthy, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at [www.bseindia.com](http://www.bseindia.com) (where the Company is listed) and [www.evotingindia.com](http://www.evotingindia.com) (agency providing e-Voting facility).
11. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by email at [csnmreddy@gmail.com](mailto:csnmreddy@gmail.com) and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
12. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
13. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
  - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
  - b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID [support@purvashare.com](mailto:support@purvashare.com) along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.



## PH TRADING LIMITED

---

15. As per the provisions of Section 72 of the Companies Act, 2013 (“the Act”), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.

### 16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

#### A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on **Wednesday, the 25th day of September 2024 (9.00 A.M IST) and ends on Friday, the 27th of September 2024 (5:00 P.M) IST**. During this period, Members holding shares either in physical mode or in demat mode, as on Friday, the 20th day of September, 2024 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date i.e., 20th September 2024**.
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.
- vi. **LOGIN METHOD FOR E-VOTING AND VOTING DURING THE MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.**

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

## PH TRADING LIMITED

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>a. Users who have opted for 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 URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider (“ESP”) i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/RTA, so that the user can visit the ESP website directly.</li> <li>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>a. 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: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a></li> <li>b. 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 authentication, you will be able to see e-Voting services.</li> <li>c. 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- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>d. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> </ol>

## PH TRADING LIMITED

	<p>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>g. 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- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>a. 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>b. 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.</p> <p>c. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>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</p>

## PH TRADING LIMITED

---

**vii. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.**

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

<b>Login type</b>	<b>For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.</b>
<b>PAN</b>	Enter your 10-digit alpha-numeric "PAN" issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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.  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 as mentioned in instruction (iii).

- g) After entering these details appropriately, click on "SUBMIT" tab.
  - h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode 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 account 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.
-

## PH TRADING LIMITED

---

- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant **<PH TRADING LIMITED>** on which you choose to vote.
- k) 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.
- l) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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 and enter the details as prompted by the system.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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 at the email address viz; [csnmreddy@gmail.com](mailto:csnmreddy@gmail.com),

## PH TRADING LIMITED

---

if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

### **B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:**

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
  - ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
  - iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
  - v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  - vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
  - vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
  - viii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, from **23rd September 2024 (10:00 A.M) before 25th September 2024 (5:00 P.M)** from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at Csphtrading6@gmail.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  - x. Only those Shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.
2. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested
-



## PH TRADING LIMITED

---

maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.

3. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to Csphtesting6@gmail.com.
4. The term 'Members' or 'Shareholders' has been used to denote Shareholders of PH Trading Limited.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.phtradinglimited.com/> and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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 the Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**For and on behalf of the Board of  
PH Trading Limited**

**Sd/-  
Naveen Kumar Vanama  
Managing Director  
(DIN: 09243947)**

**Place: Kolkata  
Date: September 6, 2024**

# PH TRADING LIMITED

---

## EXPLANATORY STATEMENT

### [PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

#### **Item No 4: Approval for Increase in Authorized Share Capital of the Company and Amendment of Memorandum of Association of the Company.**

The existing authorized share capital of the Company is INR 50,00,000/- (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakh) equity shares of INR.10/-

With the growing expansion of the Company's business, it is desirable to bring the authorized shares capital of the Company in proper co-relations with the magnitude of the company's resources and size of its understanding. It is therefore considered advisable to increase the authorized share capital of the Company from the existing capital to INR,10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of INR.10/- (Rupees Ten) each.

The proposed increase in Authorized Share Capital of the Company also requires relevant amendments to be made to the Memorandum of Association of the Company and requires the approval of the Members by way of Ordinary resolution.

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company

#### **Item No 5: Approval to alter the Objects clause of the Memorandum of Association of the Company:**

Considering the present scenario and for smooth functioning and expansion of the Company, new business objects need to be included apart from the existing business objects. Considering the future business plans, new objects are added to the existing Memorandum of Association of the Company.

The Board of Directors of the Company on 5th September 2024 approved the alteration of the existing clause (III) (A) of Main object clause of Memorandum of Association of the Company by addition of following sub-clause (4) and (5) after the sub-clause (3) to the existing clause III (A):

4. To carry on the trading in or business of manufacturing, making, buying, selling, importing, exporting and dealing in ornaments and jewelries of all kinds whether of Gold, Silver, Platinum, rolled gold and other metals and alloys, precious stones like diamonds, rubies, emeralds, pearls any other substance.

5. To carry on all or any of the business of goldsmiths, silver smiths, jewelers, gem, diamond and pearls merchants and of manufacturing and dealing in clocks and watches made of precious metals, jewelry, cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver utensils, electroplates, paintings, manuscripts, curios, antiques and objects of art.

Pursuant to Section 13 of the Companies Act 2013, alteration in Objects clause of the Memorandum of Association of the Company requires consent of the Members by way of Special resolution.

## PH TRADING LIMITED

---

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company.

### **Item No 6: To Adopt a New set of Articles of Association as per Companies Act 2013:**

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AOA contains references to specific Section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval

Therefore, the board of directors recommends the Special Resolution for the approval of members under item no. 6 of this Notice.

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company

### **Item No 7: Approval to Sell, Lease, Mortgage or otherwise Dispose of the Whole or Substantially the Whole of the Undertaking(s) of the Company, under Section 180 (1) (a) of the Companies Act, 2013:**

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing / future projects, capacity expansion, acquisitions and enhanced long term working capital needs of the Company, the Board of Directors in its meeting held on 5th September 2024 , considered and approved subject to the approval of the shareholders, the borrowing limits of the company to INR 500 Crores (Indian Rupees Five Hundred Crore Only) and recommends Resolution no. 7 of the accompanying Notice to the shareholder for their approval by way of special resolution.

Pursuant to Section 180(1)(a) of the Companies Act 2013, approval of the Shareholder by way of special resolution is required to authorize the Board of Directors to borrow moneys up to the said limits and create security in respect thereof. Therefore, the board of directors recommends the Special Resolution for the approval of members under item no 7 of this Notice.

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

---

## PH TRADING LIMITED

---

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company.

### **Item No 8: Approval of the Borrowing Powers of the Company under Section 180 (1) (c) of the Companies Act, 2013**

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing / future projects, capacity expansion, acquisitions and enhanced long term working capital needs of the Company, the Board of Directors in its meeting held on 5th September 2024 , considered and approved subject to the approval of the shareholders, the borrowing limits of the company to INR 500 Crores (Indian Rupees Five Hundred Crore Only) and recommends Resolution no. 8 of the accompanying Notice to the shareholder for their approval by way of special resolution.

Pursuant to Section 180(1)(c) of the Companies Act 2013, approval of the Shareholder by way of special resolution is required to authorize the Board of Directors to borrow moneys up to the said limits and create security in respect thereof. Therefore, the board of directors recommends the Special Resolution for the approval of members under item no. 8 of this Notice.

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company

### **Item No 9: Approval for giving Loan or Guarantee or providing Security in connection with Loan availed by any of the Company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013**

As per section 185 of the Companies Act, 2013, a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

Therefore, the resolution under item 9 is placed before the members for their approval. The Company may have to render support for the business requirements of its group entities in whom any of the Director of the Company is interested / deemed to be interested (collectively referred to as the "Entities"), from time to time. Therefore, the board of directors recommends the Special Resolution for the approval of members under item no 9 of this Notice.

The Board of directors of the company in its meeting held on 5th September, 2024, decided to provide giving Loan or Guarantee or providing Security in connection with the loan availed by any Company's subsidiary (ies)/ Associates/Joint Ventures or any other person specified under Section 185 of Companies Act, 2013 not exceeding INR 500 Crores (Indian Rupees Five Hundred Crore Only).

## PH TRADING LIMITED

---

Note: the limit of INR 500 Crores (Indian Rupees Five Hundred Crore Only) for providing guarantee or security to entities shall be considered as maximum limit for all the entities and not as single transaction limit)

Therefore, the board of directors recommends the Special Resolution for the approval of members under item no. 9 of this Notice.

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company

### **Item No 10: Approval to make Investments, give Loans, Guarantees and provide Securities under Section 186 of the Companies Act, 2013.**

Pursuant to the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the business plans of the Company, which requires the Company to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in other companies, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Therefore, the board of directors recommends the Special Resolution for the approval of members under item no. 10 of this Notice.

All the relevant documents considered at the meeting can be inspected at the office hours on the working days at the registered office of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company and their employment or any such association with the Company

**For and on behalf of the Board of  
PH Trading Limited**

**Sd/-  
Naveen Kumar Vanama  
Managing Director  
(DIN: 09243947)**

**Place: Kolkata  
Date: September 6, 2024**