



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

No. AGM-1  
18<sup>th</sup> September, 2024

**NOTICE OF  
119<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 119<sup>th</sup> (One Hundred and Nineteenth) Annual General Meeting ("AGM / Meeting") of PHD Chamber of Commerce and Industry ("the Chamber") will be held on **Tuesday, 8<sup>th</sup> October 2024 at 5.00 p.m. at Bharat Mandapam, Pragati Maidan, New Delhi- 110001, through hybrid mode** (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")), to transact the following businesses:

**ORDINARY BUSINESS:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

1. To receive, consider, approve and adopt the Audited Statement of Accounts of the Chamber for the financial year ended 31<sup>st</sup> March, 2024 along with the Auditor's Report thereon and the Report of the Managing Committee.

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

2. To declare the result of election of Members of the Managing Committee for 2024-25 in accordance with the Article of Association of PHDCCI.

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

Date: 18th September 2024  
Place: New Delhi

  
( Dr. Ranjeet Mehta )  
CEO & Secretary General

**PHD CHAMBER OF COMMERCE AND INDUSTRY**

"Voice of Industry & Trade"

## **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") vide its general circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively issued by Ministry of Corporate Affairs (**collectively referred as "MCA circulars"**) read with FAQs on VC meeting issued by Institute of Company Secretaries of India, permitted the holding of the Annual General Meeting through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")).
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed herewith, which forms a part of the notice as an **Annexure A**.
3. In Compliance with the provision of Companies Act, 2013 read with above said MCA Circulars, the AGM of the Chamber is being held through hybrid mode.
4. The Chamber has appointed Central Depository Services Ltd. (CDSL), to provide the facility of voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through hybrid mode is explained in these notes.
5. Since this AGM is being held through hybrid mode, a Member entitled to attend and vote at the Annual General Meeting ("AGM") and willing to join the AGM physically but not able to do so, is entitled to appoint one or more proxies to attend and vote at the AGM instead of himself/ herself. Such proxy need not be a Member of the Company. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours prior to the commencement of the AGM. Proxies submitted on behalf of Companies/ Limited Liability Partnerships ("LLP"), Association of Persons (AoP) must be supported by an appropriate Resolution/Authority, as applicable. A copy of proxy form is enclosed as an **Annexure-B**.
6. In the view of relaxation given by MCA Circulars Annual Report along with Notice of the AGM is being sent through email to all members at their registered email id with the Chamber and no physical copy of the same would be dispatched. Those Members, who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with the Chamber, by sending mail to Dr. Ranjeet Mehta, CEO & Secretary General, PHDCCI at [sg@phdcci.in](mailto:sg@phdcci.in); Ms. Sunita Rawat, Company Secretary & Compliance Officer, PHDCCI at [managingcommittee@phdcci.in](mailto:managingcommittee@phdcci.in).
7. Members attending the AGM through hybrid mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
9. Body corporates are entitled to appoint authorized representative(s) for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer at [info@cacsindia.com](mailto:info@cacsindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

10. The route map of the venue of the Meeting is annexed as an **Annexure-C** hereto.
11. The Notice of the AGM for the financial year 2023-24 will be available on the website of the Chamber at [www.phdcci.in](http://www.phdcci.in) and on the website of CDSL at [www.evoting.cdsl.in](http://www.evoting.cdsl.in) in compliance with the MCA Circulars.
12. The Register of Directors and Key Managerial Personnel maintained u/s 170 of the Companies Act, 2013 along with documents referred in the Notice will be available for inspection by the Members during business hours on all the working days from the date of dispatch of this notice till the date of AGM and also at the AGM through electronic mode.
13. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 Members on first come first served basis. However, the participation of Members of Managing Committee, Chairperson of Finance Committee, Scrutinizer and Auditors are not restricted on first come first serve basis.

**Members may further note the following instructions for joining the AGM through VC/OAVM as per MCA circular: -**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars the Chamber is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may also cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") and physical voting at the AGM.
2. The remote e-voting facility will be available during the following period:  
**Commencement of remote e-voting:**  
From [9.00] a.m. (IST) on [Saturday, 5 October, 2024]  
**End of remote e-voting:**  
Upto [5.00] p.m. (IST) on [Monday, 7 October, 2024]
3. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
4. The Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting system and physical voting at the AGM.
5. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM (i.e through e-voting system and physical voting at the AGM). The Members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.
6. A person whose name is recorded in the Register of Members of the Chamber as on the cut-off date, i.e. Tuesday, 1 October, 2024 only shall be entitled to avail the facility of remote e-voting / e-voting at AGM/ physical voting at the AGM. The person who is not a Member as on the cut-off date shall treat this Notice for information purpose only.
7. The Chamber, being a company limited by guarantee, does not have the share capital therefore every Member of the Chamber shall have one vote.

8. The Managing Committee has appointed Mr. Rupesh Agarwal (CP:5673), Managing Partner, Chandrasekaran Associates and failing him Mr. Shashikant Tiwari (CP:13050) Partner, Chandrasekaran Associates, as a Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
9. The Scrutinizer after scrutinizing the voting through remote e-voting and e-voting at AGM shall submit the Scrutinizer's Report of the votes cast in favour or against, if any within three days of the conclusion of the AGM to the President of the Chamber (being a chairman of the AGM) or any person authorized in writing, who shall countersign the same and declare the result of the voting, forthwith.
10. Results of Voting shall be posted on the website of the Chamber at [www.phdcci.in](http://www.phdcci.in) and website of [www.evoting.cdsl.in](http://www.evoting.cdsl.in) and shall also be displayed on the Notice Board at the registered office of the Chamber. The resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
11. Result of the election of Members of the Managing Committee in accordance with the Articles of Association of PHDCCI shall also be declared at the AGM.

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

1. Members should logon to e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
2. Click on Shareholders/Members.
3. Enter your User ID (            ), which will be mailed by CDSL.
4. Next enter the Image Verification as displayed and Click on Login
5. Then Enter your password (            ), which will be mailed by CDSL.
6. After entering these details appropriately, click on "SUBMIT" tab.
7. Click on the **EVS No. of < PHDCCI >**
8. Now on the Voting screen to cast your vote of your choice. In case of voting on resolutions, 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
9. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
10. After selecting the Resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
11. Once you "CONFIRM" your vote, you will not be allowed to modify your vote.
12. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
13. Voters are requested to cast their vote as soon as possible to avoid last minute rush.
14. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the AGM through hybrid mode 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.
3. If any votes are cast by the Members through the e-voting available during the AGM and if the same Member have not participated in the meeting through VC/OAVM facility , then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the Member attending the meeting.
4. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM/ physical voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM/ physical voting at the AGM will not be considered. The Members who have cast their vote by remote e-voting may also attend the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free no. 1800 21 09911.

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

Date: 18th September 2024  
Place: New Delhi

  
( Dr. Ranjeet Mehta )  
CEO & Secretary General

**Explanatory Statement:**

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

**ITEM NO. 2**

As per the Article of Association, SoPs and Guidelines of the PHD Chamber of Commerce and Industry, the election process has been conducted to elect the Members to the Managing Committee for 2024-25.

The result of which will be declared in the ensuing Annual General Meeting by the President or any other person authorized by President in this regard.

The Managing Committee recommended the above resolution for approval as an Ordinary Resolution.

Apart from the existing Members applied for re-election, none of the other Members of Managing Committee, Directors or KMP of the Chamber and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution.

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

Date: 18th September 2024  
Place: New Delhi



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

**Form No. MGT-11**  
**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

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

I/ We being the member of ..... hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ..... or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: .....

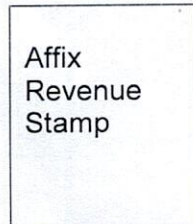
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Members of PHD Chamber of Commerce and Industry (PHDCCI) will be held on **Tuesday, 8<sup>th</sup> Day of October, 2024 at 5.00 p.m. at Bharat Mandapam, Pragati Maidan, New Delhi-110001** through the hybrid mode (that is to say both physical and Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), and at any adjournment thereof in respect of such resolution as are indicated below:

- 1. **To Approve Audited Statement of Accounts of the Chamber for the financial year ended 31st March, 2024 along with the Auditor's Report thereon and the Report of the Managing Committee.**
- 2. **To declare the result of election of Members of the Managing Committee for 2024-25 in accordance with the Article of Association of PHDCCI.**

Signed this ..... day of..... 2024

Signature of Member

Signature of Proxy Holder(s)



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

