



PH TRADING LIMITED

PODDAR POINT, 'B' - BLOCK, 10TH FLOOR
113, PARK STREET, KOLKATA - 700 016,
CIN No. : U51109WB1982PLC035011, UDYAM - WB10-0021738
Website ; www.phtradinglimited.com

NOTICE OF 41ST ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of the members of M/s PH Trading Limited will be held on Saturday 30th September, 2023 at 4.00 P.M. at the registered office of the Company at 113, Park Street, Poddar Point, 'B' Block, and Kolkata-700016 to transact the following business:

ORDINARY BUSINESS

1. **Item No.1** - "To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. **Item No.2** - "To appoint a Director in place of Mr Avishek Himatsingka (DIN-00613082) who retires by rotation and being eligible, offers himself for re-appointment as director of the company."

SPECIAL BUSINESS

Item no. 3

APPOINTMENT OF Mr. AJAY SURESH YADAV (DIN: 09841715) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and, if thought fit, pass the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and 161 of Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be amended from time to time and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Ajay Suresh Yadav (DIN 09841715), who was appointed as an Additional Director in the category of Independent Director with effect from August 11, 2023, be and is hereby appointed as a Non-Executive Independent Director on the Board of Directors of the Company for a term of 5 (Five) consecutive years with effect from August 11, 2023 and who shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.



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ITEM NO. 4

APPOINTMENT OF MR. BHAVESH PRABHUDAS VORA (DIN 06814823), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and 161 of Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be amended from time to time and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Bhavesh Prabhudas Vora (DIN 06814823) who was appointed as an Additional Director in the category of Independent Director with effect from August 11, 2023, be and is hereby appointed as a Non-Executive Independent Director on the Board of Directors of the Company for a term of 5 (Five) consecutive years with effect from August 11, 2023 and who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM -5

APPOINTMENT OF MR. MALLINATH MADINENI (DIN 01556784) AS THE MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the appointment of Mr. Mallinath Madineni (DIN:01556784) as the Managing Director, a Key Managerial Personnel of the Company, for a period of 5 (five) years with effect from August 11, 2023, on the terms and conditions of appointment as detailed in the explanatory statement to the Notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



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ITEM -6

APPOINTMENT OF MRS. PRATHIMA MALLINATH MADINENI (DIN 06365444) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY.

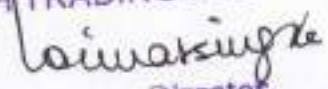
To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and 161 of Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be amended from time to time and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mrs. Prathima Mallinath Madineni (DIN 06365444) who was appointed as an Additional Director in the category of Non-Independent Director with effect from August 11, 2023 and who shall be liable to retire by rotation."

***RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Date: 11/08/2023
Place: Kolkata.

For PH Trading Limited
For PH TRADING LTD.


Director
Prakash Chandra Himatsingka
Director
(DIN: 00613105)

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and such a proxy need not be a member of the company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting



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rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall act as a proxy for any other person or shareholder.

2. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act 2013, Mr. Avishek Himatsingka (DIN-00613082) retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company commends his re-appointment.
3. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business under Item no. 3 to 4 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
4. The dates for the closure of the Register of Members and Share Transfer Books of the Company are from 25.09.2023 to 30.09.2023 (both days inclusive).
5. Members are requested to bring their copies of the Reports and Accounts to the Meetings. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
6. Members / Proxies should fill the Attendance Slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Members holding shares in physical form are requested to notify any change in their address and particulars of their bank account immediately in the Company at its Registered Office or its Registrar & Share Transfer Agents office M/s Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th floor, Room no. 7A & 7B, Kolkata - 700017. The following particulars are required:-
 - a) Name of First / Sole Shareholder and their Folio Number
 - b) Name of Bank, complete address of Branch and IFS Code Number.
 - c) Account type, whether savings or current account and account number allotted by Bank.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company as per applicable regulation of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details.
10. At present the Company's equity share are listed on the Stock Exchanges at Bombay Stock Exchange Limited listing fees for the current financial year 2023-24 have been paid to the



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aforesaid Stock Exchange. Members are informed that the scripts of the Company has been activated in Central Depositories Services Limited (CDSL) and may be dematerialized under the ISIN -INE603D01017. The custodian fees for the current financial year 2023-24 have been paid to the aforesaid Depository.

11. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the 41st Annual General Meeting. Also the same will be available on the Company's website www.phtradinglimited.com for download.
12. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company and or its Registrar & Share Transfer Agents.
13. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propogating "Green initiative" encouraging Corporate to serve documents though electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.

14. Voting Through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
The remote e-voting period commences on 27th September, 2023 at 09:00 A.M. (IST) and ends on 29th September, 2023 at 05:00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



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If you are a first time user follow the steps given below:

a) **Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat**

As per the SEBI circular 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 their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

As per the SEBI circular 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 their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

National Securities Depository Limited ("NSDL")

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
 - ii. Click on the button "Beneficial Owner" available for login under "IDeAS" section.
 - iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
 - iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
 - v. Click on "Active E-voting Cycles" option under E-voting.
 - vi. Click on the company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:
 - i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
 - ii. Select option "Register Online for IDeAS" available on the left hand side of the page
 - iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc
 - iv. Proceed with completing the required fields.
3. Users may directly access the e-Voting module of NSDL as per the following procedure:
 - i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
 - ii. Click on the button "Login" available under "Shareholder/Member" section.
 - iii. On the login page, enter User ID (that is, 16-character demataccount number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile/e-mail address is registered in your demataccount) and Verification Code as shown on the screen.
 - iv. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. Click on the company name or e-



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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.

Central Depository Services (India) Limited ("CDSL")

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
 - i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi / Loginto My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)
 - ii. Enter your User ID and Password for accessing Easi / Easiest.
 - iii. Click on company name or e-Voting service providername to cast your vote during the remote e-Votingperiod.
2. Users not registered for Easi/Easiest facility of CDSL mayfollow the following procedure:
 - i. To register, type in the browser / Click on the followinglink: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
 - ii. Proceed to complete registration using your DP ID-ClientID (BO ID), etc.
 - iii. After successful registration, please follow steps given underSr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of CDSL asper the following procedure:
 - i. Type in the browser / Click on the following links: www.cdslindia.com / <https://www.evotingindia.com>
 - ii. Provide Demat Account Number and PAN
 - iii. System will authenticate user by sending OTP on registeredMobile& E-mail as recorded in the Demat Account.
4. On successful authentication, you will enter the e-votingmodule of CDSL. Click on the company name and you will be redirected to e-Voting service provider website forecasting your vote during the remote e-Votingperiod.

PROCEDURE TO LOGIN THROUGH THEIR DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the 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.

IMPORTANT:

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website

Contact details in case of any technical issue on CDSL Website



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Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat)

- 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 Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (IV).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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



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- your password with any other person and take utmost care to keep your password confidential.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN for the relevant Company Name i.e. "PH Trading Limited" on which you choose to vote. On which you choose to vote.
 - 11) 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.
 - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 13) 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.
 - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - 16) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 17) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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 should be mailed to 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.
 - 18) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.
 - 19) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. iPhone and windows phone users can download the app from the App Store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - 20) Institutional Members/ Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote through e-mail at csdhaishkabra@gmail.com with a copy marked to



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helpdesk.evoting@cdslindia.com on or before 29th September, 2023 (5 00 P.M.) without which the vote shall not be treated as valid.

- 21) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2023. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
- 22) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 18th August, 2023.
- 23) The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2023. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- 24) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2023 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 25) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2023 are requested to send the written / email communication to the Company at himatsingka@hotmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 26) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email IDs are registered with the company / Depository Participant(s). For members whose request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 27) **Mr. Shaliesh Kumar Kabra, Practicing Company Secretary (Membership No.8281)**, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period of two working days from the conclusion of the 41st Annual General Meeting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- 28) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.phtradinglimited.com and on the website of CDSL viz. www.cdslindia.com within two days of the passing of the resolutions at the 41st Annual General Meeting held on 30th September, 2023 and communicated to the Bombay Stock Exchange Ltd. where the shares of the Company are listed.
- 29) Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.



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- 30.(a) As per provisions of Section 124 of Companies act, 2013, the Company has already transferred to the General Revenue Account of the Central Government the amount of all unclaimed dividends declared upto and including the financial year ended 31st March 2014. Hence to claim dividend upto the said period, the members are advised to approach the Registrar of Companies, West Bengal 234/4, Acharya Jagdish Chandra Bose Road, Kolkata-700020.
- (b) According to provisions of Section 125 and other applicable provisions of the Companies Act, 2013, dividend for the financial year ended 31st March 2014, and thereafter which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund established by Central Government.

Members who have not en-cashed the dividend warrant (s) for the financial year ended 31st March 2014 or any subsequent financial years are requested to make claim to the share department of the Company. It may also be noted that once the unclaimed dividend is transferred to the Fund, as above, no claims shall lie in respect of such dividend.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

In Respect to Item 3:

The Board of Directors of the Company in their meeting held on August 11, 2023, has appointed, Mr. Ajay Suresh Yadav (DIN:09841715), as an Additional Director (Non-Executive Independent Director) of the Company in terms of the provisions of Section 149 and 161(1) of the Companies Act, 2013 read with the rules made thereunder and Articles of Association of the Company.

In terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for the appointment of a director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, the approval of members of the Company is being sought for the aforesaid appointment of Mr. Ajay Suresh Yadav (DIN:09841715). In terms of the provisions of Section 149 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, Mr. Ajay Suresh Yadav (DIN:09841715) being eligible and offering himself for the appointment, is proposed to be appointed as a Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from August 11, 2023, and upto August 10, 2028.

A notice has been received under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose Mr. Ajay Suresh Yadav as a candidate for the office of Non-Executive



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Independent Director of the Company. The Company has received a declaration from Mr. Ajay Suresh Yadav confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Ajay Suresh Yadav fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

A brief profile and the necessary information/disclosures of Mr. Ajay Suresh Yadav required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India (ICSI), is given in **Annexure-II** to this Notice. All the requisite documents including a copy of the Draft Appointment Letter and the resolutions passed in this regard are available for inspection during business hours on all working days at the Registered Office of the Company from the date of circulation of this Notice till the last date of voting.

Except Mr. Ajay Suresh Yadav, being an appointee, none of the Directors and Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 03 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ajay Suresh Yadav as a Non-Executive Independent Director, for the approval by the members of the Company, by way of a **Special Resolution**.

In Respect to Item 4:

The Board of Directors of the Company in their meeting held on August 11, 2023, has appointed Mr. Bhavesh Prabhudas Vora (DIN 06814823), as an Additional Director (Non-Executive Independent Director) of the Company in terms of the provisions of Section 149 and 161(1) of the Companies Act, 2013 read with the rules made there under and Articles of Association of the Company.

In terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for the appointment of a director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, the approval of members of the Company is being sought for the aforesaid appointment of Mr. Bhavesh Prabhudas Vora (DIN 06814823). In terms of the provisions of Section 149 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, Mr. Bhavesh Prabhudas Vora (DIN 06814823) being eligible and offering himself for the appointment, is proposed to be appointed as a Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from August 11, 2023, and upto August 10, 2028.



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A notice has been received under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose Mr. Bhavesh Prabhudas Vora as a candidate for the office of Non-Executive Independent Director of the Company. The Company has received a declaration from Mr. Bhavesh Prabhudas Vora confirming that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Bhavesh Prabhudas Vora fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

A brief profile and the necessary information/disclosures of Mr. Bhavesh Prabhudas Vora required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India (ICSI), is given in **Annexure-II** to this Notice.

All the requisite documents including a copy of the Draft Appointment Letter and the resolutions passed in this regard are available for inspection during business hours on all working days at the Registered Office of the Company from the date of circulation of this Notice till the last date of voting.

Except Mr. Bhavesh Prabhudas Vora, being an appointee, none of the Directors and Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 04 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ajay Suresh Yadav as a Non-Executive Independent Director, for the approval by the members of the Company, by way of a Special resolution.

In Respect to Item 5:

Members are informed that pursuant to the open offer given by Mr. Mallinath Madineni and Mrs. Mrs. Prathima Mallinath Madineni (collectively known as New Promoters) under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide letter of offer, for acquisition of control of the Company, the Board of Directors of the Company in their meeting held on August 11, 2023 has approved the appointment of Mr. Mallinath Madineni, being as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 read with the rules made thereunder and thereafter in the Board Meeting held on August 11, 2023, has designated him as Managing Director of the Company for a period of 5 (Five) years with effect from August 11, 2023.

The Company has received the necessary consent(s) to act as a director and declaration(s) from Mr. Mallinath Madineni as set out under the provisions of the Companies Act, 2013. The Company has also received intimation from Mr. Mallinath Madineni that he is not disqualified from being appointed as director and further confirmed that he is not debarred by the Securities and Exchange Board of India.



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Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as Managing Director in the Company.

Mr. Mallinath Madineni satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for his appointment. A notice has been received under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose Mr. Mallinath Madineni as a candidate for the office of Managing Director of the Company.

A brief profile and the necessary information/disclosures of Mr. Mallinath Madineni required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India (ICSI), is given in **Annexure-II** to this Notice.

All the requisite documents and the resolutions passed in this regard are available for inspection during business hours on all working days at the Registered Office of the Company from the date of circulation of this Notice till the last date of voting.

Except Mr. Mallinath Madineni himself and Mrs. Parthima Mallinath Madineni being related to him, none of the Directors and Key Managerial Personnel (KMP) or their relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 05 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Mallinath Madineni as Managing Director, for the approval of the members of the Company by way of an Ordinary Resolution.

As no remuneration has being proposed to Mr. Mallinath Madineni

Information in accordance with Schedule V of Companies Act, 2013:

I. GENERAL INFORMATION

01	Nature of Industry	Trading in Chemicals			
02	Date or expected date of commencement of commercial	N/A			
03	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects.	N/a			
04	Financial performance based on given indicator	Particulars	2022-2023	2021-2022	2020-2021



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		Turnover	N/A	N/A	N/A
		Net profit / (loss) after Tax	N/A	N/A	N/A
05	Foreign investments or collaborations, if any	No such collaborations			

INFORMATION ABOUT THE APPOINTEE	Background details	He has completed his master's degree in Management from Gulbarga University. He has an experience of 26 years in the field of Corporate and Financial Advisory
02	Past remuneration	No remuneration it's a fresh appointment
03	Recognition or awards	No
04	Job profile and his suitability	The Managing Director shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, appointment and termination of senior employees of the Company, acting on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of a General Power of Attorney or otherwise and which can be delegated to him from time to time in the future.
05	Remuneration proposed	No remuneration
06	Comparative remuneration profile with respect to industry, size of	No remuneration proposed



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	the company, profile of the position and person	
07	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Husband of new director appointed Mrs. Prathima Mallinath Madineni.

In Respect to Item 6:

Members are informed that pursuant to the open offer given by Mr. Mallinath Madineni and Mrs. Prathima Mallinath Madineni (collectively known as New Promoters) under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide letter of offer for acquisition of control of the Company, the Board of Directors of the Company in their meeting held on August 11, 2023 has approved the appointment of Mrs. Prathima Mallinath Madineni, being as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 read with the rules made thereunder and thereafter in the Board Meeting held on August 11, 2023, has designated him as Non-executive Director of the Company.

In terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for the appointment of a director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, the approval of members of the Company is being sought for the aforesaid appointment of Mrs. Prathima Mallinath Madineni.

The Company has received the necessary consent(s) to act as a director and declaration(s) from Mrs. Prathima Mallinath Madineni as set out under the provisions of the Companies Act, 2013. The Company has also received an intimation from Mrs. Prathima Mallinath Madineni that she is not disqualified from being appointed as director and further confirmed that she is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as Director in the Company.

Mrs. Prathima Mallinath Madineni satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for his appointment.



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A notice has been received under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose Mrs. Prathima Mallinath Madineni as a candidate for the office of Non-Executive Director of the Company.

A brief profile and the necessary information/disclosures of Mrs. Prathima Mallinath Madineni required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India (ICSI), is given in Annexure-II to this Notice.

All the requisite documents and the resolutions passed in this regard are available for inspection during business hours on all working days at the Registered Office of the Company from the date of circulation of this Notice till the last date of voting.

Except Mr. Mallinath Madineni himself and Mrs. Prathima Mallinath Madineni being related to him, none of the Directors and Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 06 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Prathima Mallinath Madineni as Non-executive Director for the approval of the members of the Company, by way of an Ordinary Resolution.

For PH Trading Limited
For PH TRADING LTD.

Prakash Chandra Himatsingka
Director
(DIN: 00613105)

Date: 11/08/2023
Place: Kolkata.



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Additional Information of Directors working appointment / re-appointment at the 41st Annual General Meeting pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015

Annexure as referred to in note No. 2 on notice

Name of the Director	Mr. Avishkek Himatsingka
Director Identification Number	DIN : 00613082
Date of Birth	28/02/1977
Date of Appointment	06/04/2005
Educational Qualification	B. COM
Expertise in specific functional areas	Marketing
Chairmanship/ Membership of Committees in this Company	-yes-
Present Status of directorship in this Company as on 31 st March 2023	Promoter, Executive Director
Directorship in other Public Limited Company	None
Chairmanship/Membership of Committees in other Public Limited Company	None
Shareholding as on 31 st March, 2023	290950
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational status	Retire by rotation
Tenure of appointment	Not Applicable



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ANNEXURE II

**DETAILS OF DIRECTOR AS REQUIRED UNDER REGULATION 36 OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:**

Particulars	Item No. -03	Item No. 04	Item 05	Item 06
Name of Director	Mr. Ajay Suresh Yadav	Mr. Bhavesh Prabhudas Vora	Mr. Mallinath Madineni	Mrs. Prathima Mallinath Madineni.
DIN	09841715	06814823	01556784	06365444
Category of Director	Non-Executive – Independent Director	Non-Executive – Independent Director	Managing Director	Non-Executive – Non- Independent Director
Date of Birth (Age in Years)	18/09/1988 (35 yrs)	02/07/1966 (57 yrs)	14/08/1970 (52yrs)	27/08/1973 (49 yrs)
Date of first appointment	11 th August 2023	11 th August 2023	11 th August 2023	11 th August 2023
Brief Resume	He is a Postgraduate in Commerce and member of the Institute of Company Secretaries of India. He has hands on 12 years of experience in the Finance and Corporate Secretarial, Legal	He is Commerce Graduate. He has sound experience around 25 years in the various areas like finance, operations, admin etc. He is the Independent Director in M/s	He has completed his master's degree in Management from Gulbarga University. He has an experience of 26 years in the field of Corporate and Financial Advisory	She has completed her Master's degree in Management from SIES. She has an experience of 22 years in the field of Corporate and Financial Advisory.



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	and Compliance domain.	Thirdware Financials Intermediaries Ltd.		
Qualification	Company Secretary	Graduate	MBA	MBA
No. of years of Experience	12yrs	25 yrs	26 yrs	22 yrs
Nature of expertise in specific areas	Finance and Corporate Secretarial, Legal and Compliance domain	Finance, operations, admin etc	Corporate and Financial Advisory	Corporate and Financial Advisory
Terms and Conditions of Appointment	As per Resolution of appointment placed at Item No. 3 of this Notice read with relevant Explanatory Statement.	As per Resolution of appointment placed at Item No. 4 of this Notice read with relevant Explanatory Statement.	As per Resolution of appointment placed at Item No. 5 of this Notice read with relevant Explanatory Statement.	As per Resolution of appointment placed at Item No. 6 of this Notice read with relevant Explanatory Statement.
Details of Remuneration sought to be paid	No remuneration is proposed to be paid except payment of sitting fee as may be approved by the Board from time to time.	No remuneration is proposed to be paid except payment of sitting fee as may be approved by the Board from time to time.	No remuneration proposed.	No remuneration proposed.
Last Remuneration drawn	NIL	NIL	NIL	NIL
Shareholding in the Company including	NIL	NIL	41710	NIL



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as Beneficial owner				
Disclosure of Relationship between Directors interse	NIL	NIL	Husband of Mrs Pratima Mallinath Madinani.	Wife of Mr Mallinath Madinani.
Relationship with Manager and other Key Managerial Personnel of Company	NIL	NIL	Husband of Mrs. Pratima Mallinath Madinani.	Wife of Mr. Mallinath Madinani.
No. of Board Meetings attended during the year (from the respective date of appointment) =	1	1	1	1
Directorships held in other companies	<ol style="list-style-type: none"> 1) DWIP AGENCIES LIMITED 2) Nyra Business Development LLP 3) NyraFins 	<ol style="list-style-type: none"> 1) Thirdware Financials Intermediaries Ltd 	<ol style="list-style-type: none"> 1) Slesha Commercial Limited 2) FA Financial Consultants Private Limited 3) Finance Avenue Capital 	<ol style="list-style-type: none"> 1) FA Financial Consultants Private Limited 2) Prokopto India Private Limited 3) Venkateswara Organic and Naturals Private



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	olution Consulta nt LLP		Advisers Private Limited 4) DwipAgenci es Limited. 5) Santan Investment Advisory LLP	Limited 4) Santan Investment Advisory LLP
Membershi p/ Chairmans hips of Committee s of other Companies	NIL	Thirdware Financials Intermediaries Ltd. Chairperson 1) Audit Committee Member 1) Stakeholder s Relationshi p Committee 2) Nomination & Remunerati on Committee	Slesha Commercial Limited Member of 1) Audit Committee 2) Nomination & Remuneratio n Committee 3) Stakeholders Relationship Committee	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

(Annual General Meeting – 30th September 2023)

I/We hereby record my/our presence at the annual general meeting of "PH Trading Limited" held on Saturday, 30th September 2023 at 4.00 P.M. at 113, Park Street, 'B' Block 10th floor, Kolkata-700 016.

Full Name of the member (IN BLOCK LETTER) _____

Folio No. _____ DP ID No. _____ Client ID No. _____

Full name of the Proxy (IN BLOCK LETTER): _____

Member/ Proxy(s) Signature _____

(Please cut here and bring the attendance slip duly signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting)

PH TRADING LIMITED

(41st Annual General Meeting – 30th September, 2023)

Form No. MGT-11

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

CIN: L51109WB1982PLC035011

Name of the Company: PH TRADING LIMITED

Registered office : PODDAR POINT, 113 PARK ST, BLOCK B, 10-TH FLOOR
KOLKATA-700016

Name of the Member:

Registered address:

Email Id:

Folio No/ Clint Id:

DP ID:

I / I, being the member of _____ shares of the above Company, hereby appoint.

1. Name: _____ Address _____

Email Id: _____ Signature: _____ or failing him

2. Name: _____ Address _____

Email Id: _____ Signature: _____ or failing him

3. Name: _____ Address _____

Email Id: _____ Signature: _____ Or

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 Company, to be held on Saturday ,30th September 2023 at 4.00 P.M. at 113, Park Street :Poddar Point B-Block, Kolkata- 700 016 in respect of such resolution(s) as are indicated below:



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RESOLUTION NO	RESOLUTION	OPTIONAL	
		FOR	AGAINST
ORDINARY BUSINESS			
1	TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS		
2	FOR REAPPOINTMENT OF MR. AVISHEK HIMATSINGKA, WHO RETIRES BY ROTATION		
SPECIAL BUSINESS			
3	APPOINTMENT OF Mr. AJAY SURESH YADAV (DIN: 09841715) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.		
4	APPOINTMENT OF MR. BHAVESH PRABHUDAS VORA (DIN 06814823), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.		
5	APPOINTMENT OF MR. MALLINATH MADINENI (DIN 01556784) AS THE MANAGING DIRECTOR OF THE COMPANY.		
6	APPOINTMENT OF MRS. PRATHIMA MALLINATHMADINENI (DIN 06365444) AS THE NON -EXECUTIVE DIRECTOR OF THE COMPANY.		

Signed this Day of..... 2023

Signature of the Shareholder(s) _____ Signature of Proxy(s)

Affix Revenue

Stamp

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

PIL TRADING LIMITED

INCORPORATED IN SINGAPORE
 111, RAFFLES PLACE, #04-01 RAFFLES PLACE, SINGAPORE 358603

ROADMAP

