

PH TRADING LIMITED

CIN: L51109WB1982PLC035011

Reg. Office: Poddar Point, 113 Park St, Block B, 10-th Floor,
Kolkata-700016, West Bengal, India.

Website: www.phtradinglimited.com; E-mail:

Tel: +91 8928039945

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

| VOTING STARTS ON | VOTING ENDS ON |
|--|--|
| Tuesday, April 02, 2024 at 9:00 Hours (IST) | Monday, May 01, 2024 at 17:00 Hours (IST) |

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ('the **Act**'), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the **Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force) and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 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 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 respectively, in view of the COVID-19 pandemic issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and all other applicable laws, rules and regulations, if any, for the time being in force, for seeking approval of members of PH Trading Limited ('the **Company**'), to the proposed resolutions to be passed through Postal Ballot i.e. by voting through remote electronic means ("**remote e-voting**") only.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members

holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, M/s. PH Trading Limited ('**Company / PH Trading**') is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('**CDSL**') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.phtradinglimited.com>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 17.00 Hours (IST) on **Monday, May 01, 2024**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors of the Company has appointed **CS Hemang Satra (CP No. 24235) Practicing Company Secretary, as the Scrutinizer** for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of postal ballot will be announced on or before **Tuesday, May 03, 2024**, at the Registered Office of the Company. The results along with the Scrutinizer's report would be displayed at the Registered Office of the Company and shall be submitted with the BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website at <https://www.phtradinglimited.com> and on the website of Central Depository Services (India) Limited at <https://evoting.cdsl.com>.

SPECIAL BUSINESS:

1. Appointment of Mr. Naveen Kumar Vanama (DIN: 09243947) as a Managing Director of the Company:

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

“RESOLVED THAT Pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to appoint Mr. Naveen Kumar Vanama (DIN: 09702707) as Managing Director of the Company for a period of three years with effect from 06.03.2024 to 05.03.2027 with a remuneration of Rs. 6,00,000 per annum and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Naveen Kumar Vanama, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.”

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

2. Appointment of Mr. Sudhakar Vanama (DIN: 09702707) as an Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Consent of the members of the company be and is hereby accorded to appoint Mr. Sudhakar Vanama (DIN: 09702707) as Executive Director of the Company for a period of three years with effect from 06.03.2024 to 05.03.2027, with a remuneration of Rs. 6,00,000 per annum and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Sudhakar Vanama, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.”

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

3. Appointment of Mr. Rama Mohan Rao Bandlamudi (DIN: 00285798) as a Non-Executive & Non-Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) including any statutory modification(s) or re-enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798) who was appointed by the Board of Directors as an Additional Director (Category Non-Executive) of the Company on the recommendation of Nomination and Remuneration Committee with effect from 06.03.2024 and who holds office till the date of Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Category- Non-Executive) of the Company and who shall be liable to retire by rotation.”

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

4. Appointment of Mr. Chandrakanth Chereddi (DIN: 06838798) as a Non-Executive & Non-Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) including any statutory modification(s) or re-enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Chandrakanth Chereddi (DIN: 06838798) who was appointed by the Board of Directors as an Additional Director (Category Non-Executive) of the Company on the recommendation of Nomination and Remuneration Committee with effect from 06.03.2024 and who holds office upto date of Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Category- Non-Executive) of the Company and who shall be liable to retire by rotation.”

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

5. Appointment of Mr. Murali Krishna Lanka (DIN: 07194036) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI (LODR) Regulations, 2015, Mr. Murali Krishna Lanka (DIN: 07194036), who was appointed as Additional Director of the Company in the Independent category in the board meeting held on 06.03.2024 and holds office till the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and

the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 06.03.2024 to 05.03.2029, not be liable to retire by rotation.”

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

6. Appointment of Mrs. Srisailapu Surya Varnika (DIN: 10518336) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI (LODR) Regulations, 2015, Mrs. Srisailapu Surya Varnika (DIN: 10518336), who was appointed as Additional Director of the Company in the Independent category in the board meeting held on 06.03.2024 and holds office till the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 06.03.2024 to 05.03.2029, not be liable to retire by rotation.”

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

Note: Annexure- 1 for item no 1 to 6 have been placed at end of this Notice.

7. Shifting of Registered Office of the Company from the State of Kolkata, West Bengal to the State of Mumbai, Maharashtra and subsequent amendment in the Memorandum of Association of the Company:

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

“**RESOLVED THAT** subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Kolkata, West Bengal to the State of Mumbai, Maharashtra.

“**RESOLVED FURTHER THAT** subject to the aforementioned approval and pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of

Memorandum of Association of the Company be and is hereby substituted with the following Clause II:

“II. The Registered Office of the Company will be situated in the State of Maharashtra.”

“**RESOLVED FURTHER THAT** upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Kolkata, West Bengal to the State of Mumbai, Maharashtra.

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

8. Increasing the Borrowing Limits of the Company up to Rs. 100 Crores:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to borrow such sum or sums of monies in any manner from time to time at their discretion, for the purpose of the business of the Company, with or without security and upon such terms and conditions as they may think fit, which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed at any time, the aggregate of the existing paid-up capital of the Company, free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose), provided that the total amount so borrowed shall not at any time exceed Rs.100 Crores (Rupees One Hundred Crores only), on the terms and conditions as it may think fit.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

By order of the Board of Directors
For **PH Trading Limited**

Naveen Kumar Vanama
Managing Director
DIN: 09243947

Place: West Bengal
Date: April 1, 2024

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions mentioned in the Postal Ballot Notice is appended herein below for your consideration.

2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 22nd March, 2024 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry India Private Limited ("RTA").

3. The remote e-voting period will commence on Tuesday, 02nd April, 2024 (9:00 hours IST) and will end on Monday, 01st May, 2024 (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, 22nd March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time.

4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on support@purvashare.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

6. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on Monday, 01st May, 2024 i.e., the last date specified by the Company for receipt of votes through the Remote e-Voting process.

7. A member cannot exercise his vote by proxy on Postal Ballot.

8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in West Bengal (in vernacular language, i.e. Bengali).

09. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL at www.evotingindia.com or the Company at csphtesting6@gmail.com

10. The Postal Ballot Notice is also placed on the website of the Company, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and website of CDSL at www.evotingindia.com.

11. All documents referred to in the Postal Ballot Notice will be available on the Company's website at <https://www.phtradinglimited.com> for perusal by the Members. A copy of the set of MOA and AOA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day during the e-voting period. The set of MOA and AOA will also be available electronically for inspection, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting period.

Members desirous of inspecting the documents referred to in the Notice may send their requests to csphtesting6@gmail.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

12. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

13. The results of the postal ballot will be placed on the Company's website at <https://www.phtradinglimited.com> and on the website of CDSL at www.evotingindia.com and will also be intimated to the Stock Exchanges where the shares of the Company is listed i.e. BSE Limited in accordance with the provisions of Listing Regulations. The Company will also display the results of the postal ballot at its registered office.

NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non availability of the same on or after March 8, 2024 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. The Company has sent communications to the concerned shareholders explaining the aforesaid requirements. The necessary forms for updation of the aforementioned information are available on the website of the Company at <https://www.phtradinglimited.com>. Members may contact the Company's RTA for assistance in this regard.**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 02nd April, 2024 (9:00 hours IST) and will end on Monday, 01st May, 2024 (17:00 hours IST). During this period, Members of the Company holding shares either in demat form, as on the cut-off date i.e., Friday, 22nd March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote

e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login |

& New System Myeasi Tab and then click on registration option.

- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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

| | |
|-------------------------------------|--|
| Depository Participants (DP) | can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

| | |
|---|--|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | <p>Enter your 10digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <**PH Trading Limited**> on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.

- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csphtrading6@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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 or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By order of the Board of Directors
For **PH Trading Limited**

Naveen Kumar Vanama
Managing Director
DIN: 09243947

Place: West Bengal
Date: April 1, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 8.

Item No 1: Appointment of Mr. Naveen Kumar Vanama (DIN: 09243947) as the Managing Director of the Company:

The members may note that Mr. Naveen Kumar Vanama was inducted into Board as an Additional Director of the company in the Executive category, with effect from 06th March 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 06th March 2024, approved the appointment of Mr. Naveen Kumar Vanama as Managing Director of the Company with effect from 06th March 2024 for a period of 3 years commencing from 06th March 2024 to 05th March 2027 at a remuneration with effect from 06th March 2024 of Rs. 50,000/- p.m. which is subject to approval of the shareholders with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Naveen Kumar Vanama in this regard.

Employment Agreement containing the terms and Conditions of the appointment of Mr. Naveen Kumar Vanama would be available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends passing of the resolution as set out in Item No.1 as a Special Resolution.

Except Mr. Sudhakar Vanama Executive Director and Mr. Naveen Kumar Vanama, being the appointees, or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 1.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

| | |
|---|--|
| 1 | Nature of Industry: Trading in Chemicals |
| 2 | Date or expected date of commencement of commercial: 25.06.1982 |

| | | | | |
|---|--|---------------------------|---------------------------|---------------------------|
| 3 | In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable | | | |
| 4 | Financial performance based on given indications: Rs. In Millions | | | |
| | Particulars | 2022-23 (Rs. in lakhs) | 2021-22 (Rs. in lakhs) | 2020-21 (Rs. in lakhs) |
| | Turnover | 0 | 0.64 | 20.75 |
| | Net profit after Tax | (3.82) | 1.46 | (0.57) |
| 5 | Foreign investments or collaborations, if any: No such Collaborations | | | |

II. INFORMATION ABOUT THE APPOINTEE:

| | |
|----|--|
| 1. | Background Details: Mr. Naveen Kumar Vanama is a Graduate in Computer Science and has over 20 years of experience with a background in both Front-end and Back-end operations. |
| 2. | Past Remuneration: Not Applicable |
| 3. | Recognition or awards: Not Applicable |
| 4. | Job Profile and his suitability: He has experience in Management, Accounts, Finance and Operations. |
| 5. | Remuneration proposed: Rs. 50,000/- per month apart from other perquisites and allowances. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Naveen Kumar Vanama and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 1,57,950 Equity Shares of the Company. |
| 8. | Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which |

| | |
|--|---|
| | the person has resigned in the past three years: None |
|--|---|

III.OTHER INFORMATION:

| | |
|----|--|
| 1. | Reasons for inadequate profits: The Company is facing stiff competition in the business and is not able to obtain fresh contracts. |
| 2. | Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions. |
| 3. | Expected increase in productivity and profit in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future. |

Brief Profile of Mr. Naveen Kumar Vanama:

- Mr. Naveen Kumar Vanama possesses **over 20 years of experience** in leading teams in sales, management, business development, technology and strategic ideas. He Complements the business acumen with a deep technical understanding required to develop a cohesive product vision and monetization strategy, innovative and build new technology offerings, and develop the eco systems necessary to deliver business results.
- He accomplished the enterprise solution architecture in the digital transformation and innovation space with heavy focus on Customer centricity. He is acquainted with the latest technological innovations in the field of Jewellery.
- Creative and motivated Executive with experience in overseeing daily business activities and improving overall business functions. Strong decision maker and excellent client relationship builder. Proven capacity to multi-task and utilize time management and conflict resolution skills to increase efficiencies.
- **Leader & Organizational Change Agent;** delivering business results, focused on improving business processes to improve reliability, increase simplicity, and enable scalable growth.
- Expertise in heading **Profit Centric Operations** along with managing strategic relationships, market analysis & expansion, and competency development.

Item No 2: Appointment of Mr. Sudhakar Vanama (DIN: 09702707) as the Executive Director of the Company:

The members may note that Mr. Sudhakar Vanama was inducted into Board as an Additional Director of the company in the Executive category, with effect from 06th March 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 06th March 2024, approved the appointment of Mr. Sudhakar Vanama as Executive Director of the Company with effect from 06th March 2024 for a period of 3 years commencing from 06th March 2024 to 05th March 2027 at a remuneration with effect from 06th March 2024 of Rs. 50,000/- p.m. which is subject to approval of the shareholders with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Sudhakar Vanama in this regard.

Employment Agreement containing the terms and Conditions of the appointment of Mr. Sudhakar Vanama would be available for inspection by members at the Registered /Corporate Office of the Company during normal business hours on any working day.

The Board recommends passing of the resolution as set out in Item No. 2 as an Special Resolution.

Except Mr. Naveen Kumar Vanama Managing Director and Mr. Sudhakar Vanama, being the appointee, or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 2.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

| | | | | |
|---|--|----------------|----------------|----------------|
| 1 | Nature of Industry: Trading in Chemicals | | | |
| 2 | Date or expected date of commencement of commercial: 25.06.1982 | | | |
| 3 | In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable | | | |
| 4 | Financial performance based on given indications: Rs. In Millions | | | |
| | Particulars | 2022-23 | 2021-22 | 2020-21 |
| | | (Rs. in lakhs) | (Rs. in lakhs) | (Rs. in lakhs) |

| | | | | |
|---|--|--------|------|--------|
| | Turnover | 0 | 0.64 | 20.75 |
| | Net profit after Tax | (3.82) | 1.46 | (0.57) |
| 5 | Foreign investments or collaborations, if any: No such Collaborations | | | |

II. INFORMATION ABOUT THE APPOINTEE:

| | |
|----|--|
| 1. | Background Details: Mr. Sudhakar Vanama is a Graduate in Computer Science and has over 20 years of experience with a background in both Front-end and Back-end operations. |
| 2. | Past Remuneration: Not Applicable |
| 3. | Recognition or awards: Not Applicable |
| 4. | Job Profile and his suitability: He has experience in Finance and Operations. |
| 5. | Remuneration proposed: Rs. 50,000/- per month apart from other perquisites and allowances. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Sudhakar Vanama and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 1,57,000 Equity Shares of the Company. |
| 8. | Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years: None |

III. OTHER INFORMATION:

| | |
|----|---|
| 1. | Reasons for inadequate profits: The Company is facing stiff competition in the business and is not able to obtain fresh contracts. |
|----|---|

| | |
|----|--|
| 2. | Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions. |
| 3. | Expected increase in productivity and profit in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future. |

Brief Profile of Mr. Sudhakar Vanama:

- Mr. Sudhakar Vanama possesses **over 20 years of experience** in leading teams in sales, management, business development, technology and strategic ideas He is acquainted with the latest technological innovations in the field of Jewellery.
- **Leader & Organizational Change Agent;** delivering business results, focused on improving business processes to improve reliability, increase simplicity, and enable scalable growth.
- Creative and motivated Executive with experience in overseeing daily business activities and improving overall business functions. Strong decision maker and excellent client relationship builder. Proven capacity to multi-task and utilize time management and conflict resolution skills to increase efficiencies.
- Expertise in heading Profit Centric Operations along with managing strategic relationships, market analysis & expansion, and competency development.
- Proven track record of **achieving / exceeding targets, opening new & profitable markets** and setting up business operations in emerging markets.
- Overcoming complex business challenges and making high-stake decisions using experience-backed judgment, strong work ethic and irreproachable integrity.

Item No. 3: Appointment of Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798) as Non-Executive and Non-Independent Director of the Company:

The Board of Directors in the meeting held on 06.03.2024, appointed Mr. Rama Mohana Rao Bandlamudi as an Additional Director (Category-Non Executive) of the Company with effect from 06.03.2024 who holds office upto date of ensuing Annual General Meeting or the last date on which the general meeting should have been held, whichever is earlier pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or

re-appointment of the person on the Board of Directors or as a manager is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Director recommends the passing of the above resolution as on Ordinary Resolution set out in item 3 of the notice for the appointment of Mr. Rama Mohana Rao Bandlamudi as Non-Executive and Non-Independent Director of the Company.

Save and except Mr. Rama Mohana Rao Bandlamudi, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, directly or indirectly, in the Resolution set out in the notice.

Brief Profile of Mr. Rama Mohana Rao Bandlamudi:

Mr. Rama Mohana Rao Bandlamudi possesses over for more than 30 years in Financial Services domain. First Decade of the experience is spent predominantly in Equity sales, Research, and Broking. Later two decades or so with Multinational Insurance and Credit Broking Companies.

PROFESSIONAL EXPERIENCE:

Until Middle of 2021 he was associated with **Willis - Towers - Watson** (SINSE 2006) as Executive Vice President taking care of the functionalities of large accounts and structured credit, focusing on providing solutions to Indian companies acquiring global assets and credit-based solutions.

Worked with **Marsh and McLennan** companies for about 4 years, was involved in the set-up of financial lines and Credit practices for India apart from private equity merges and acquisitions practice.

With **Sharekhan** for about 3 years, successfully implemented the equity sales platform and raised funds for various Indian business houses through equity, debt and structured finance through Global Fund houses and Banks.

Worked with **Lloyds Finance** and Lloyds Securities heading their PMS, Prop Book and Sales for about 5 years.

Item No. 4: Appointment of Mr. Chandrakanth Chereddi (DIN: 06838798) as Non-Executive and Non-Independent Director of the Company:

The Board of Directors in the meeting held on 06.03.2024, appointed Mr. Chandrakanth Chereddi as an Additional Director (Category-Non Executive) of the Company with effect from 06.03.2024 who holds office upto date of ensuing Annual General Meeting or the last date on which the general meeting should have been held, whichever is earlier pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of the person on the Board of Directors or as a manager is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Director recommends the passing of the above resolution as on Ordinary Resolution set out in item 4 of the notice for the appointment of Mr. Chandrakanth Chereddi as Non-Executive and Non-Independent Director of the Company.

Save and except Mr. Chandrakanth Chereddi, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, directly or indirectly, in the Resolution set out in the notice.

Brief Profile of Mr. Chandrakanth Chereddi:

Mr. Chandrakanth Chereddi is an experienced professional with a robust background in entrepreneurship, advisory, and investing. Noteworthy accomplishments include leadership roles in developing and expanding contract manufacturing and formulation pharmaceutical businesses. Academic credentials, including an MBA, combined with hands-on experience in consulting and technology sectors, reflect a versatile skill set ready to excel in dynamic environments.

PROFESSIONAL EXPERIENCE:

Entrepreneurship, advisory, and investing [2020 onwards]

Working with start-ups and established businesses in Hyderabad in advisory and/or investing roles.

External advisor to a top consulting firm on topics related to Pharma API/FDF manufacturing, & CRDMO.

Laurus Labs Limited, Hyderabad, India [2012-2020]

Built the Contract Development & Manufacturing Business and Formulation Business. Served in various executive positions for 8 years. Headed the Synthesis Division (CRDMO), scaling it from approximately 3Mn USD to 50Mn USD. Built the Generic Formulation Division from zero revenue to about 100Mn USD revenue.

McKinsey and Company, Mumbai, India [2009-2011]

Spent approximately 50% of the time at McKinsey in the Pharma practice, mainly serving a large Indian Generic pharma player.

Item No. 5: Appointment of Mr. Murali Krishna Lanka (DIN: 07194036) as an Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide resolution dated 06th March, 2024, appointed Mr. Murali Krishna Lanka as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 years with effect from 06th March, 2024 to March 5, 2029, subject to approval of members of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company's business: Wide Management and Leadership Experience, Functional and Managerial experience, Diversity, Personal Values and Corporate Governance, among others.

The Company also received from Mr. Murali Krishna Lanka: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

The Resolution set out at Item No.5 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. Murali Krishna Lanka as an Independent Director of the Company.

The Letter of appointment of Mr. Murali Krishna Lanka setting out the terms and conditions of appointment shall be available for inspection by members at the Registered /Corporate Office of the Company during normal business hours on any working day.

Brief Profile of Mr. Murali Krishna Lanka:

- An innovative leader with entrepreneurial initiative and vision, who drives revenues and manages rapid growth profitably with a focus on building a strong brand and teams. Expertise in blending creative intellect / insight and sharp planning skills for managing business operations and meeting top bottom-line objectives. Overcoming complex business challenges and making high-stake decisions using experience-backed judgment, strong work ethic and irreproachable integrity.
- Worked with Fortune's number 1 ranked company Walmart Stores INC for **30 years** that offered wide exposure on diverse background and environments; applied knowledge and expertise in creating opportunities & expanding businesses.
- Worked in **Walmart India Private LTD as: Chief Officer of Real Estate Development and Store Planning.**
- Worked as Regional Manager, Texas Region at Walmart Stores INC, Supercenter Division September 2013 – October 2014
- Resourceful in **establishing productive, professional relationships with channel partners** and key Government officials and meeting assigned sales targets & strategic objectives.
- **Energetic & Enthusiastic Leader** offering nearly 30 years of rich combined expertise in **Business Development, P&L Management and Team Management Developed strategy & plans for organization's business operations**; conceptualized & developed new business strategies which led to an increase in turnover & profitability of the organization.

Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Mr. Murali Krishna Lanka be appointed as an Independent Director of the Company.

He does not hold any of the Company and he is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Mr. Murali Krishna Lanka is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.

Except Mr. Murali Krishna Lanka, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No.5 of the Notice.

Your Directors recommend the Special Resolution for your approval.

Item No. 6: Appointment of Mrs Srisailapu Surya Varnika (DIN: 10518336) as an Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide resolution dated March 6, 2024, appointed Mrs. Srisailapu Surya Varnika as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 years with effect from March 6, 2024 to March 5, 2029, subject to approval of members of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company's business: Wide Management and Leadership Experience, Functional and Managerial experience, Diversity, Personal Values and Corporate Governance, among others.

The Company also received from Mrs. Srisailapu Surya Varnika: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

The Resolution set out at Item No.6 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mrs. Srisailapu Surya Varnika as an Independent Director of the Company.

The Letter of appointment of Mrs. Srisailapu Surya Varnika setting out the terms and conditions of appointment shall be available for inspection by members at the Registered /Corporate Office of the Company during normal business hours on any working day.

Brief Profile of Mrs. Srisailapu Surya Varnika:

- Experienced customer service specialist and team leader with 10 years of experience in Aviation Industry.
- I am confident that my proven track record in upselling, conflict resolution and colleague training.
- Capabilities in all aspects of **key management** offering extensive support with key focus on customer retention/satisfaction.

- Team-based management style coupled with the zeal to drive visions into reality and achieve the same through mentoring, training of team members.
- Proven track record of **achieving / exceeding targets** in job markets.
- Performing tasks from Commercial to Technical handling.
- Successful in completing many placements of insurance risks.
- Leader of Corporate Sales Team.

Keeping in view of her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Srisailapu Surya Varnika be appointed as an Independent Director of the Company.

She does not hold any shares of the Company and she is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Mrs. Srisailapu Surya Varnika is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.

Except Mrs. Srisailapu Surya Varnika, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No.6 of the Notice.

Your Directors recommend the Special Resolution for your approval.

Item No. 7: Shifting of Registered Office of the Company from the State of Kolkata, West Bengal to the State of Mumbai, Maharashtra:

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of a company from one State to another State requires approval of shareholders by way of Special Resolution.

Recently the Company (PH Trading Limited) was acquired by Mr. Naveen Kumar Vanama and Mr. Sudhakar Vanama. With a view to have operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office from State of Kolkata, West Bengal to the State of Mumbai, Maharashtra. The proposed location is outside the local limits of states where the registered office of the Company is situated and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be shifted to State of Kolkata, West Bengal to the State of Mumbai, Maharashtra.

Your directors recommend the Resolution No.7 of the Notice for the approval of the Members as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 7 of the Notice of Postal Ballot.

Item No. 8: Increasing the Borrowing Limits of the Company up to Rs. 100 Crores:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business). Hence it is proposed to increase the maximum borrowing limits from existing to limit Rs. 100 crores/- (Rupees One Hundred Crores Only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Your Directors recommend the Resolution No. 8 of the Notice for the approval of the Members as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 8 of the Notice of Postal Ballot.

Annexure- 1 to the Notice dated April 1, 2024
Details of Directors seeking Appointment/Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

| Name of the Director | Mr. Naveen Kumar Vanama | Mr. Sudhakar Vanama |
|---|---|--|
| DIN | 09243947 | 09702707 |
| Nature of appointment (appointment/ re-appointment) | Appointment | Appointment |
| Terms and Conditions of appointment / re-appointment | Appointing as Managing Director of the Company | Appointing as Executive Director of the Company |
| Date of first appointment on the Board | 06.03.2024 | 06.03.2024 |
| Qualifications | B. Com | B. Com |
| Brief Profile | Brief Profile is given in the Explanatory Statement forming part of Notice. | Brief Profile is given in the Explanatory Statement forming part of Notice. |
| Expertise in specific functional areas | Oversaw all operations of a convenience store chain (3 Stores). Liable for all accounting for office, including all large account electronic transfers. Controlled all purchasing within the company (all Jewellery items). | Vendor Management Strategic Planning Oversaw all operations of the Company. Contracts & Permits |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board. | Nil | Nil |
| Names of listed entities from which the person has resigned in the past three years | Nil | Nil |
| Shareholding of Non Executive directors | NA | NA |
| Shareholding in the Company. | 1,57,950 Shares | 1,57,000 Shares |
| Inter se relationship | Mr. Sudhakar Vanama is the | Mr. Naveen Kumar Vanama is |

| | | |
|-------------------|-------------------------------------|-------------------------------------|
| with any Director | brother of Mr. Naveen Kumar Vanama. | the brother of Mr. Sudhakar Vanama. |
|-------------------|-------------------------------------|-------------------------------------|

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|---|---|--|
| Name of the Director | Mr. Rama Mohana Rao Bandlamudi | Mr. Chandrakanth Chereddi |
| DIN | 00285798 | 06838798 |
| Nature of appointment (appointment/ re-appointment) | Appointment | Appointment |
| Terms and Conditions of appointment / re-appointment | Appointing as Non -Executive Director of the Company | Appointing as Non-Executive Director of the Company |
| Date of first appointment on the Board | 06.03.2024 | 06.03.2024 |
| Qualifications | B.Com., MBA | MBA, MS in ECE, BE in CSE |
| Brief Profile | Brief Profile is given in the Explanatory Statement forming part of Notice. | Brief Profile is given in the Explanatory Statement forming part of Notice. |
| Expertise in specific functional areas | Structured credit, focusing on providing solutions to Indian companies acquiring global assets and credit-based solutions. Set-up of financial lines and Credit practices for India apart from private equity merges and acquisitions practice. | Built the Contract Development & Manufacturing Business and Formulation Business. Served in various executive positions for 8 years. |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board. | Director in IIRM Holdings India Limited. | Nil |
| Names of listed entities from which the person has resigned in the past three years | Nil | Nil |
| Shareholding of Non-Executive directors | 10,700 Shares | Nil |
| Inter se relationship with any Director | Not related to Directors, Manager and other Key Managerial Personnel of the Company. | Not related to Directors, Manager and other Key Managerial Personnel of the Company. |

| | | |
|---|---|---|
| Name of the Director | Mr. Murali Krishna Lanka | Mrs. Srisailapu Surya Varnika |
| DIN | 07194036 | 10518336 |
| Nature of appointment (appointment/ re-appointment) | Appointment | Appointment |
| Terms and Conditions of appointment / re-appointment | Appointing as Independent Director of the Company | Appointing as Independent Director of the Company |
| Date of first appointment on the Board | 06.03.2024 | 06.03.2024 |
| Qualifications | Bachelors in Business Administration & Management Information Systems. | B.SC (Statistic, Mathematics, Computers) |
| Brief Profile | Brief Profile is given in the Explanatory Statement forming part of Notice. | Brief Profile is given in the Explanatory Statement forming part of Notice. |
| Expertise in specific functional areas | Leader & Organizational Change Agent ; delivering business results, focused on improving business processes to improve reliability, increase simplicity, and enable scalable growth. | Team-based management style coupled with the zeal to drive visions into reality and achieve the same through mentoring, training of team members. |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board. | Nil | Nil |
| Names of listed entities from which the person has resigned in the past three years | Nil | Nil |
| Shareholding of Non Executive directors | Nil | Nil |
| Inter se relationship with any Director | Not related to Directors, Manager and other Key Managerial Personnel of the Company. | Not related to Directors, Manager and other Key Managerial Personnel of the Company. |
| Skills and capabilities required for the role and the manner in | An innovative leader with entrepreneurial initiative and vision, who drives revenues and | Capabilities in all aspects of key management offering extensive support with key focus on |

| | | |
|--|---|--|
| <p>which the proposed person meets such requirements</p> | <p>manages rapid growth profitably with a focus on building a strong brand and teams. Overcoming complex business challenges and making high-stakes decisions using experience-backed judgment, strong work ethic and irreproachable integrity.</p> | <p>overall management. Expertise in blending creative intellect/insight and sharp planning skills for managing business operations and meeting top-bottom-line objectives.</p> |
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By order of the Board of Directors
For **PH Trading Limited**

Naveen Kumar Vanama
Managing Director
DIN: 09243947

Place: West Bengal
Date: April 1, 2024

Information at a glance:

| S. No. | Particulars | Details |
|--------|--|--|
| 1 | Period of 30 days of Postal Ballot | 02nd April, 2024 to 01st May, 2024 |
| 2 | Mode | E- Voting means only |
| 3 | Submission of Questions/Queries | Questions/queries shall be submitted 48 hours from the commencement of postal ballot by any of the following mode: • Email to csphtesting6@gmail.com mentioning name, demat account no./folio number, email ID, mobile number, etc. |
| 4 | Cut-off date of e-voting | 22 nd March, 2024 |
| 5 | E-voting date and start time | Tuesday, April 02, 2024 at 9:00 Hours (IST) |
| 6 | E-voting date and end time | Monday, May 01, 2024 at 17:00 Hours (IST) |
| 7 | E- Voting website of CDSL/NSDL | www.cdslindia.com https://www.evoting.nsdl.com/ |
| 8 | Name, address and contact details of e- voting service Provider and Registrar and Transfer Agent | <u>E- voting service Provider:</u> Central Depository Services (India) Limited Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33. <u>Registrar and Transfer Agent:</u> Purva Sharegistry India Private Limited Address: Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 Email: support@purvashare.com |
| 9 | Email Registration & Contact updation Process | Demat Members: Contact respective Depository Participant. Physical Members: Contact Company's Registrar and Transfer Agents, Purva Sharegistry India Private Limited by sending an email request at support@purvashare.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate. |