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## PH TRADING LIMITED

PODDAR POINT, 'B' BLOCK, 10TH FLOOR,  
113, PARK STREET, KOLKATA - 700 016  
CIN No. : L51109WB1982PLC035011

### NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of **PH TRADING LIMITED** will be held on **Monday, 14<sup>th</sup> December 2020** at **04.00 p.m.** at the Registered Office: 113 , Park Street , Poddar Point , B - Block , 10<sup>th</sup> Floor , Kolkata -700016 to transact below business:

#### SPECIAL BUSINESS:

Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan in one or more tranches including loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken , advances or any other form of financial assistances taken by any related party entity ("Borrower"), (in which any director is deemed to be interested) of amounting Rs.2,72,00,000/- ( Two Cores and seventy two lacs only )in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

By Order of the Board of Directors  
For PH TRADING LIMITED  
For PH TRADING LTD.

*Prakash Chandra Himatsingka*  
Director

Prakash Chandra Himatsingka  
Director

DIN:00613105

Place: Kolkata  
Date: 12.11.2020



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**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND, VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members, not exceeding fifty and taken together not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy forms should be lodged with the Company at its Registered Office atleast 48 hours before commencement of the meeting.
3. Members are requested to intimate all changes pertaining to their bank details, ECS mandates, Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent to provide efficient service to the members.
4. Relevant documents and registers will be available for inspection by the members at the Registered Office of the Company on the date of EOGM.
5. As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or /transposition of shares. Members holding shares in dematerialized mode are requested to submit PAN details to their Depository Participant whereas Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar & Transfer Agent.
6. 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.
7. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EOGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, appropriate resolution or authority as applicable must support societies, etc.
8. Members/Proxyholder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
9. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
10. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.phtradinglimited.com.



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**11. 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 Extra Ordinary General Meeting (EOGM) 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 EOGM ("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 EOGM 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 EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:**
- (i) The remote e-voting period commences on 11<sup>th</sup> December, 2020 at 09:00 A.M. (IST) and ends on 13<sup>th</sup> December, 2020 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 7th December, 2020 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.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>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).</li> </ul>



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) 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.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 18002005533
- (xx) 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.
14. 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 [csrajansingh2014@gmail.com](mailto:csrajansingh2014@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 13<sup>th</sup> December, 2020 (5.00 P.M.) without which the vote shall not be treated as valid.
15. 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 7<sup>th</sup> December, 2020. A person who is not a member as on Cut Off date should



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17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 7th December, 2020.. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
18. 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 7th December, 2020. And not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting
19. 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. 7<sup>th</sup> December, 2020. 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.
20. Notice of the EOGM 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.
21. Mr. Rajan Singh, Practicing Company Secretary (Membership No.F10541), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period not exceeding forty-eight hours (48) from the conclusion of the e-voting period, 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.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.phtradinglimited.com](http://www.phtradinglimited.com) and on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the Extra-Ordinary General Meeting held on 14<sup>th</sup> December 2020 and communicated to the Calcutta Stock Exchange Ltd. & BSE Ltd. where the shares of the Company are listed.
23. 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.
24. Attendance Slip, Proxy Form and the Route Map to the venue of the EOGM are annexed to the Notice.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**

**ITEM NO.1**

The Company is expected to render support for the business requirements of other companies from time to time.

However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities or give guarantee or provide security in respect of loans taken by related party interested entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of any related party entity in which related party is directors are interested .

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures / associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

By Order of the Board of Directors  
For **PH TRADING LIMITED**  
For **PH TRADING LTD.**

Director

Prakash Chandra Himatsingka  
Director  
DIN:00613105

Place:Kolkata  
Date: 12.11.2020

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)  
(Extra Ordinary General Meeting – 14<sup>th</sup>December 2020)

I/We hereby record my/our presence at the Extra Ordinary general meeting of “PH Trading Limited” held on Monday, 14<sup>th</sup> December 2020 at 4.00 P.M. at 113, Park Street, ‘B’ Block 10<sup>th</sup> 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)



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**(Extra Ordinary General Meeting – 14<sup>th</sup> December , 2020)**

**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 Extra Ordinary General Meeting of the Company, to be held on Monday 14<sup>th</sup> December 2020 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:

Resolution No	Resolution	Optional	
		For	Against
SPECIAL BUSINESS			
1.	Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:		

Signed this ..... Day of..... 2020  
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.**



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## ROADMAP

