

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B" - Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

NOTICE OF THIRTY EIGHT ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Eight Annual General Meeting of the members of PH Trading Limited will be held on 29th September, 2020 at 4.00 P.M. at the registered office of the Company at 113, Park Street, Poddar Point, 'B' Block, and Kolkata-700016 to transact the following business:

ORDINARY BUSINESS

1. **Item No.1** - "To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2020 and the reports of the Auditors thereon."
2. **Item No.2** - "To appoint a Director in place of Mr. Avishek Himatsingka (DIN-00613082) who retires by rotation and being eligible, offers himself for reappointment as director of the company."

SPECIAL BUSINESS

Item 3:

Re-appointment of Mr. Amar Chand Agarwal (DIN: 00651225) 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 Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for time being in force), Mr. Amar Chand Agarwal (DIN: 00651225) as an Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years for a term from 27th March 2020 to 26th March 2025, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the formalities and further to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto."

PH TRADING LIMITED
CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016
EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

Item 4:

Re-appointment of Mrs. Arati Trivedi (DIN: 07139880) 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 Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for time being in force), Mrs. Arati Trivedi (DIN: 07139880) as an Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years for a term from 27th March 2020 to 26th March 2025, and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the formalities and further to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto."

Item 5:

To consider the continuation of Directorship of Mr. Prakash Chandra Himatsingka (DIN: 00613105) as the Whole-Time Director of the Company who has attained the age of 70 .

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, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and Rules made there under and Schedule V thereto, approval of the Members of the Company be and is hereby accorded for the continue of employment of Mr. Prakash Chandra Himatsingka (DIN: 00613105) who has attained the age of 70 (Seventy) years, as the Whole-Time Director of the Company for the remaining tenure period of 5 years.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 3 and 4:

In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at General Meeting of the Shareholders.

The Company has received from Mr. Amar Chand Agarwal & Mrs. Arati Trivedi consent in writing to act as a Director in Form DIR-2, intimation to the effect that they are not disqualified to be appointed as a Director in Form 8 and a declaration in writing to the effect that they meets the criteria of independence as provided in sub section 6 of section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Amar Chand Agarwal & Mrs. Arati Trivedi fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company and is independent of the Company's Management.

Based on the recommendation received from the Nomination and Remuneration Committee and in view his & her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Amar Chand Agarwal & Mrs. Arati Trivedi as an Independent Director of the Company in terms of section 149 read with section 152 of the companies Act, 2013. In terms Section 149 and 152 of the Companies Act, 2013, Mr. Amar Chand Agarwal & Mrs. Arati Trivedi is not liable to retire by rotation. Mr. Amar Chand Agarwal & Mrs. Arati Trivedi will hold office for a consecutive term of 5 years commencing from 27th March 2020.

The term and condition of appointment of Mr. Amar Chand Agarwal & Mrs. Arati Trivedi as an Independent Director is available for inspection by the members at the Registered Office of the Company.

Brief details of Mr. Amar Chand Agarwal and Mrs. Arati Trivedi are mentioned below:

- **Mr. Amar Chand Agarwal**

Mr. Amar Chand Agarwal (DIN: 00651225) is a Law graduate. Hold expertise knowledge in corporate law and in management. Which helped company into day to day functioning.

Mr. Amar Chand Agarwal was first appointed as Director on the Board of the Company on 11th May 2013.

PH TRADING LIMITED
CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

Mr. Amar Chand Agarwal is a Chairperson/Member of the following Board Committees:

SL No.	Name of the Company	Name of the Committee	Position Held
1.	PH TRADING Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Chairman

Mr. Amar Chand Agarwal does not hold any shares in the Company.

During the year 1st April 2019 to 31st March 2020, 15 Board meetings of the Company were held. And Mr. Amar Chand Agarwal attended all Board Meeting.

Mr. Amar Chand Agarwal would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

The sitting fees paid to Mr. Amar Chand Agarwal is Rs. 3500.

• **Mr. Arati Trivedi**

Mrs Arati Trivedi (DIN: 07139880) is a graduate, holds an expertise knowledge in management and human resource management.

Mrs. Arati Trivedi was first appointed as Director on the Board of the Company on 27th March 2015.

Mr. Arati Trivedi is a Chairperson/Member of the following Board Committees:

SL No.	Name of the Company	Name of the Committee	Position Held
1.	PH TRADING Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

Mrs Arati Trivedi does not hold any shares in the Company.

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

During the year 1st April 2019 to 31st March 2020, 15 Board meetings of the Company were held. and Mrs. Arati Trivedi attended 11 Board Meeting.

Mrs. Arati Trivedi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

The sitting fees paid to Mrs Arati Trivedi Rs. 2750.

The Board recommends the Special Resolution set out at the item 3 and 4 of the Notice for the approval of the Members.

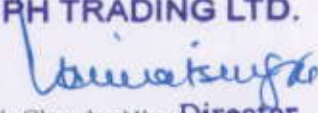
ITEM NO. 5:

Mr. Prakash Chandra Himatsingka (DIN :00613105) , who was appointed as whole time director to hold office for a period of 5 years commencing from 18th April 2019 to 17th April 2024. He has attained the age of 70 years and hence continuation of his employment as whole time director requires the approval of members by the way of a special resolution.

Mr. Prakash Chandra Himatsingka has attained age of seventy years and has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise by him as the Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution as set out under Section 196(3) of the Act.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

For PH Trading Limited
For PH TRADING LTD.


Prakash Chandra Himatsingka
Director
(DIN: 00613105)

Date: 27.07.2020
Place: Kolkata.

NOTES:

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

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall act as a proxy for any other person or shareholder.

2. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act 2013, Mr. Avishek Himatsingka (DIN-00613082) retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company commends his re-appointment.
3. The dates for the closure of the Register of Members and Share Transfer Books of the Company shall remain closed from 23.09.2020 to 29.09.2020 (both days inclusive).
4. Members are requested to bring their copies of the Reports and Accounts to the Meetings. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
5. Members / Proxies should fill the Attendance Slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. 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.
8. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company as per applicable regulation of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details.
9. At present the Company's equity share are listed on the Stock Exchanges at Kolkata and Bombay Stock Exchange Limited listing fees for the current financial year 2019-20 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company has been activated in Central Depositories Services Limited (CDSL) and may be dematerialized under the ISIN – INE603D01017. The custodian fees for the current financial year 2019-20 have been paid to the aforesaid Depository.

PH TRADING LIMITED
CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016
EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

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

13. Voting Through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
- (i) The remote e-voting period commences on 26th September, 2020 at 09:00 A.M. (IST) and ends on 28th September, 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 22nd September, 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 during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) 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,

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B"- Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

- c. 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 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:

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

- (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.

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B" - Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

- (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.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (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 under help section or write an email to 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before 28th September, 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 22nd September, 2020. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 4th September, 2020.

PH TRADING LIMITED

CIN NO: L51109WB1982PLC035011

113, Park Street Poddar Point, "B" - Block, 10th Floor, Kolkata- 700016

EMAIL: himatsingka@hotmail.com Phone No: 033-40675050

17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 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 22nd September, 2020 and not casting their vote electronically, may only cast their vote at the Annual 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. 22nd September, 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 AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email IDs are registered with the company / Depository Participant(s). For members whose request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
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 and on the website of CDSL viz. www.cdsl.co.in within two days of the passing of the resolutions at the 38th Annual General Meeting held on 29th September, 2020 and communicated to the Calcutta Stock Exchange Ltd. and Bombay Stock Exchange 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.