



NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the members of **P.H.CAPITAL LIMITED** will be held on Monday 30th September, 2013 at 10.30 a.m. at the Ahmed A. Fazelbhoj Private Limited , Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai 400 018, to transact with or without modification the following business:

1. To receive, consider and adopt the Balance Sheet as at 31st March ,2013 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors there on.
2. To appoint a director in place of Smt. Tej P. Dalal, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoints Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in terms of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, consent of the Company be and it is hereby accorded to the Board of Directors for borrowing monies from time to time, whether in Rupees or Foreign Currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of its paid-up capital and free reserves which have not be set apart for any specific purpose, but such that the total amount upto which monies may be so borrowed shall not, at any time, exceed Rs.30,00,00,000 (Rupees Thirty Crores) in excess of the aggregate of the paid-up capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorized by the Board for this purpose) be and it is hereby authorized to settle all matters arising out of and incidental to the abovementioned borrowing; and further to take all actions as it may, in its absolute discretion, deem necessary to give full effect to this Resolution.”

Registered office :

5D, Kakad House, 5th Floor,
'A' Wing, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400 020.

For and on behalf of the Board of Directors

Rikeen P. Dalal
Director

Date : 12th August, 2013



NOTES FOR SHAREHOLDERS' ATTENTION :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HER SELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 40TH ANNUAL GENERAL MEETING AT ITS REGISTERED OFFICE.
2. Members are requested to intimate to the Registered Office of the Company, the changes, if any, in their registered addresses, quoting their Folio Numbers.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24/09/2013 to 30/09/2013 (both days inclusive).
4. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least a week prior to Annual General Meeting so as to enable the management to keep the information ready.
5. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email addresses with their **Depository Participants**, where shares are held in electronic form and to the **Share transfer Agents** where shares are held in physical form.

(b) Email addresses of Members as advised to the **Registrar and Share Transfer Agents** where shares are held in physical mode or **registered with Depositories** where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/ update their email addresses should do so as soon as possible.
6. Members holding shares, in physical form, in identical order of names in more than one Folio, are requested to write to the **Share Transfer Agents** enclosing the relevant Share Certificates requesting consolidation of such folios into one Folio.
7. As per the provisions of the Act, the facility for making nominations is available to individuals holding shares in the Company. The Nomination **Form-2B**, prescribed by the Government for the purpose, can be obtained from the **Share Transfer Agents**.
8. **Explanatory Statement under Section 173 of the Companies Act,1956**

Item No. 4

Section 293(1)(d) of the Companies Act, 1956, prescribes that the Board of Directors of a Company cannot,



except with the consent of Members in General Meeting, borrow monies, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate paid-up capital and free reserves of the Company.

In view of the Company's proposed expansion and its enhanced working capital needs, it may be necessary for the Company to borrow monies, by way of Rupees and Foreign Currency Loans from Financial Institutions, bankers as well as loans and deposits from Companies and other lenders, It is anticipated that these borrowing would be in excess of the Company's paid – up capital and free reserves.

The resolution at Item No. 4 of the Notice which is an enabling resolution is necessary in view of the said section 293(1) (d) of the Companies Act, 1956.

None of the Directors is concerned or interested in the said resolution.

Registered office :

5D, Kakad House, 5th Floor,
'A' Wing, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400 020.

For and on behalf of the Board of Directors

Rikeen P. Dalal
Director

Date : 12th August, 2013



DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting 40th Annual Report and the Audited Statement of Accounts of your Company for the year ended 31st March, 2013.

FINANCIAL RESULTS:

The salient features of the Company's working for the year under review are as under:

	(₹ In lacs)	
	Year Ended 31.03.2013	Year Ended 31.03.2012
Sales and other Income	2170.12	216.35
Gross Profit / (Loss) for the year before Depreciation & Taxation	53.24	(25.83)
Depreciation	9.05	9.18
Profit / (Loss) Before Taxation	44.19	(35.01)
Provision for Taxation (net)	(6.98)	(0.27)
Deferred Tax	2.83	(0.37)
Net Profit / (Loss)	40.04	(34.91)

FIXED DEPOSIT:

Your Company has not accepted any deposit from the public during the year within the meaning of Section 58-A and 58-AA of the Companies Act, 1956 and the rules framed there under.

DIRECTORS:

In accordance with Article of 70 of the Article of Association of the Company Mrs. Tej P. Dalal a Director retires by rotation and being eligible offers herself for re-appointment.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has no manufacturing activities. Hence, the information pursuant to the provisions of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 have not been furnished. The Company has neither earned nor spent any foreign exchange during the accounting year ended 2012-13.

PARTICULARS OF EMPLOYEES:

The Company does not have any employee covered under the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and therefore, this information has not been furnished as part of this Report.



AUDITORS:

Shareholders are requested to appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting. The retiring Auditors M/s. S. P. Jain & Associates, Chartered Accountants., being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed;
- II. Appropriate accounting policies have been selected and applied consistently, and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March, 31, 2013 and of the Profit & Loss of the Company for the period April 1st 2012 to March 31st 2013.
- III. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- IV. The annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 to the Listing Agreement with the Stock Exchange a Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance form part of this Report.

COMPLIANCE CERTIFICATE:

The Compliance Certificate dated 22nd May, 2013 in terms of Section 383 A of the Companies Act, 1956 issued by Mrs. Grishma Khandwala, Company Secretary in whole time practice is attached.

ACKNOWLEDGEMENT:

The Directors wish to take this opportunity to express their sincere thanks to the Company's Bankers for their valuable support and the Shareholders for their unflinching confidence in the Company.

For and on behalf of the Board of Directors

Rikeen P. Dalal
Director

Tej P. Dalal
Director

Place : Mumbai

Date : 22nd May, 2013



MANAGEMENT DISCUSSION AND ANALYSIS

A) Industry Structure and Development

India continues to witness a very challenging economic environment. Growth remained weak and continued to decline throughout 2012 -13(FY 2013). 5.5 % in Q 1 , 5.3% in Q 2, followed by 4.5% in Q 3, the last being the lowest quarterly growth in a decade. For FY 2013, growth is expected to be in the neighbourhood of 5% - much below then the 6.2% recorded for FY2012.

Declining growth is not the only economic problem. The current account deficit, which stood at 4.2% of GDP for FY2012, is expected to be around 5% for FY2013. Notably, the deficit for Q3 was a very high 6.7% mainly due to high imports of oil and gold. Both wholesale price inflation (WPI) and consumer price inflation (CPI) have remained uncomfortably high through the better part of the year. The WPI started declining only towards the end of FY2013 with a fall in core inflation; the CPI however, continued to remain high on account of food inflation.

B) Opportunities and Threats

There were some positive developments on the monetary front. The Reserve Bank of India (RBI) began FY2013 with a higher than expected 50 basic points (bps) policy rate cut in April2012. This was followed by two further cuts in the policy rate of 25 bps each – resulting in a total of 100 bps repo rate cut through the year. Therefore, while the RBI's policy stance remain focused on containing inflation. It has shown some adjustment to marginally ease interest rates. It has also eased liquidity in FY2013 by cutting the cash reserve ratio (CRR) by 75 bps across the year and giving a fillip to open market operations worth ₹ 1.3 trillion.

During the second half of the fiscal year, the Government of India announced several reform measures such as increasing fuel prices and giving oil marketing companies greater freedom to adjust prices according to the global price of crude; opening of foreign direct investment (FDI) in different sectors, especially retail; setting up a high level committee to address much needed infrastructure investment. Simplification of debt limits for foreign institutional investors (FII); and a fiscal consolidation plan under the aegis of the new Finance Minister. Simultaneously, oil, gold and other commodity prices have begun to ease. Hopefully, all these factors may aid growth in FY2014.

C) Segment-wise Performance

The Company has only one business segment viz. Trading in shares/securities and financing, investment and hence product-wise performance is not provided.



D) Outlook

We believe the policy liberalization and forward-looking regulatory changes will help markets grow in size, thus making available newer opportunities for all participants in financial services.

Given the overall inflation scenario, Reserve Bank of India (RBI) kept the policy rates largely unchanged for most part FY2013. The moderation in WPI since January 2013 possibly instilled the confidence in RBI to lower the policy rates in January, March and May2013 although its transmission to corporate sector is yet to be seen. As inflation stability sustains and liquidity improves it can lead to further monetary easing which should eventually help to lower the cost of borrowing and revive the investment cycle.

As stability in inflation sustains, liquidity improves and fiscal deficit remains contained, it would lead to further interest softening. Monetary easing should eventually help lower the cost of borrowing, and revive the business investment cycle.

E) Internal Control Systems and their Adequacy

The Company has satisfactory internal control system, the adequacy of which has been mentioned in the Auditors' Report.

F) Human Resources

There has been no material development on the Human Resource / Industrial relations front during the year.



REPORT ON CORPORATE GOVERNANCE

1) **Company’s Philosophy on Code of Corporate Governance:**

The Company believes that to be an effective business entity the Organisation has to recognise its responsibilities to the stakeholders and should be guided by the principles of just and efficient governance for mutual benefit. The Company’s corporate philosophy imbibes the ideal of this principle and accordingly has endeavored to carry out all its operations in a transparent and fair manner.

The Company has adopted a Code of Conduct as required under clause 49 of the listing Agreement with the stock Exchanges. The Directors have confirmed compliance with the code of conduct for the year ended 31st March, 2013.

The relevant standards of Corporate Governance have been fully complied with by the Company.

2) **Board of Directors**

Composition and size of the Board

The present strength of the Board is 4. All the Directors are Non – Executive Directors.

The size and composition of the Board confirms with the requirements of Corporate Governance under the Listing Agreement with the Stock Exchanges and applicable laws. The Independent Non Executive Directors of the Company do not have any other material or pecuniary relationship or transaction with the Company, its promoters, or its management, which in the judgment of the Board may affect independence of judgment of the Directors. Non-Executive Directors are not paid any remuneration.

In the financial year 2012 – 2013, the Board met six times. The Board meetings were held on (1) 2nd May, 2012, (2) 26th July, 2012, (3) 27th July, 2012, (4) 29th October, 2012, (5) 29th January, 2013 (6) 25th March, 2013.

The composition of Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorship, committee memberships and chairmanships held by them, are given below:

Name of the Directors	Status i.e. Executives, Non-Executives and Independent	Shares held	Members of Boards of Other Public Companies excluding Directorship in Pvt. Companies	Total Number of Committee Membership held		Number of Board Meeting held during the year		Whether attended last Annual General Meeting
				As Chairman	As Member	Held	Attended	
Smt. Tej.P.Dalal	Promoter NED	108200	Nil	1	1	6	6	Yes
Shri Rikeen P. Dalal	Promoter NED	Nil	Nil	1	1	6	6	Yes
Dr.C.A. Varghese	Independent NED	Nil	Nil	Nil	Nil	6	Nil	No
Mr. Roshan Jain	Independent NED	28000	Nil	1	1	6	6	Yes



None of the Directors is a Member of more than 10 Board – level Committees or Chairman of more than 5 such Committees, as required under clause 49 of the Listing Agreement, across all Companies in which they are Directors.

The Brief Profile of Director being appointed / re- appointed (Pursuant to clause 49 of the Listing Agreement):

- | | |
|------------------------------------|--|
| 1. Name of Director | Smt. Tej P. Dalal |
| 2. Date of Birth | 03.12.1939 |
| 3. Date of Appointment | 24.12.1984 |
| 4. Experience in specific areas | Has been associated with this Company from past more than 28 years, Since this Company was started and headed by her (Late) Husband Mr. Pradip Harkisondas Dalal. |
| 5. Academic Qualifications | B.Com |
| 6. Directorship in Other Companies | 1.Finco Capital Management Pvt. Ltd.
2.Beltek Investments Pvt. Ltd. 3.Style Art Pvt. Ltd.
4.Prestige Realty Pvt. Ltd. 5.Prahar Financial
Cons. & Mgmt. Services Pvt. Ltd.
6.Rammanrik Sales Agency Pvt. Ltd. |
| 7. Professional Qualifications | She has been associated with the Company as Director since 1994 and the Company has benefited from her rich experience in varied fields. |

3) Audit Committee

Terms of reference, Composition:

The terms of reference of this committee covers the matters specified for Audit committee under Clause 49 of the Listing Agreement.

Audit Committee meetings were held on 1) 2nd May, 2012, (2) 26th July, 2012, (3) 27th July, 2012, (4) 29th October, 2012, (5) 29th January, 2013.

During the year under review the following Directors were the Members of the Audit Committee and the details of the meeting are as under :

Member	Position	No. of Meetings held	No. of Meetings attended
Mr. Roshan Jain	Chairman	5	5
Smt. Tej P. Dalal	Member	5	5
Shri. Rikeen P. Dalal	Member	5	5

The terms of reference in powers of the Audit Committee are as per Clause 49 of the Listing Agreement and also as per new section 292A of the Companies Act, 1956. The functions of the Audit Committee are as per Company Law and Listing Agreement with the Stock Exchanges. These include review of accounting and financial policies and procedure, review of financial reporting system, internal control procedures and risk management policies.



The minutes of the Audit committee Meeting were circulated to the Board, discussed and taken note of.

4) Remuneration Committee

The Company does not have a Remuneration Committee.

5) Investors'/ Share Holders' Grievances Committee

During the year under review the following Directors were the Members of the Shareholders'/Investors' Grievance Committee.

Member	Position	No. of Meetings held	No. of Meetings attended
Shri. Rikeen P. Dalal	Chairman	4	4
Smt. Tej.P.Dalal	Member	4	4
Mr. Roshan I. Jain	Member	4	4

The Particulars of Investors, grievances received and redressed during the year are furnished below:

Sr. No.	Nature of Complaints	No. of Complaints		
		Received	Resolved	Pending as on 31/03/2013
1)	Non receipt of Annual Report	4	4	Nil
2)	Complaints relating to Dematerialisation of Shares	Nil	Nil	Nil
3)	Non – receipt of Shares certificates After transfer / duplicate / Name correction	1	1	Nil
4)	Others	2	2	Nil
TOTAL		7	7	Nil

6) General Body Meeting

Date of AGM	Financial Year	Venue/Location	Time of Meeting
30-9-2010	2009– 2010	Ahmed A.Fazelbhoy Pvt. Ltd. Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai.	11.00 a.m.
30-9-2011	2010– 2011	Ahmed A.Fazelbhoy Pvt. Ltd. Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai.	11.00 a.m.
03-9-2012	2011– 2012	Ahmed A.Fazelbhoy Pvt. Ltd. Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai.	10.30 a.m.



SPECIAL RESOLUTION PASSED :

- 1 In 2009 – 2010 AGM:
 - No Special Resolution was passed in this AGM .
2. In 2010– 2011 AGM:
 - No Special Resolution was passed in this AGM .
- 3 In 2011 – 2012 AGM:
 - No Special Resolution was passed in this AGM.

7) Disclosures

1. There are related party transactions i.e. transactions of the Company with its Promoters, Directors or Management, their associates companies or relatives, not conflicting with Company's interest, the details of which have been shown in Note 29 of Financial Statements, Notes forming part of the Accounts for the year ended 31st March, 2013.

2. Code of Conduct

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and other for Senior Management and Employees.

All Board Members and Senior Management personnel have affirmed compliance with the Code of conduct for the year review. A Declaration signed by CFO / Director to this effect is annexed to this report.

3. CEO/CFO Certification

As required under Clause 49 V of the Listing Agreement with the Stock Exchanges, the CFO of the Company has certified to the Board regarding his review on the Financial Statements, Cash Flow Statements and matters related to internal controls etc. in the prescribed format for the year ended 31st March, 2013.

8) Means of Communication

The Company publishes its Unaudited quarterly, half yearly and yearly financial results in leading national newspapers; namely "The Asian Age – English Edition" and "Mumbai Tarun Bharat – Marathi Edition". The Company also sends the financial results to the Stock Exchanges immediately after its approval by the Board. The Company is not displaying the financial results on website. The company has not sent the half yearly report to the Shareholders. No presentations were made to the institutional investors or analysts during the year under review.

9) General Shareholder Information

- | | | |
|----|----------------------------------|---|
| a. | AGM Day, Date, Time | Monday, 30 th September, 2013 at 10.30 a.m. |
| | Venue | A, Fazelbhoj Private Limited, Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai – 400018 |
| b. | Financial Calendar (Tentative) | 01.04.2013 to 31.03.2014 |
| | Un- Audited Financial Results | 1st Quarter Last Week of July
2nd Quarter Last Week of October
3rd Quarter Last Week of January
4th Quarter Last Week of May |



- c. Book Closure Period 24.09.13 to 30.09.13 (both days inclusive)
d. Dividend Payment Date Not Applicable

Listing on Stock Exchanges

<u>Sr. No.</u>	<u>Name of the Stock Exchange</u>	<u>Code No.</u>
1.	The Stock Exchange, Mumbai	500143
2.	The Stock Exchange, Ahmedabad	17009

The Annual listing fees of these exchanges have been paid by the Company for the year 2012 – 2013.

Market Price Data

High/Low of the Company's Shares traded in the Stock Exchange, Mumbai, during the financial year 2012- 2013 is furnished below:

Month & year	Company's Share Price	
	High	Low
April 2012	14.38	10.17
May 2012	15.75	11.05
June 2012	14.30	12.30
July 2012	11.69	10.04
August 2012	13.00	11.45
September 2012	14.07	13.40
October 2012	16.50	14.50
November 2012	14.16	13.46
December 2012	14.75	10.73
January 2013	10.72	07.60
February 2013	07.98	07.23
March 2013	08.03	07.04

Dematerialisation of Shares

The Equity Shares of the Company are traded compulsorily in Demat. The Demat facility is available to all Shareholders of the Company, who request for such facility.

ISIN No. of the Company's Equity Shares in Demat Form : INE 160F01013

Depository Connectivity : NSDL and CDSL

Registrar and Transfer Agent (RTA) :

Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072. Tel No. 022 – 2847 0652 / 4043 0200. Email : info@bigshareonline.com .

**Share Transfer System:**

The Company has continued the appointment of Registrar and Transfer Agents for accepting transferring and delivering the transferred Share Certificates. All the transfers received in order, are processed within a period of 15 days from the date of receipt.

Shareholding Pattern of the Company as on 31st March, 2013.

Sr. No.	Holder's	No. of Shares Held	% of paid up Capital
A	Promoters Holding	22,49,700	74.99
B.	Mutual Funds and UTI, Banks and Financial Institutions	100	0.00
C.	Bodies Corporate	74,908	2.50
D	Indian Public	6,75,308	22.51
E	NRI's / OCB's	84	0.00
	Total	30,00,100	100.00

Broad Shareholding Distribution

Range of Shares	Number of Share Holders	Percentage of Shares Holders	No. of Share	Percentage
1 to 5000	1827	87.72	2,56,610	8.55
5001 to 10000	123	5.90	98,417	3.28
10001 to 20000	63	3.02	96,792	3.23
20001 to 30000	35	1.68	95,773	3.19
30001 to 40000	10	0.48	35,921	1.20
40001 to 50000	6	0.29	26,558	0.88
50001 to 100000	4	0.19	33,803	1.13
100001 to 999999999	15	0.72	23,56,226	78.54
	2083	100 %	30,00,100	100%

Dematerialization of Shares and Liquidity :

88.92% of Company's Equity Shares have been dematerialized as on 31st March, 2013.

Investor's Correspondence :

All inquiries, clarifications and correspondence should be addressed to the Compliance Officer at the following address :

Compliance Officer : Mr. Samir I. Desai
5D, Kakad House, 5th Floor,
'A' Wing, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020.
Tel No. : 022-22019473 Fax No. : 022-22012105
Email: phcapitaltd@gmail.com



10. COMPLIANCE OF NON-MANDATORY REQUIREMENTS

1) Chairman of the Board

The Company does not have a Chairman. At every Board Meeting, a Director is elected as Chairman to preside over the meeting. Hence, there is no separate office in the Company for the post of Chairman.

2) Board Procedure

Members of the Board are provided with the requisite information mentioned in the Listing Agreement well before the Board Meetings and the same were dealt with appropriately.

All the Directors who are on various committees are within the permissible limits of the Listing Agreement. The Directors have intimated from time to time about their membership in the various committees in other companies.

3) Shareholders Rights

Half yearly results including summary of the significant events are not being sent to Shareholders of the Company.

4) Postal Ballot

No resolution(s) are being proposed to be passed by postal ballot.

5) Audit Qualification.

There is no Audit Qualification by the Statutory Auditors.

6) Training of Board Members

All the Non – executive (including independent) Directors are having rich experience and expertise in functional areas of finance . All of them take part in the deliberations at the Board Meetings and contribute effectively to the business. In the opinion of the Board neither training of Board members nor any evaluation is required.

7) Whistle Blower Policy

The Company has a mechanism for employees to report to the management concerns about unethical behaviors, actual or suspected fraud or violation of the company’s code of business conduct and ethics. However, a policy framework will be established at the appropriate time.

For and on behalf of the Board of Directors

Rikeen P. Dalal
Director

Tej P. Dalal
Director

Place : Mumbai
Dated : 22nd May, 2013

Declaration on Code of Conduct

As required by Clause 49 of the Listing Agreement the Declaration for Code of Conduct is given below.

To,
The Members of
P. H. Capital Limited

I Mr. Rikeen P. Dalal, Director of the Company declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct.

For P.H. Capital Limited
Rikeen P. Dalal
Director

Place : Mumbai.
Dated : 22nd May, 2013



COMPLIANCE CERTIFICATE

To

The Members

P.H. Capital Limited

I have examined the registers, records, books and papers of **P.H. Capital Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial year ended 31st March, 2013. In my opinion and to the best of my information and according to the examination carried out by me and explanation furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate as per the provisions of the act and the rules made there under and all the entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company and has a paid up share capital of Rs. 30,001,000/-.
4. The Board of Directors duly met Six times respectively on 2nd May, 2012, 26th July, 2012, 27th July, 2012, 29th October, 2012, 29th January, 2013, 25th March, 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolutions were passed during the year.
5. The Company has closed its Register of Members from 27th August, 2012 to 03rd September, 2012 and has duly complied with the provisions of Section 154 of the Act in respect of the same.
6. The Annual General Meeting for the financial year ended 31st March, 2012 was held on 3rd September, 2012 after giving due notice to members of the Company and resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. No Extra ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred in Section 295 of the Act.



9. The Company has duly complied with the provisions of section 297 of the Act, in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act,
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, members or the Central Govt., as the case may be.
12. A Committee of Directors has approved the issue of duplicate share certificate.
13. The Company has:
 - (i) Delivered all the certificates on allotment of securities and on lodgment thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) Not made any allotment of securities during the financial year.
 - (iii) Not declared any dividend or interim dividend during the financial year.
 - (iv) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of Additional Director has been duly made.
15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year.
16. The Company has not appointed any Sole Selling Agent during the financial year.
17. The Company was not required to obtain any approval of the Central Govt., Company Law Board, Regional Director, Registrar of Companies and / or such authorities prescribed under the various provisions of the Act, during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors Pursuant to the provisions of the Act and rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights dividends, rights shares and bonus shares pending registration of transfer of shares.



23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The amount borrowed by the Company from the Banks during the financial year ending 31/03/2013 is within the borrowing limits of the Company.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association with respect to the situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to the Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was no prosecution initiated against or Show Cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Provident Fund is not applicable to the Company.

Place : Mumbai

Grishma Khandwala

Company Secretary

Dated : 22nd May, 2013

CP No : 1500



ANNEXURE 'A'

Registers as maintained by the Company:

1. Register of members under Section 150 of the Companies Act, 1956.
2. Register of Directors' Shareholding under Section 307 of the Companies Act, 1956.
3. Register of Directors' Managing Director, Manager & Secretary under Section 303 of the Companies Act, 1956.
4. Register of Contracts, Companies and Firms in which Directors of the Company are interested.
5. Minute Book of meetings of the Board of Directors under Section 193 (I) of the Companies Act, 1956.
6. Minute Book of the proceedings of General Meetings under Section 193 (I) and 196 (I) of the Companies Act, 1956.
7. Register of Loans and investments under Section 372A of the Companies Act, 1956.

Place: Mumbai

Dated : 22nd May, 2013

Grishma Khandwala

Company Secretary

CP No : 1500



ANNEXURE 'B'

Forms and Returns as filed by the Company with the Registrar of Companies Regional Director, Central Government or other authorities during the financial year ending 31st March, 2013.

*With Registrar of Companies

Sr. No.	Form	Section	Particulars	Date of Filing	Whether filed within prescribed Time Yes/No	If delay in fining whether requisite additional fees paid Yes/No
1.	Form 23AC & ACA	Section 220	For the year ending 31-3-2012 adopted in Annual General Meeting held on 03-09-2012	21/12/12	Yes	No
2.	Form 66	Section 383A	For the year ending 31-3-2012 adopted in Annual General Meeting held on 03-09-2012	28/09/12	Yes	No
3.	Form 20B	Section 159	Upto the date of Annual General Meeting Held on 03-09-2012	4/10/12	Yes	No.

*With Regional Director : Not applicable

*With Central Government or other Authorities : Not applicable

Place : Mumbai

Dated : 22nd May, 2013

Grishma Khandwala
Company Secretary
CP No :1500



CERTIFICATE

I have examined the compliance of conditions of Corporate Governance by P.H. Capital Limited for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

GRISHMA KHANDWALA

Company Secretary

CP No. : 1500

Mumbai

22nd May, 2013



INDEPENDENT AUDITOR'S REPORT

To
The Members,
P.H.Capital Limited.

Report on Financial Statements

We have audited the accompanying financial statements of **P.H.Capital Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **S. P. JAIN & ASSOCIATES,**
CHARTERED ACCOUNTANTS
Firm Reg. No. 103969W

KAPIL K. JAIN
(PARTNER)
Membership No. 108521

Place : Mumbai.
Date : 22nd May,2013



ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information .
b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year and asset sold do not affect its going concern.
2. The Inventories of the company comprises of shares and securities and accordingly the clause for physical verification is not applicable.
3. In respect of loans, secured or unsecured taken or granted by the Company from/to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 :
 - a. The Company has taken loans from 1 (one) (P.Y. 1 One) parties covered in the register maintained U/s. 301 of the Companies Act, 1956 aggregating to Rs. 9,03,35,000/- (P.Y. Rs. 4,77,92,492/-) during the year and year End balance is Rs. 5,93,93,906/- (Previous Year 2,37,69,051/-) and maximum amount involved during the year is Rs.7,14,92,040/- (P.Y. Rs.3,15,55,570/-)
The company has not granted loan to parties covered in the register maintained U/s. 301 of the Companies Act, 1956.
 - b. In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other Terms and Conditions are not prima facie prejudicial to the interest of the Company.
 - c. There is no overdue amount in respect of loans given/ taken by the Company and as same is repayable on demand.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.



5. a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding Rs. 5,00,000/- (Rupees Five Lakhs only) in respect of any party during the year have been made at price, which are reasonable having regard to prevailing market price at the relevant time.
6. As explain to us the Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the Rules framed there under.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. According to information and explanations provided to us, the company is not required to maintain cost record U/s. 209(1)(d) of the Companies Act, 1956.
9. a) According to the information and explanation given to us, and records being made available to us, the undisputed statutory dues including, Income-tax, Sales Tax, Wealth Tax, and other statutory dues wherever applicable have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2013 for a period of more than six months from the date of becoming payable.
- b) In our opinion and according to the information and explanations given to us, following are the disputed statutory dues pending before any Authority.

Sr. No.	Name of Statute	Nature of Dues	Forum where Dispute is pending	Asst. Year	Amount (Rs.in Lacs)
1	Income Tax Act	Income Tax	Assessing officer	2001-02	8,43,938
2	Income Tax Act	IT (penalty)	Assessing officer	2001-02	17,17,108

10. The Company has accumulated losses of Rs.2,45,39,548/- (P.Y. Rs.2,85,43,592/-) at the end of the financial year which is more than the 50% of its Net worth. *It has incurred cash loss during the immediately previous year but not so during the current year.*
11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks.



12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. The Company has maintained proper records of transaction and contracts in respect of trading in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the company in its own name.
15. According to information and explanation given to us and to the best of knowledge, the Company has not given guarantees for loans taken by others from banks or financial institutions.
16. In our opinion and according to information and explanation given to us, a company has not received any Term Loan during the year.
17. According to the information and explanation given to us, and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not raised funds from Short Term sources and utilized the same towards Long Term investments.
18. During the year, the Company had not made any preferential allotment of shares to parties and companies covered in the register maintained U/s. 301 of the Companies Act, 1956.
19. According to information and explanation given to us, the Company has not issued any secured debentures during the year.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For **S. P. JAIN & ASSOCIATES,**
CHARTERED ACCOUNTANTS
Firm Reg. No. 103969W

KAPIL K. JAIN
(PARTNER)
Membership No. 108521

Place : Mumbai.
Date : 22nd May,2013



BALANCE SHEET AS AT 31ST MARCH' 2013

(Amount in ₹)

	Note No.	As At March' 2013	As At March' 2012
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	30,001,000	30,001,000
(b) Reserves and surplus	3	(24,539,549)	(28,543,592)
		5,461,451	1,457,408
(2) Non-current liabilities			
(a) Long-term borrowings	4	1,268,051	1,983,253
(b) Deferred tax liabilities (Net)	5	792,081	1,075,220
		2,060,132	3,058,473
(3) Current liabilities			
(a) Short-term borrowings	6	59,500,334	23,769,051
(b) Trade payables	7	20,313	17,214
(c) Other current liabilities	8	984,543	797,422
(d) Short Term Provisions	9	697,599	-
		61,202,789	24,583,687
TOTAL		68,724,373	29,099,567
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	6,710,850	7,559,581
(ii) Intangible assets	10	3,267	8,072
(b) Non-current investments	11	200	200
(c) Long-Term Loans and Advances	12	-	-
		6,714,317	7,567,853
(2) Current assets			
(a) Current Investments	13	8,000,000	-
(b) Inventories	14	50,779,819	19,584,475
(c) Cash and cash equivalents	15	1,422,744	96,049
(d) Other current assets	16	1,807,493	1,851,190
		62,010,056	21,531,714
TOTAL		68,724,373	29,099,567
SIGNIFICANT ACCOUNTING POLICIES	1		

As per our report of even date
FOR S.P.JAIN & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN: 103969W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

KAPIL K. JAIN
 PARTNER
 (M. NO. 108521)

(RIKEEN P. DALAL)
 DIRECTOR

(TEJ P. DALAL)
 DIRECTOR

PLACE : MUMBAI
 DATE : 22ND MAY, 2013

PLACE : MUMBAI
 DATE : 22ND MAY, 2013

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013****(Amount in ₹)**

	Note No.	2012-13	2011-12
I.			
Revenue from operations	17	216,252,237	21,390,818
II.			
Other income	18	760,208	244,175
Total Revenue		<u>217,012,445</u>	<u>21,634,992</u>
III. EXPENDITURE			
Purchase of Stock in Trade		234,549,815	32,953,001
(Increase) / Decrease in inventories in Stock in Trade	19	-31,195,344	-14,079,079
Employee benefits expense	20	1,516,514	1,640,221
Finance costs	21	4,564,725	2,048,482
Depreciation	22	905,420	917,877
Other expenses	23	2,297,743	1,655,800
Total expenses		<u>212,638,874</u>	<u>25,136,302</u>
IV. Profit Before Exceptional items & Tax		4,373,571	-3,501,310
Add : Exceptional Items	24	44,934	-
V. Profit before tax		4,418,505	-3,501,310
Tax expense:			
Less :			
(1) Current years income tax		697,599	-
(2) Short provisions of taxation in earlier year		-	26,790
Add :			
(3) Deferred Tax Assets	5	283,139	37,109
VI. Profit for the year		<u>4,004,045</u>	<u>-3,490,991</u>
VII. Earnings per equity share of face Value of ₹ 10/- each	31		
(1) Basic		1.33	-1.16
(2) Diluted		1.33	-1.16
SIGNIFICANT ACCOUNTING POLICIES	1		

As per our report of even date
FOR S.P.JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 103969W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

KAPIL K. JAIN
PARTNER
(M. NO. 108521)

(RIKEEN P. DALAL)
DIRECTOR

(TEJ P. DALAL)
DIRECTOR

PLACE : MUMBAI
DATE : 22ND MAY, 2013

PLACE : MUMBAI
DATE : 22ND MAY, 2013



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013.

(Amount in ₹)

	For the year ended 31 March, 2013	For the year ended 31 March, 2012
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	4,418,504	(3,501,310)
<u>Adjustments for:</u>		
Depreciation and amortisation	905,420	917,877
Finance costs	4,564,725	2,048,482
Dividend income	(757,546)	(243,062)
Excess Provision for Depreciation Reverse Back	(44,934)	-
Operating Profit before Working capital changes	9,086,170	(778,012)
Adjusted for:		
Other receivable	43,697	793,966
Inventories	(31,195,344)	(14,079,079)
Trade and other payable	190,221	(1,037,946)
	(21,875,257)	(15,101,071)
Cash Generated from Operations		
Taxes paid	-	-
Net Cash Generated from Operations	(21,875,257)	(15,101,071)
B. Cash flow from investing activities		
Purchase of Fixed assets	(6,950)	(31,100)
Purchase of Current Investments	(8,000,000)	-
Dividend received	757,546	243,062
Net cash used in investing activities:	(7,249,404)	211,962
C. Cash flow from financing activities		
Repayment of long-term borrowings	(715,202)	(703,194)
Proceeds from other short-term borrowings	35,731,283	16,914,128
Finance cost	(4,564,725)	(2,048,482)
Net cash used in financing activities	30,451,356	14,162,452
Net increase/(decrease) in Cash and cash equivalents (A+B+C)	1,326,695	(726,658)
Cash and cash equivalents at the beginning of the year	96,049	822,706
Cash and cash equivalents at the end of the year	1,422,744	96,049

Notes: Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date
FOR S.P.JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 103969W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

KAPIL K. JAIN
PARTNER
(M. NO. 108521)

(RIKEEN P. DALAL)
DIRECTOR

(TEJ P. DALAL)
DIRECTOR

PLACE : MUMBAI
DATE : 22ND MAY, 2013

PLACE : MUMBAI
DATE : 22ND MAY, 2013



Notes on Financial Statements for the Year ended 31st March, 2013

NOTE - 1 SIGNIFICANT ACCOUNTING POLICIES

- (A) Basis of preparation of Financial Statements.
- (a) The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956, as adopted consistently.
 - (b) Accounting policies not specially referred to otherwise are consistent with generally accepted accounting principles followed by the Company.
 - (c) The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.
- (B) Fixed Assets and Depreciation:
- (a) Fixed assets are stated at cost less depreciation.
 - (b) Depreciation
 - (i) Depreciation on fixed assets is provided on the straight line method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.
 - (ii) Leasehold Improvements is written off / depreciated over the period of 5 years.
 - (iii) Depreciation on software is taken at the rate 16.21% on straight line method.
- (C) Investments: Long Term Investments are stated at cost.
- (D) Sales: Sales are accounted net of brokerage and taxes.
- (E) Employees Benefits:
- The Provident Fund contribution and Gratuity is not required to be provided as the Company does not fulfill the criterion of minimum number of Employees employed during the year.
- (F) Stock In Trade:
- (a) In respect of securities held as stock-in-trade, brokerage and stamp duty are included in cost.
 - (b) The securities held as stock-in-trade are valued at cost or market value whichever is lower.
- (G) Taxation: Current Taxes, if any, are provided as per the provision of Income Tax Act 1961.
- Deferred Tax is recognized on the timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in future. Deferred Tax Assets is recognized only upon actual certainty of sufficient taxable profit in the future against which such deferred tax asset can be rectified.
- (H) Impairment of Assets: An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.
- (I) Lease Rent: The Lease rent expenditure from operating lease of office premises is accounted on accrual basis.



Notes on Financial Statements for the Year ended 31st March, 2013

Note-2 : SHARE CAPITAL

Particulars	As at March'		As at March'	
	Number	Amount in ₹	Number	Amount in ₹
Authorised				
Equity Shares of ₹ 10/- each	4,000,000	40,000,000	4,000,000	40,000,000
Issued,Subscribed & fully Paid up				
Equity Shares of ₹ 10/- each fully paid	3,000,100	30,001,000	3,000,100	30,001,000
Total	3,000,100	30,001,000	3,000,100	30,001,000

2.1 Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March'		As at March'	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	3,000,100	30,001,000	3,000,100	30,001,000
Shares outstanding at the end of the year	3,000,100	30,001,000	3,000,100	30,001,000

2.2 Terms/rights attached to shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. the distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Details of Shares held by each shareholders holding morethan 5 % shares of the equity capital of the Company.

Particulars	As at March'		As at March'	
	No. of Shares held	% of Capital	No. of Shares held	% of Capital
KRISHNA TRUST	475,000	15.83	475,000	15.83
TIRUPATI TRUST	444,000	14.80	444,000	14.80
SEJAL RIKEEN DALAL	350,100	11.67	350,100	11.67
FINCO CAPITAL MANAGEMENT PVT. LTD.	290,000	9.67	290,000	9.67
RIKEEN PRADIP DALAL - HUF	261,000	8.70	261,000	8.70
PRAHAR FINANCIAL CONSULTANT & MNGMT. SERVC. PVT. LTD.	250,000	8.33	250,000	8.33

**Notes on Financial Statements for the Year ended 31st March, 2013**

<u>Particular</u>	<u>As at March' 2013</u>	<u>As at March' 2012</u>
	₹	₹
Note 3 Reserves and Surplus		
Surplus(Deficit) in Profit & Loss A/C		
Opening balance	(28,543,592)	(25,052,602)
(+) Net Profit/(Net Loss) For the current year	4,004,045	(3,490,991)
Total	<u>(24,539,548)</u>	<u>(28,543,592)</u>

Note 4 Long Term Borrowing**Secured**

Car Loan (ICICI Bank Ltd.)	1,268,051	1,983,253
	<u>1,268,051</u>	<u>1,983,253</u>

4.1 Secured by Hypothecation of a Car to ICICI Bank Ltd.

4.2 Car Loan from Bank amounting to Rs.19,83,250/- (P.Y. Rs.26,38,711/-) repayable in 60 monthly installments (including interest) of Rs. 71,715/- per month, commencing from 15/12/2010, last installment due in 01/11/2015 i.e. 32 installments from the close of this financial year. The rate of interest is 8.75% per annum fixed.

Note 5 Deferred Tax Liability - Net

Opening Deferred Tax Liability	1,075,220	1,112,329
On account of Fixed Asset	283,139	37,109
Closing Deferred Tax Liability	<u>792,081</u>	<u>1,075,220</u>

5.1 During the year, the Company has reviewed the Differed Tax Liability on Timing difference based on Written Down Values of Fixed Assets as against the Provision of Differed Tax based on the Depreciation for the year.

**Notes on Financial Statements for the Year ended 31st March, 2013**

<u>Particular</u>	<u>As at March' 2013</u>	<u>As at March' 2012</u>
	₹	₹
Note 6 Short Term Borrowing		
<u>Secured</u>		
Loans from Financial Institution	106,428	-
<u>Unsecured</u>		
Loans from related parties-	59,393,906	23,769,051
Total	59,500,334	23,769,051

6.1 Loan form Financial Institution is Secured by pledge of Approved Scripts as per approved list of securities.

6.2 Loan from Financial Institution amounting to Rs.1,06,428/- (P.Y. Rs.NIL) is sanctioned for a validity period upto 31/12/2013 or earlier, either repayable on demand or as per the convenience of the company. The rate of interest is 12% per annum fixed.

Note 7 Trade Payables

Trade payable	20,313	17,214
Total	20,313	17,214

Note: The company does not have any dealings with any enterprise under the Micro, Small and Medium Enterprises Development Act, 2006.

Note 8 Other Current Liabilities

(a) Cuurent Maturity of Long Term debt	715,199	655,455
(b) Statutory Liabilities	126,520	800
(c) Other Payable for Various Expenses	142,824	141,167
Total	984,543	797,422

Note 9 Provisions

Provision for Income tax	697,599	-
Total	697,599	-



Notes on Financial Statements for the Year ended 31st March, 2013

Note 10 FIXED ASSET

FIXED ASSETS	GROSS BLOCK AT COST			Accumulated Depreciation					NET BLOCK	
	Balance as at 01.04.2012	Additions/ (Disposals)	Balance as at 31.03.2013	Balance as at 01.04.2012	Depreciation charge for the year	Adjustment due to revaluations/ impairment losses/ reversals	On disposals	Balance as at 31.03.2013	Balance as at 31.03.2012	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	
(I) Tangible Assets										
(a) Buildings (i.e. Office Premises)	4,214,422	-	4,214,422	1,266,311	68,695	-	-	1,335,006	2,948,111	
(b) Vehicles	4,610,630	-	4,610,630	584,413	438,010	-	-	1,022,423	4,026,217	
(c) Office Equipments	434,030	-	434,030	216,465	20,616	-	-	237,081	196,949	
(d) Computers	487,124	6,950	504,074	434,721	68,009	-44,934	-	457,796	62,403	
(e) Lease Hold Improvements	1,526,425	-	1,526,425	1,221,140	305,285	-	-	1,526,425	305,285	
Total	11,282,631	6,950	11,289,581	3,723,050	900,615	-44,934	-	4,578,731	7,559,581	
(II) Intangible Assets										
(a) Computer software	29,642	-	29,642	21,570	4,805	-	-	26,375	8,072	
Total	29,642	-	29,642	21,570	4,805	-	-	26,375	8,072	
Grand Total	11,312,273	6,950	11,319,223	3,744,620	905,420	-44,934	-	4,605,106	7,567,653	
Previous year	11,281,173	31,100	11,312,273	2,826,743	917,877	-	-	3,744,620	7,567,653	

Notes: Fixed assets include office premises in Mumbai held in 50% co-ownership which is in possession with the Court Receiver, Mumbai in view of ongoing litigation matters.

**Notes on Financial Statements for the Year ended 31st March, 2013**

<u>Particular</u>	<u>As at March' 2013</u>	<u>As at March' 2012</u>
	<u>₹</u>	<u>₹</u>
Note 11 Non-Current Investments		
(a) Investment in Equity instruments(Unquoted)		
Indian Silk Manufacturing Company Pvt.Ltd.	200	200
(2 Equity shares of face value ₹100 each fully paid up)		
Total	200	200
Aggregate amount of unquoted investments	200	200
Note 12 Long Term Loans and Advances		
Other loans and advances		
Unsecured considered Doubtful	355,000	355,000
Less: Provision for Bad & Doubtful Advances	(355,000)	(355,000)
Total	-	-
Note 13 Current Investments		
(a) Investment in Birla Sunlife Mutual Fund (Quoted)		
Birla Sun Life Cash Manager - Daily Dividend -		
Regular Plan - Reinvest	8,000,000	-
(79,907.467 units ; P.Y. NIL Units)		
Total	8,000,000	-
Aggregate market value of Quoted investments	8,000,000	-
Note 14 Inventories		
a. Stock-in-trade		
(as valued & certified by Management)	50,779,819	19,584,475
Total	50,779,819	19,584,475
*Note : Inventory Valued at Cost or Market Price Whichever is lower .		
Note 15 Cash and cash equivalents		
a. Balances with banks in Current A/c	1,333,568	68,145
b. Cash on hand	89,176	27,904
Total	1,422,744	96,049
Note 16 Other Current Assets		
a. Income Tax Advances		
(Refund claims from tax authorities/ Advance payment of taxes)	1,711,678	1,711,678
b. Deposits	24,000	24,000
c. Others	71,815	115,512
(Includes prepaid expenses & Staff Imprests)		
Total	1,807,493	1,851,190

**Notes on Financial Statements for the Year ended 31st March, 2013**

<u>Particular</u>	<u>For the year ended 31 March 2013</u>	<u>For the year ended 31 March 2012</u>
	₹	₹
Note 17 Revenue from operation		
Sale of Shares	216,726,989	21,458,801
Less: STT Paid	474,752	67,983
Total	<u>216,252,237</u>	<u>21,390,818</u>
Note 18 Other Income		
(a) Dividend Income	757,546	243,062
(b) Profit on Auction of shares	381	-
(c) Profit on Speculation of shares	1,317	-
(d) Miscellaneous Income	964	1,113
Total	<u>760,208</u>	<u>244,175</u>
Note 19 (Increase) / Decrease in inventories in Stock in Trade		
Opening stock of securities	19,584,475	5,505,396
Less: Closing stock of Securities	50,779,819	19,584,475
Total	<u>(31,195,344)</u>	<u>(14,079,079)</u>
Note 20 Employee Benefits Expense		
(a) Salaries, Bonus, Leave encashment and incentives	1,491,125	1,617,058
(b) Staff welfare expenses	25,389	23,163
Total	<u>1,516,514</u>	<u>1,640,221</u>
Note 21 Financial Cost		
(a) Interest expense	4,564,035	2,048,127
(b) Bank Charges	690	355
Total	<u>4,564,725</u>	<u>2,048,482</u>
Note 22 Depreciation		
a. Depreciation on tangible assets	900,615	913,072
b. Amortisation of Intangible assets	4,805	4,805
Total	<u>905,420</u>	<u>917,877</u>



Notes on Financial Statements for the Year ended 31st March, 2013

<u>Particular</u>	<u>For the year ended 31 March 2013</u>	<u>For the year ended 31 March 2012</u>
	₹	₹
Note 23 Other Expenses		
Auditors' Remuneration	73,991	59,383
Electricity Expenses	134,998	96,654
Lease Rent	108,000	108,000
Loss on F & O	852,992	-
Rates and Taxes	57,140	54,687
Repairs & Maintenance	59,732	79,730
Travelling Expenses	158,525	262,407
Vehicle Charges including Insurance	263,140	230,481
Other Miscellaneous Expenses	589,225	764,458
Total	<u>2,297,743</u>	<u>1,655,800</u>
Note 24 Exceptional Items		
(a) Excess Provision for Depreciation		
Reverse Back on Fixed Assets	44,934	-
Total	<u>44,934</u>	<u>-</u>

**Notes on Financial Statements for the Year ended 31st March, 2013****Note 25 Contingent Liability:**

Claims against the company not acknowledged as debts in respect of relief towards Matter pending with Income tax authorities for ₹ 25,61,046 /- (Previous Year ₹ 25,61,046/-)

Note 26 Auditor's Remuneration

Particulars	2012 - 2013	2011 - 2012
i) Audit Fees	70,506	53,090
ii) Audit Expenses	2,362	2,984
iii) Tax matters / Others	1,123	3,309
Total	73,991	59,383

Note 27 (a) Quantitative details of Securities held as stock-in-trade (Equity Shares)

	2012 - 2013		2011 - 2012	
	Qty.	₹	Qty.	₹
i) Opening Stock	94,150	19,584,475	18,150	5,505,396
ii) Purchases	2,108,975	234,549,815	214,163	32,953,001
iii) Sales	1,980,134	216,726,989	138,163	21,458,801
iv) Closing Stock (I + ii - iii)	222,991	50,779,819	94,150	19,584,475

Note 27 (b) Stock in trade as on 31st March 2013 :

S.No.	Script	2012 - 2013		2011 - 2012	
		Qty	₹	Qty.	₹
1	Advanta India Ltd.	6,750	6,850,575	-	-
2	Mahindra & Mahindra Finance Services Ltd.	81,241	14,524,567	-	-
3	United Phosphorous Ltd.	125,000	14,650,000	-	-
4	United Spiritis Ltd.	10,000	14,754,677	-	-
5	E I D Parry Ltd.	-	-	1,150	218,155
6	Godrej Industries Ltd.	-	-	93,000	19,366,320
	TOTAL	222,991	50,779,819	94,150	19,584,475



Notes on Financial Statements for the Year ended 31st March, 2013

Note 28 Information pursuant to Accounting standard 17:

The Company is mainly engaged in the business of Trading of shares and securities in India. All the activity of the Company revolved around the main object and as such, in the opinion of the management, there is no separate reportable segment.

Note 29 Related party Transaction as per Accounting Standard 18:

Related party disclosures as required by Accounting Standard 18," Related party disclosures" are given below

i) Relationships :

(A) Enterprise on which major Shareholders Exercises Significant Influence

i) **Finco Capital Management Pvt. Ltd. (Finco Securities Pvt. Ltd.)**

ii) **Prahar Financial Consultant Management Services Pvt. Ltd.**

iii) **Ruby Multimedia Pvt. Ltd.**

(B) Key Management Personnel :

i) **Rikeen P. Dalal**

(Amt. in ₹)

Nature of Transactions		Enterprises over which major Shareholders Exercises Significant Influence	Key Management Personnel
(A) (I) Loan Transaction			
Taken During the year	C.Y.	90,335,000	-
	CR		
	P.Y.	(47,792,492)	-
	CR		
Closing Balances	C.Y.	59,393,906	-
	CR		
	P.Y.	(23,769,051)	-
	CR		

**Notes on Financial Statements for the Year ended 31st March, 2013**

(B) Interest Paid	C.Y.	3,561,842	-
	P.Y.	(1,786,102)	-
(C) Lease Rent	C.Y.	108,000	-
	P.Y.	(108,000)	-
(D) Reimbursement of Electricity Expenses	C.Y.	134,998	-
	P.Y.	(96,654)	-
(E) Advances for Expenses & Received Back during the year	C.Y.	500	100,342
	P.Y.	-	(197,603)

Note 30 Information (to the extent applicable) pursuant to AS 19 :

The Company's significant leasing arrangements are in respect of operating leases for Office premises. These leasing arrangements which are cancelable range between 4-5 years, or longer, and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent under schedule E.

The particulars of these leases are as follows:

Particulars	2012 - 2013	2011 - 2012
	₹	₹
Future Minimum lease payments obligation on non-cancelable operating leases :		
Not later than one year	108,000	108,000
Later than one year and not later than five years.	162,000	270,000
Later than five years	-	-
Lease payments recognized in Profit & Loss Account	108,000	108,000

Note 31 Earning per share as per Accounting Standard 20:

Particulars	2012 - 2013	2011 - 2012
	₹	₹
Profit/(Loss) attributable to the Shareholders.	4,004,045	(3,490,991)
Equity share of ₹10/- each (Nos.)	3,000,100	3,000,100
Basic / Diluted Earning Per share (₹)	1.33	(1.16)



Notes on Financial Statements for the Year ended 31st March, 2013

Note 32 Other Information pursuant to the provisions of Para 3 and 4 of Part-II of Schedule VI of Companies Act, 1956 (vide notification dated 30th October, 1973 of the Department of Company Affairs, Government of India) are either Nil or Not Applicable.

Note 33 Figures of Previous year are regrouped and reclassified wherever necessary.

As per our report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

FOR S.P.JAIN & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN: 103969W

KAPIL K. JAIN

(RIKEEN P. DALAL)

(TEJ P. DALAL)

PARTNER

DIRECTOR

DIRECTOR

(M. NO. 108521)

PLACE : MUMBAI

PLACE : MUMBAI

DATE : 22ND MAY, 2013

DATE : 22ND MAY, 2013



P. H. CAPITAL LIMITED

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020.

PROXY FORM

I/We _____
Regd. Folio No. _____ D.P. ID No. * _____ of _____ & Client ID No.*
_____ of _____

* Applicable for members holding shares in electronic form.
being a member of P.H. Capital Limited, MUMBAI hereby appoint _____
_____ of _____ or failing
him _____ of _____ or failing him
_____ of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the 40th Annual General Meeting of the
Members of the Company to be held on Monday, 30th September, 2013 at 10.30 a.m. at any adjournment
thereof.

As witness my/our hand(s) this _____ day of _____ 2013.

Affix
Re. 1/-
Revenue
Stamp

Signed by the said _____

Note : The proxy from must be deposited at the Registered Office of the Company not less than 48 hours
before the time for holding aforesaid meeting.

.....Tear Here.....



P. H. CAPITAL LIMITED

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020.

ATTENDANCE SLIP

(Please present this slip at the entrance of the meeting hall)

I hereby record my presence at the 40th Annual General Meeting of the Company held at the Ahmed A.
Fazelbhoy Private Limited , Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai 400 018, on Monday, 30th
September, 2013 at 10.30 a.m.

Ledger Folio No.: _____ / DP No. * _____ & Client ID
No. * _____ No. of Share _____

* Applicable for members holding shares in electronic form.

Name of the Shareholder _____

Address _____

(Signature of Member / Proxy)

(To be signed at the time of handing over at the Meeting)

40th Annual Report
2012-2013



P. H. CAPITAL LIMITED

BOOK - POST



If undelivered, please return to :

P. H. CAPITAL LIMITED

5D, Kakad House, 5th Floor,
'A' Wing, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400 020.



BOARD OF DIRECTORS

Shri Rikeen P. Dalal	Director
Smt. Tej P. Dalal	Director
Dr. C. A. Varghese	Director
Shri Roshan Jain	Director

AUDITORS

S. P. Jain & Associates
Chartered Accountants

BANKERS

HDFC Bank Limited.
Corporation Bank

REGISTERED OFFICE

5D, Kakad House, 5th Floor, 'A' Wing,
Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400 020.
Tel No. 022 - 2201 9473.
Fax NO. 022 – 2201 2105.

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.
E-2&3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East),
Mumbai - 400 072.
Tel. No. : 022 – 4043 0200 .

CONTENTS

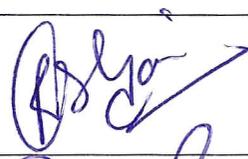
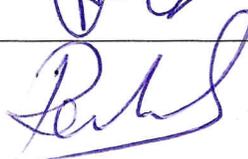
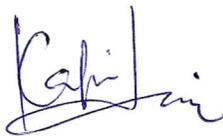
Notice	1
Director's Report	4
Report on Corporate Governance	8
Compliance Certificate	15
Auditor's Report	21
Balance Sheet	26
Profit & Loss A/c	27
Cash Flow Statement	28
Notes	29

Share holders are requested to kindly bring their copies of the Annual Report to the meeting as the same will not be distributed again at the Annual General Meeting.

Form A

(Covering letter of the annual audit report to be filed with the Stock Exchange)

[Pursuant to Clause 31(a) of Listing Agreement]

1	Name of the Company	P H Capital Ltd
2	Annual financial statements for the year ended	31 st March 2013
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not Applicable
5	Signed by -	
	Mr. Roshan Jain, Chairman of Audit Committee	
	Mr. Rikeen P. Dalal , CEO	
	Mr. Samir I. Desai, CFO	
	S.P. Jain & Associates, Chartered Accountants Auditor of the Company	

Date: 22.05.2013