



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

Notice convening Board of Directors Meeting

Serial Number of scheduled Board of Directors Meeting: 01/2025-26

Date: May 15, 2025

To

Mr. Rikeen Dalal	... Whole-time Director
Ms. Sejal Dalal	... Non-Executive Women Director
Mr. Sougata Sengupta	... Independent Director
Mr. Prashant Chaturvedi	... Independent Director

Dear Sirs / Madam,

This is to intimate that a Board Meeting of the P H Capital Limited ("**the Company**") is scheduled to be held on Thursday, May 22, 2025 at 11:50 A.M. through Video- conferencing. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 5-D, Kakad House, 5th Floor, A-Wing, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400 020.

The Members of the Board are kindly requested to take note of the meeting link provided below:

P H Capital Ltd is inviting you to a scheduled Zoom meeting.

Topic: P H Capital Ltd - Board of Directors Meeting

Time: May 22, 2025 11:50 AM India

Join Zoom Meeting

<https://us06web.zoom.us/j/89879388089?pwd=ysIIBurpLQ2dyarzCxr4MugF4idKFb.1>

Meeting ID: 898 7938 8089

Passcode: 574409

In the event that you are unable to attend the meeting, please inform the undersigned at your earliest convenience.

Please find enclosed herewith the agenda and notes to agenda of the Board Meeting for your kind perusal.

You are requested to attend the meeting.

Thank you,

For P H Capital Limited

Sd/-

Yashdha Neema

Company Secretary and Compliance Officer



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Agenda for the First Meeting of the Board of Directors of P H Capital Limited ("**the Company**") for the Financial Year 2025 - 2026 scheduled on Thursday, May 22, 2025 at 11:50 A.M. at the Registered Office of the Company situated at 5-D, Kakad House, 5th Floor, A-Wing, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400 020.

Sr. No.	Subject Matter	Enclosures / Annexures / Remarks
1.	To elect the Chairman of the Meeting: Explanatory Note: Mr. Rikeen Dalal, to occupy the Chair and conduct the Board Meeting. In the absence of the Chairman, the Board of Directors' to elect amongst the Directors' present to act as Chairman for the meeting.	
2.	To take on record the quorum: Explanatory Note: The Chairman to record the quorum for the meeting.	
3.	To grant leave of absence to Members, if any: Explanatory Note: Leave of absence to be granted to the Director(s) who is/are not attending the meeting or have informed of his/her inability to attend the said meeting.	
4.	To take note of the minutes of previous meeting of the Board of Directors of the Company: Explanatory Note: Minutes of the proceedings of the previous Board of Directors Meeting of the Company dated March 25, 2025 enclosed herewith, will be placed before the meeting for noting by the Board and signature of the Chairman.	Annexure 1: Minutes of Board Meeting dated March 25, 2025
5.	To note the minutes of the previous meeting of the Corporate Social Responsibility Committee: Explanatory Note: Minutes of the proceedings of the previous Corporate Social Responsibility Committee will be placed before the meeting for perusal and noting by the Board.	Annexure 2: Minutes of Previous Corporate Social Responsibility Committee Meeting
6.	To take note of Annual Declarations/ Confirmations received under various legislations for the Financial Year 2025-26: Explanatory Note: a) <u>Disclosures of interest by the Directors and Key Managerial Personnel under Section 184 (1) and Section 189 (2) of the Companies Act, 2013 and rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and the disclosure of indirect interest:</u>	Annexure 3: Annual Disclosures received from the Directors and Key Managerial Personnel of the Company



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The Board is be and hereby informed that pursuant to the provisions of Section 184 and Section 189 of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of the Board and its Powers) Rules, 2014, the notices in Form MBP-1 from the Directors and Key Managerial Personnel of the Company, disclosing their concern or interest in other Company(ies) or bodies corporate (including shareholding interest), firms or other association of individuals etc., will be placed at the Meeting.

The Board is requested to take note of the same.

b) Declarations given by the Directors pursuant to Section 164 of the Companies Act, 2013 and Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014:

The Board is be and hereby informed that pursuant to the provisions of Section 164 of the Companies Act, 2013 read with Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, Declarations in Form DIR-8 from the Directors of the Company confirming that they are not disqualified to act as Directors of the Company, will be placed at the Meeting.

The Board is requested to take note of the same.

c) Declaration received by Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

The Board is be and hereby informed that the declaration(s) of meeting independence criteria as prescribed under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, received from Independent Director(s) of the Company, will be placed at the Meeting.

The Board is requested to take note of the same.

d) Declaration given by the Senior Management and Directors of compliance with Code of Conduct for Directors of the Company and Regulation 26(5) of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

The Board is be and hereby informed that the declaration of compliance with the Code of Conduct for Senior Management and Directors of the Company and Regulation 26(5) of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, received from all the members of the board and senior management personnel of the Company, will be placed at the Meeting.

The Board is requested to take note of the same.



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	<p><u>e) Declaration pursuant to Securities Exchange and Board of India (Prohibition of Insider Trading) Regulations, 2015, given by the Designated Persons of the Company:</u></p> <p>The Board is be and hereby informed that the declaration pursuant to Securities Exchange and Board of India (Prohibition of Insider Trading) Regulations, 2015, received from the Designated Persons of the Company, will be placed at the Meeting.</p> <p>The Board is requested to take note of the same.</p> <p><u>f) Confirmation regarding non-debarment or disqualification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</u></p> <p>The Board be and is hereby informed that in terms of BSE Circular No. List/Comp/14/2018-19 dated June 20, 2018, the Directors have confirmed that none of them are debarred or disqualified from continuing as Director of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.</p> <p>The Board is requested to take note of the same.</p>	
7.	<p>To take note of the reports submitted with the Stock Exchange (BSE) in the previous quarter:</p> <p>Explanatory Note: Pursuant to applicable provisions or SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, every listed Company is required to file quarterly / yearly returns/ reports with the Stock Exchanges. Hence, the Board is requested to take note of all the returns / reports submitted with BSE for the previous quarter i.e. 01.01.2025 to 31.03.2025.</p>	<p>Annexure 4:</p> <ol style="list-style-type: none"> 1.Reconcilairtio n of Share Capital Report 2. Certificate under Regulation 74(5) of the SEBI (Depository Participant) Regulations, 1996. 3. Investor Grievance Report 4. Shareholding Pattern 5. Integrated Governance Report
8.	<p>To approve Draft Annual Financial Statements of the Company for the Financial Year Ended March 31, 2025.</p> <p>Explanatory Note: The Chairman is requested to present before the Board, the Draft Annual Financial Statements for the financial year ended March 31, 2025 along with Notes forming part of the accounts for the approval and comments of the Board.</p> <p>The Board is requested to discuss and deliberate on the same and thereafter</p>	<p>Annexure 5:</p> <p>Draft Annual Audited Financial Statements</p>



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	<p>approve the same by passing the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS:</u></p> <p>"RESOLVED THAT pursuant to the provisions of Section 129, 134 read with Companies (Accounts) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Draft Annual Financial Statements for the financial year ended March 31, 2025 including Balance Sheet of the Company as at March 31, 2025 and the Profit and Loss account for the year ending March 31, 2025 along with the Notes appended thereto and Cash Flow Statement for the year ending March 31, 2025 placed before the Board and initialed by the Chairman for the purpose of identification, be and are hereby approved and the same is recommended to the members of the Company for adoption in the forthcoming Annual General Meeting."</p> <p>RESOLVED FURTHER THAT the Board hereby severally authorises Mr. Rikeen Dalal, Chairman and Whole-time Director, Mrs. Sejal Dalal, Director, Mr. Samir Desai, the Chief Financial Officer and Ms. Yashdha Neema, Company Secretary of the Company to sign the Financial Statements and submit duly signed Financial Statements to the Statutory Auditors for their report thereon."</p>	
9.	<p>To take note of the Auditor's Report for the Financial Year ended March 31, 2025:</p> <p>Explanatory Note: The Chairman is requested to place before the Board, the Draft Auditor's Report on the Balance Sheet as at March 31, 2025 and the Profit and Loss account for the year ended March 31, 2025 issued by the M/s S.P. Jain & Associates, Chartered Accountants, Statutory Auditors' of the Company for the perusal and comments of the Board.</p> <p>The Board is requested to peruse and take note of the same by passing the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS:</u></p> <p>"RESOLVED THAT the Auditor's Report on the Balance Sheet as at March 31, 2025 and the Profit and Loss account for the year ended March 31, 2025 issued by M/s S.P. Jain & Associates, Chartered Accountants, Statutory Auditors' of the Company as placed before the Board be and is hereby taken on record and noted and thereafter is recommended to the members of the Company for adoption in the forthcoming Annual General Meeting.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director of the Company, be and is, hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."</p>	<p>Annexure 6: Draft Auditor's Report</p>
10	<p>To consider and approve the Audited Financial Results including the Statement of Assets and Liabilities, Statement of Profit and loss and Cash Flow</p>	<p>Annexure 7:</p>



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	<p>Statement for the financial year ended March 31, 2025 AND to take note of Audit Report for the quarter and financial year ended March 31, 2025:</p> <p>Explanatory Note: The audited financial results for the quarter and financial year ended March 31, 2025 including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cash flow for year ended March 31, 2025 (together referred to as the "Audited Financial Results") will be tabled at the meeting.</p> <p>The draft Audit Report for the quarter and financial year ended March 31, 2025 issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants will also be tabled at the meeting.</p> <p>A Certificate from the Whole-time Director and Chief Financial Officer of the Company will be placed before the Board affirming that the Audited Financial Results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.</p> <p>The Board is requested to consider the said Audited Financial Results and severally authorize Mr. Rikeen Dalal, Whole-time Director to sign the said results on its behalf and then arrange to release it for publication.</p> <p>The Board is also requested to consider passing the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS:</u></p> <p>"RESOLVED THAT the Audited Financial Results of the Company for the quarter and year ended March 31, 2025 as placed before the meeting be and are hereby approved.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to sign the aforesaid Audited Financial Results on behalf of the Board of Directors of the Company.</p> <p>RESOLVED FURTHER THAT draft Audit Report for the quarter and year ended March 31, 2025 as issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants be and hereby taken on record by the Board of Directors of the Company.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to send the above Audited Financial Results to BSE Limited, where the Company's equity shares are listed AND arrange to get the Audited Financial Results published in the newspapers as required under Regulation 33 read with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are hereby authorized to arrange to upload the said financial results on BSE portal and on the website of the Company AND THAT be further authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution."</p>	<p>Draft Financial Results including and Auditor's Report</p>
11	To consider and approve appointment of C. M. Lopez & Co, Chartered	



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	<p>Accountant as the Internal Auditor of the Company for the Financial Year 2025-26.</p> <p>Explanatory Note:</p> <p>The Board be and is hereby informed that as per Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company is required to conduct internal audit and accordingly appoint a Chartered Accountant or Cost Accountant for the purpose of conducting the internal audit of the Company.</p> <p>C. M. Lopez & Co, Chartered Accountants had been appointed as the Internal Auditor of the Company for the financial year 2025-26.</p> <p>The Brief Profile and draft letter of appointment of the proposed Internal Auditor will be placed at the meeting for review and consideration of Board Members.</p> <p>Based on the recommendation of the Audit Committee at the meeting held before this Board Meeting, the Board is requested to consider and recommend the appointment of C. M. Lopez & Co (Membership. No. 17503), Chartered Accountant, as the Internal Auditors for the period commencing from April 01, 2025 to March 31, 2026.</p> <p>The Board is requested to consider passing the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS:</u></p> <p>"RESOLVED THAT on the basis of recommendation of the Audit Committee and pursuant to the provisions of Section 138 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Board be and is hereby accorded for the appointment of C. M. Lopez & Co (Membership. No. 17503), Chartered Accountant as the Internal Auditor of the Company for the Financial Year 2025-26 at such remuneration as may be mutually agreed between the Audit Committee of the Company and the Internal Auditor.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director and Mr. Samir Desai, Chief Financial Officer of the Company, be and is hereby authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies, signing the engagement letter and such other things as may be necessary or expedient to implement this Resolution."</p>	
12	<p>To consider, approve and recommend the appointment of M/s. Dharendra Maurya and Associates, Practicing Company Secretaries as Secretarial Auditor for the purpose conducting secretarial audit of the Company for the 5 (five) consecutive years beginning from Financial Year 2025-26 to 2029-2030.</p> <p>Explanatory Note:</p> <p>Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a listed entity and its material</p>	



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unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report, with the annual report of the listed entity.

As per Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
 - (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,
- with the approval of its shareholders in its Annual General Meeting:

It is proposed to appoint M/s Dharendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), for the purpose of conducting secretarial audit of the Company for a period of 5 (five) consecutive years commencing from the financial year 2025-26 till financial year 2029-2030 subject to approval of shareholders at the ensuing Annual General Meeting.

The Brief Profile and draft letter of appointment of the proposed Secretarial Auditor will be placed at the meeting for review and consideration of Board Members.

M/s Dharendra Maurya and Associates have also expressed their willingness to act as the Secretarial Auditors of the Company for the said period and that they are eligible to act as Secretarial Auditors of the Company as per the guidelines issued by SEBI vide their circular dated December 31, 2024. The consent and eligibility letter received from M/s Dharendra Maurya and Associates is enclosed along with agenda papers.

The Audit Committee at its Meeting held before the Board Meeting shall review and recommend the matter for appointment of M/s Dharendra Maurya and Associates as Secretarial Auditor for the purpose of conducting secretarial audit for the Company from the financial year 2025-26 till financial year 2029-2030.

On the recommendation of the Audit Committee, the Board is requested to consider the above proposal and if thought fit pass the resolutions as per the draft appended below:

DRAFT RESOLUTIONS:

“RESOLVED THAT pursuant to provision of sections 179 and 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable provisions, subject to shareholder's approval and based on the recommendation of the Audit Committee, the consent of the Board be and is hereby accorded to appoint M/s Dharendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), to act as Secretarial Auditors of the Company for a



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	<p>term of five (5) consecutive years commencing from financial year 2025-26 to 2029-2030 on such terms and conditions as may be decided by the Audit Committee of the Company and Secretarial Auditor AND THAT the same be recommended to the shareholders of the Company for their approval at the ensuing Annual General Meeting.</p> <p>RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for payment of Secretarial Audit fees of Rs. ____ (Rupees ____ only) plus applicable taxes and reimbursement of out of pocket expenses and applicable taxes to M/s Dharendra Maurya and Associates, Practicing Company Secretary for the financial year 2025-26 and the Board of Directors of the Company be and are hereby authorised to make revisions and pay such fees as recommended by the Audit Committee as may deem fit for the remaining tenure of their appointment and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Secretarial Auditors and the Board of Directors or Audit Committee.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director and Mr. Samir Desai, Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies, sign the engagement letter and such other things as may be necessary or expedient to implement this Resolution."</p>	
13	<p>To consider and approve appointment of M/s. Dharendra Maurya and Associates, Practicing Company Secretaries for the purpose of conducting Secretarial Compliance audit and issuing the Secretarial Compliance Report for the Company for the Financial Year 2025-26.</p> <p>Explanatory Note:</p> <p>Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company has to undertake Annual Secretarial Compliance and submit the report within sixty days from the end of financial year to the stock exchange. Accordingly, it is proposed to appoint M/s Dharendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), the purpose of conducting Secretarial Compliance and issuing secretarial compliance report of the Company for the financial year 2025-26.</p> <p>The Audit Committee at its Meeting held before the Board Meeting shall review the matter for appointment of M/s Dharendra Maurya and Associates for the purpose of conducting secretarial compliance audit and issuing the secretarial compliance report for the Company for the Financial Year 2025-26.</p> <p>On the recommendation of the Audit Committee, the Board is requested to consider the above proposal and if thought fit pass the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS:</u></p> <p>"RESOLVED THAT pursuant to provisions of Regulation 24A of the SEBI (Listing</p>	



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	<p>Obligation and Disclosure Requirement) Regulations, 2015, the consent of the Board be and is hereby accorded to appoint M/s Dharendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), for conducting secretarial compliance audit and issuing the secretarial compliance report to the Company for the financial year 2025-26 on such terms and conditions as may be decided by the Audit Committee of the Company and appointee.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director of the Company be and is hereby authorized to do all such acts, deeds and matters including but not limited to sign the engagement letter and such other things as may be necessary or expedient to implement this Resolution."</p>	
14	<p>To consider and appoint Ms. Rakhi Sharma (DIN: 10697694) as an Additional Non-Executive Independent Director of The Company.</p> <p>Explanatory Note: Based on recommendation of the Nomination and Remuneration Committee received prior to this Board Meeting, the Board will have to consider the appointment of Ms. Rakhi Sharma (DIN: 10697694) as an Additional Non-Executive Independent Director till the next General Meeting or 3 months whichever is earlier, in accordance with Regulation 17(1C) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015 and Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and any other applicable provision.</p> <p>The Brief Profile and draft letter of appointment of the proposed Independent Director will be placed at the meeting for review and consideration of Board Members.</p> <p>In this regard, in accordance with the requirements under the Companies Act, 2013 and Listing Regulations, the following confirmation/documents have been received from Mr. Rakhi Sharma and will be placed before the Board for consideration:</p> <ol style="list-style-type: none"> 1. Form DIR-8 as prescribed under the Companies Act, 2013 2. Form DIR-2 as prescribed under the Companies Act, 2013 3. Form MBP-1 as prescribed under the Companies Act, 2013 4. Declaration under section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 5. Certificate of Registration with the Independent Directors' Databank. <p>The Board is requested to consider the aforesaid matter and if thought fit, pass the following resolution(s), with or without modification(s):</p> <p>Draft Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Regulation 17 and 25 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any</p>	<p>Annexure 8 –</p> <ol style="list-style-type: none"> 1. Form DIR-8 as prescribed under the Companies Act, 2013 2. Form DIR-2 as prescribed under the Companies Act, 2013 3. Form MBP-1 as prescribed under the Companies Act, 2013 4. Declaration under section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 5. Certificate of Registration with the Independent Directors' Databank.



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	<p>other applicable provision, and as per recommendation of the Nomination & Remuneration Committee, the consent of the Board of Directors of the Company be and is hereby accorded to appoint Ms. Rakhi Sharma (DIN: 10697694), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations, as an Additional Non-Executive Independent Director of the Company to hold office with effect from May 22, 2025 till the next General Meeting or 3 months whichever is earlier, upon such terms of appointment as mentioned in the appointment letter, tabled at the meeting.</p> <p>RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required in this connection and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) with the Registrar of Companies or such other person(s) or bodies as may be considered necessary or expedient in this matter and to take all such steps / actions as the Directors deem fit to give effect to the aforesaid resolution.</p> <p>RESOLVED FURTHER THAT a copy of this resolution be and hereby submitted to the concerned persons or any authorities certified by any Director or Company Secretary of the Company."</p>													
15	<p>Re-Constitution of Board Committees of Directors</p> <p>Explanatory Note:</p> <p>Based on the previous agenda item, Ms. Rakhi Sharma (DIN: 10697694), if appointed by the Board as an Additional Non-Executive Independent Director, the Board will subsequently evaluate the reconstitution of various committees to induct her as a member, taking into account her extensive experience and expertise, with the objective of effectively leveraging her capabilities across relevant areas.</p> <p>RE-CONSTITUTION OF AUDIT COMMITTEE:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in supersession of all earlier resolutions passed in this regard, the Audit Committee of the Board of Directors of the Company be and is hereby re-constituted comprising of following Members with effect from May 22, 2025:</p> <table><tr><th>Sr. No.</th><th>Name</th><th>Designation in Company</th><th>Category in Committee</th></tr><tr><td>i.</td><td>Mr. Sougata Sengupta</td><td>Non-Executive Independent Director</td><td>Chairperson</td></tr><tr><td>ii.</td><td>Mr. Rikeen Dalal</td><td>Whole Time Director</td><td>Member</td></tr></table>	Sr. No.	Name	Designation in Company	Category in Committee	i.	Mr. Sougata Sengupta	Non-Executive Independent Director	Chairperson	ii.	Mr. Rikeen Dalal	Whole Time Director	Member	
Sr. No.	Name	Designation in Company	Category in Committee											
i.	Mr. Sougata Sengupta	Non-Executive Independent Director	Chairperson											
ii.	Mr. Rikeen Dalal	Whole Time Director	Member											



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iii.	Ms. Rakhi Sharma	Non-Executive Independent Director	Member
iv.	Mr. Prashant Chaturvedi	Non-Executive Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of the Company shall act as Secretary to the Committee.

RESOLVED FURTHER THAT the role and responsibilities of the Audit Committee would be as defined under section 177 of the Companies Act, 2013 and Rules made thereunder and applicable provisions of SEBI (LODR) Regulations, 2015."

RE-CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

"RESOLVED THAT pursuant to the provisions of Section 135 (1) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in supersession of all earlier resolutions passed in this regard, the Corporate Social Responsibility Committee of the Board of Directors of the Company be and is hereby re-constituted comprising of following Members with effect from May 22, 2025:

Sr. No	Name	Designation in Company	Category in Committee
i.	Mrs. Sejal Dalal	Non-Executive Non-Independent Director	Chairperson
ii.	Mr. Rikeen Dalal	Whole Time Director	Member
iii.	Ms. Rakhi Sharma	Non-Executive Independent Director	Member
iv.	Mr. Prashant Chaturvedi	Non-Executive Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of the Company shall act as Secretary to the Committee.

RESOLVED FURTHER THAT the role and responsibilities of this Committee would be as defined under section 135 of the Companies Act, 2013 and Rules made thereunder."

RE-CONSTITUTION OF NOMINATION & REMUNERATION COMMITTEE:

"RESOLVED THAT pursuant to the provisions of Section 178(1) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, 2015 and in supersession of all earlier resolutions passed in this regard, the Nomination & Remuneration Committee of the Board of Directors of the Company be and is hereby re-constituted comprising of following Members with effect from



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May 22, 2025:

Sr. No.	Name	Designation in Company	Category in Committee
i.	Mr. Sougata Sengupta	Non-Executive Independent Director	Chairperson
ii.	Mrs. Sejal Dalal	Non-Executive Non-Independent Director	Member
iii.	Ms. Rakhi Sharma	Non-Executive Independent Director	Member
iv.	Mr. Prashant Chaturvedi	Non-Executive Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of the Company shall act as Secretary to the Committee.

RESOLVED FURTHER THAT the role and responsibilities of the Nomination and Remuneration Committee would be as defined under section 178 of the Companies Act, 2013 and Rules made thereunder and applicable provisions of SEBI (LODR) Regulations, 2015."

16 **To consider and recommend the appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent of the Company to the Members for a term of five years:**

Explanatory Note:

The Board is requested to consider and recommend the appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent Director for a term of five consecutive years for the approval of the members of the Company.

She has been appointed as an Additional Non-Executive Independent Director and her appointment is subject to approval by the shareholders through a special resolution, in accordance with Regulation 17(1C) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

After consideration of the above agenda, the Board, if thought fit, is requested to pass the following resolution, with or without modification(s):

Draft Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, circulars, notifications (including any statutory modification(s) or re-



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	<p>enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, other applicable provisions of law, if any, the Board of Directors of the Company, be and hereby recommends to the members of the Company, the appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent Director for a term of 5 (five) consecutive years with effect from the May 22, 2025 to May 21, 2030, whose office shall not liable to retire by rotation.</p> <p>RESOLVED FURTHER THAT the Board do form an opinion that Ms. Rakhi Sharma fulfills the conditions for appointment as a Non-Executive Independent Director as specified in the Companies Act, 2013, Listing Regulations and is independent of the Management.</p> <p>RESOLVED FURTHER THAT subject to the maximum amount prescribed the Companies Act, 2013 and the rules made thereunder, Ms. Rakhi Sharma, shall be entitled such sitting fees for attending meetings of the Board or any Committees thereof or such amount as may be determined by the Board from time to time.</p> <p>RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required in this connection and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) with the Registrar of Companies or such other person(s) or bodies as may be considered necessary or expedient in this matter and to take all such steps / actions as the Directors deem fit to give effect to the aforesaid resolution.</p> <p>RESOLVED FURTHER THAT a copy of this resolution be and hereby submitted to the concerned persons or any authorities certified by any Director of the Company."</p>	
17	<p>To consider fixation of e-voting period and determination of the Cut-Off Date of the Register of Members for the purpose of Postal Ballot:</p> <p>Explanatory Note: The Company is planning to seek approval of the shareholders of the Company for appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non – Executive Independent Director of the Company for a period of 5 (five) consecutive years from May 22, 2025 to May 21, 2030 by way of postal ballot.</p> <p>As per relevant rules of the Companies (Management and Administration) Rules, 2014, The e-voting period shall be for a minimum of 30 (thirty) days for the shareholders to vote on items mentioned as a part of the postal ballot notice. Therefore, the e-voting period for the postal ballot is proposed to remain open from Thursday, May 29, 2025 to Friday, June 27, 2025 (both days inclusive).</p> <p>As per the relevant rules of the Companies (Management and Administration) Rules, 2014, cut-off requires to be fixed for the determination of eligibility of members allowed to vote by electronic means. The Board is requested to approve Friday, May 23, 2025 as the cut-off date for</p>	



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	<p>determining eligibility of members allowed to vote.</p> <p>The Board is requested to consider the cut-off date and E-voting period for postal ballot process and if thought fit to pass the following resolution:</p> <p>Draft Resolution:</p> <p>"RESOLVED THAT the e-voting period shall start from Thursday, May 29, 2025 (9.00 a.m.) to Friday, June 27, 2025 (5.00 p.m.) for the purpose of Postal Ballot process.</p> <p>RESOLVED FURTHER THAT the cut-off date for determination of eligible members allowed to vote by electronic means is Friday, May 23, 2025.</p> <p>RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and matters as may be considered necessary and expedient to give effect to the aforesaid resolution."</p>	
18	<p>To approve the appointment of Bigshare Services Private Limited for availing services of E-voting platform for the Postal Ballot:</p> <p>Explanatory Note: The Company is planning to conduct a postal ballot for which it requires an agency that can provide e-voting services. It is proposed to avail services from Bigshare Services Private Limited ("Bigshare") for the e-voting platform for the postal ballot.</p> <p>In furtherance to the same, the Board of Directors shall consider and approve the appointment of Bigshare by passing following resolution with or without modification(s):</p> <p>"RESOLVED THAT Bigshare Services Private Limited ("Bigshare") be and is hereby appointed as the E-Voting service provider for the Postal Ballot.</p> <p>RESOLVED FURTHER THAT any or all of the directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to take such steps as may be necessary in relation to the above and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."</p>	
19	<p>To consider & approve the appointment of the Scrutinizer for the Postal Ballot:</p> <p>Explanatory Note: Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company will have to provide e-voting facility to the Shareholders for the Postal Ballot process and for the purpose of recording the votes of the members of the Company on agenda items as mentioned in the notice of the postal ballot, an independent professional is required to act as scrutinizer to the postal ballot.</p> <p>It is proposed to appoint M/s. D Maurya and Associates, Practicing Company Secretary (Peer Review No. 2544/2022 and CP No.: 9594)), Mumbai acting through its proprietor Mr. Dharendra Maurya (Membership No: A22005) for acting as a Scrutinizer for the postal ballot. The proposal received from M/s. D Maurya and Associates to act as the Scrutinizer is enclosed along with agenda papers for consideration and perusal.</p>	



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	<p>The Board is requested to consider and if thought fit, approve the appointment of M/s. D Maurya and Associates, Practicing Company Secretary to act as Scrutinizer to issue report on e-voting for the Postal Ballot.</p> <p>Draft Resolution:</p> <p>"RESOLVED THAT the Board be and hereby approves the appointment of M/s. D Maurya and Associates, Practicing Company Secretaries (Peer Review No. 2544/2022 and CP No.: 9594) through Mr. Dharendra Maurya (Membership No: A22005) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process for the Postal Ballot in a fair and transparent manner and to give his report within the prescribed timeline as per the applicable laws.</p> <p>RESOLVED FURTHER THAT M/s. D Maurya and Associates, Practicing Company Secretaries be paid such sum plus out of pocket expenses and applicable taxes for its aforesaid services as maybe mutually decided by the Board and the Scrutinizer.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Chairman and Whole-time Director and/or Mrs. Sejal Dalal, Non-Executive Director of the Company be and are hereby severally authorised to do all acts, deeds, things and matters as may be considered necessary and expedient to give effect to the aforesaid resolution."</p>	
20	<p>To consider and approve the Notice of Postal Ballot:</p> <p>Explanatory Note: Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactment thereof for the time in force, a company may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a general meeting.</p> <p>In order to seek shareholders' approval for appointment Ms. Rakhi Sharma as an Independent Director, as outlined in the agenda items above, it is proposed to pass a special resolution by way of postal ballot.</p> <p>The draft notice of the postal ballot is attached for consideration of the Board. The said notice, if approved shall be sent to all the members who hold shares as on Friday, May 23, 2025 (cut - off date) and the same shall be considered for the purpose of determining the voting rights of the members for voting on the resolutions proposed in the postal ballot notice.</p> <p>Based on the consideration and discussion, the Board, if thought fit will pass the following resolution:</p> <p>Draft Resolution:</p> <p>"RESOLVED THAT pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014,</p>	<p>Annexure 9 – Draft Postal Ballot Notice</p>



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	<p>including any statutory modifications or re-enactment thereof for the time in force and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the notice of the Postal ballot, as tabled before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved AND THAT Mr. Rikeen Dalal, Whole-time Director and/or Ms. Yashdha Neema, Company Secretary of the Company be and are hereby authorised to sign and issue the same to the Shareholders of the Company whose name appear in the register of members as on close of business hours on Friday, May 23, 2025.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director and/or Ms. Yashdha Neema, Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts and deeds that may require to give effect to the above resolution.</p> <p>RESOLVED FURTHER THAT certified copy of the aforesaid resolutions duly signed by any one of the Directors of the Company or Company Secretary of the Company be forwarded to the persons requiring the same."</p>	
21	<p>To take note of minimum information to be placed before the Board as per Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):</p> <p>Pursuant to Regulation 17(7) read along with Schedule II of the Listing Regulations, certain minimum information is required to be placed before the Board for their consideration, reference and noting.</p> <p>Accordingly, the Minimum Information Sheet will be placed before the Board.</p>	Annexure 10- Minimum Information Sheet
22	<p>To provide general authorization to sign various returns, forms, documents etc. filed with various regulatory authorities.</p> <p>Explanatory Note: The Board be and is hereby informed that as per Companies Act, 2013, the Company is mandated to be file various returns, forms, documents etc. with various regulatory authorities including the Ministry of Corporate Affairs from time-to-time and it is desired to authorize the Directors of the Company in order to ensure smooth and timely compliance for the financial year 2025-2026.</p> <p>The Board is requested to consider passing the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS:</u></p> <p>"RESOLVED THAT Mr. Rikeen Dalal, Whole-time Director, Mrs. Sejal Dalal , Director, Mr. Sameer Desai, Chief Financial Officer and Ms. Yashdha Neema, Company Secretary of the Company be and are hereby severally authorised to sign, file and submit statutory forms, returns and other documents to be submitted to the Registrar of Companies, Ministry of Corporate Affairs or any other statutory / regulatory / Government authority under the Companies Act, 2013 or any other legislation(s) (including the rules and other addendums thereto) and any amendment or modification thereto for the financial year 2025-2026."</p>	



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23	Any other Business with the permission of Chairman. The Board shall discuss the matter which is not specified in the above agenda items in the meeting with the consent of the majority of the Directors and with the permission of the Chairman of the Board Meeting.	
24	Vote of Thanks and Close of Meeting	

Thanking you,

For PH CAPITAL LIMITED

Sd/-

Yashdha Neema

Company Secretary and Compliance Officer