



P. H. CAPITAL LIMITED

P.H. CAPITAL LIMITED

CIN: L74140MH1973PLC016436

Registered Office: 5-D, Kakad House, 5th Floor, 'A' Wing , Opp. Liberty Cinema, New Marine Lines,
Mumbai – 400 020 Mumbai, Maharashtra

Phone: 022-2201 9473/17 **E-mail Id:** phcapitaltd@gmail.com **Website:** www.phcapital.in

NOTICE OF 52nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty-Second Annual General Meeting (AGM) of the Members of **P. H. CAPITAL LIMITED ('The Company')** will be held on September 11, 2025 AT 12:00 NOON IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon:
2. To re-appoint Mr.Rikeen Dalal (DIN: 01723446), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. To Appoint D Maurya & Associates, Peer Reviewed Practicing Company Secretaries as Secretarial Auditors, For Period Of 5 Years.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") other applicable provisions laws/ statutory provisions, if any, as amended from time to time, and based on the recommendation of the Audit Committee and Board of Directors, M/s D Maurya & Associates (Peer Review Number: 2544/2022, & C.P. No: 9594), Peer Reviewed Practicing Company Secretaries, be and are hereby appointed as the Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.



P. H. CAPITAL LIMITED

RESOLVED FURTHER THAT Board of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.

**By order of Board,
For P H Capital Limited**

Date: August 04, 2025

Place: Mumbai

**Rikeen Pradip Dalal
Chairman and Whole-time Director
DIN: 01723446**



Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with para 5.1 and 5.2 of section VI-J of chapter VI of the SEBI Master Circular dated July 11, 2023 (collectively referred to as 'SEBI Circulars') has also granted relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have permitted the holding of AGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the MCA Circulars, the 52nd AGM of the Company is being held through VC/ OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 13th January, 2021, in continuation and read with its Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



4. A Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and therefore Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to phcapitaltd@gmail.com with a copy marked to investor@bigshareonline.com, at least 48 hours before the commencement of AGM.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. In compliance with the MCA Circular No. 02/2022 dated 5th May 2022 in continuation to its earlier General Circulars Circular No. 02/2021 dated 13th January, 2021, 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.phcapital.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ('BSE') at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited ("Bigshare") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. investor@bigshareonline.com.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company at www.phcapital.in.
9. The Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM shall join the AGM through VC/OAVM, but shall not be entitled to cast their vote again.



10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Bigshare Services Private Limited, at investor@bigshareonline.com in case the shares are held in physical form.
11. The Company has appointed D Maurya & Associates, Practicing Company Secretary, (M. No. ACS 22005 & C.P. No. 9594) acting through its proprietor Mr. Dharendra Maurya as the Scrutinizer for conducting the remote e-voting process as well as the e-voting at the AGM, in a fair and transparent manner.
12. The Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions by writing an email to the Company at least 7 days before the date of the AGM at phcapitaltd@gmail.com so that the information required may be made available at the AGM.
13. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Send their Email address to the Company/Registrar and Share Transfer Agent for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
14. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 and rules thereunder, will be available for inspection by the Members electronically during the AGM. The Members seeking to inspect such documents can send an email to phcapitaltd@gmail.com.
15. In compliance with Securities and Exchange Board of India, Circular dated 20th April, 2018, shareholders holding shares of the Company in the physical form are required to provide details of the Permanent Account Number issued by Income Tax Department and Bank Account Details to the Share Transfer Agent of the Company, Bigshare Services Private Limited, at Office No S6-2, 6th Floor,



Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 having email Id investor@bigshareonline.com.

16. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
17. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.
18. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at phcapitaltd@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to the date of AGM mentioning their name, demat account number/folio number, email id, mobile number phcapitaltd@gmail.com. These queries will be replied to by the company suitably by email.
19. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
20. The instructions for Remote e-voting and e-voting during AGM through VC/OAVM are as under:
 - 1) The e-voting period will commence on **Monday, 08th September, 2025 at 9 a.m.** and will end on **Wednesday, 10th September, 2025 at 5 p.m.** During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 04th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - 2) The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **04th September, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **04th September, 2025**.
 - 3) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. Only those Members/ shareholders, who will be present in the AGM through



VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- 4) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 5) Shareholder who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 6) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions.
- 7) However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

- 8) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the e-voting facility provided by Listed Companies, an individual shareholder holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The shareholders are advised to update their mobile number and email Id with their respective Depository Participants in order to access e-Voting facility.
- 9) Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user has not registered with NSDL IDeAS facility, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can Click on https://eservices.nsdl.com/Secure Web/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number: 022- 48867000

2) Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.



- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.



3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.



- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22 and 022-62638338

4. Procedure for joining the AGM/AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/AGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/AGM are as under:-

- The Members can join the AGM/AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/AGM is same as the instructions mentioned above for remote e-voting.



- Only those members/shareholders, who will be present in the AGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM/AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22 / 022-62638338.

**By order of Board of Directors
For PH CAPITAL LIMITED**

**Rikeen Pradip Dalal
Chairman & Whole-time Director
DIN: 01723446**

**Place: Mumbai
Date: August 04, 2025**



ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

ITEM NO. 3: To Appoint M/s D Maurya & Associates, Practicing Company Secretaries as Secretarial Auditors, For Period Of 5 Years.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s. D Maurya & Associates, Practicing Company Secretaries (Peer Review No. 2544/2022 and CP No.: 9594), Thane acting through its proprietor Mr. Dharendra Maurya (Membership No: A22005) has served as Secretarial Auditors of the Company for the financial year 2024-25.

Regulation 24A of the Listing Regulations, inter alia, provides that with effect from April 1, 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation and relevant circulars, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

The brief profile of M/s D Maurya & Associates is as follows:

M/s D Maurya & Associates are a Peer Reviewed Firm of Practicing Company Secretaries with proven expertise in the areas of Secretarial Audit, Companies Act, 2013, and SEBI Regulations.

The firm brings in-depth knowledge and practical experience in providing end-to-end compliance solutions and corporate governance advisory to listed as well as unlisted companies. The Firm is committed to delivering high-quality, timely, and insightful reports, ensuring adherence to statutory obligations and regulatory expectations.



Taking into account the above requirements and considering factors such as technical skills, independence, industry experience, expertise, quality of audit practices the Board of Directors, on the recommendation of the Audit Committee and subject to shareholders' approval, The Board of Directors have approved the appointment of M/s. D Maurya & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive years i.e. FY 2025-26 to 2029-30.

The Board of Directors in consultation with the Audit Committee and Secretarial Auditor, fixed the remuneration payable for the financial year 2025-26 at ₹ 60,000 /- (Rupees Sixty Thousand only), plus any out of pocket expenses incurred by them in connection with the audit and other applicable taxes, with an authority being given to the Board of Directors, on the recommendation of the Audit Committee to review and affix the remuneration for subsequent years in consultation with the Secretarial Auditor without being required to seek any further consent or approval of the members of the Company.

The Company has received written consent from M/s. D Maurya & Associates, confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations.

The details as required under Regulation 36(5) of the Listing Regulations are covered above.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.



Details of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of director	Rikeen Dalal		
Director Identification Number (DIN)	01723446		
Date of Birth	15/03/1963		
Nationality	Indian		
Date of first Appointment	02/09/1994		
Qualifications	Bachelors of Commerce		
Shareholding in the listed entity, including shareholding as a beneficial owner	He does not hold any shares directly in the Company. His shareholding as per beneficial ownership is as follows:		
	Name of Entity Interest	Beneficial	No. of equity shares held of the Company
	Rikeen P Dalal HUF	Karta of HUF	2,61,000
	Ruby Multimedia Private Limited	Rikeen Dalal together with Tej Pradip Dalal and Sejal Rikeen Dalal	5,40,000
	Krishna Trust	Sejal Rikeen Dalal together with Rikeen Dalal and Tej Dalal	4,75,000
	Tirupati Trust	Tej Pradip Dalal together with Sejal Rikeen Dalal and Rikeen Dalal	4,44,000
Brief Resume and Nature of expertise in specific functional areas	Mr. Rikeen Dalal has more than 38 Years of experience in Stock Broking, Banking, Retails & Wholesale Distribution of Financial products and related financial services. He has also been associated with the Company as Director since 1994.		



Terms and Conditions of Appointment / Reappointment	In terms of section 152(6) of the Companies Act, 2013, he is liable to retire by rotation at this meeting.
Directorship on the other listed Companies	Nil
Membership / Chairmanship of Committees in P H Capital Limited	1. Audit Committee 2. Stakeholders Relationship Committee 3. Corporate Social Responsibility Committee
Membership/ Chairmanship of Committees of the Board of other Listed Companies	Nil
Names of Unlisted Companies (private & public) in which person holds Directorship	Style Art Private Limited
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	Nil
Listed entities from which he/she has resigned as Director in past 3 years	Nil
Relationship between Director Inter se	Spouse of Mrs. Sejal Rikeen Dalal, Non-Executive Non-Independent Director
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related.
No. of Board meetings attended during the Financial Year 2024-25	6 out of 6
Details of remuneration last drawn (FY 2024-25)	Rs. 1,20,00,000 /- (One Crore and Twenty Lakhs only)
Remuneration sought to be paid	As per the remuneration approved by the members in the Annual General Meeting held on September 29, 2022.