



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 for convening Board Meeting

Serial Number of scheduled Board Meeting: 2/ 2023-24

Date: August 4, 2023

To,

Mr. Rikeen Dalal	... Executive Director
Ms. Sejal Dalal	... Non-Executive Women Director
Mr. Roshan Jain	... Independent Director
Mr. Prashant Chaturvedi	... Independent Director

Dear Sirs/ Madam,

This is to intimate that a Board Meeting of P H Capital Limited ("**the Company**") is scheduled to be held on Thursday, August 10, 2023 at 12.00 noon 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.

In the situation of your inability to attend the meeting, you are requested to communicate the same to the undersigned.

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

Kindly make it convenient to attend the meeting.

Thank you,

For P H Capital Limited

SD/-
Rikeen Dalal
Director
DIN: 01723446





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Agenda for the Second Meeting of the Board of Directors of P H Capital Limited ("the Company") for the Financial Year 2023-24 scheduled to be held Thursday, August 10, 2023 at 12.00 noon, at registered office of the Company situated at 5-D, Kakad House, 5th Floor, A-Wing, Opp. Liberty Cinema, New Marine Lines, Mumbai - 400 020.

No.	Particulars	Enclosures/ Annexures/ Remarks
1.	Chairman of the Meeting. Explanatory Note: Mr. Rikeen Dalal, to occupy the Chair and conduct the Board meeting. In absence of the Chairman, the Board of Directors to elect amongst the Directors' present to act as Chairman for the meeting.	
2.	Record the quorum. Explanatory Note: The Chairman to record the quorum for the meeting.	
3.	Grant leave of absence, 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.	Noting the minutes of the previous meeting of the Board of Directors. Explanatory Note: Minutes of the proceedings of the previous meeting of the Board of Directors of the Company, enclosed herewith, will be placed before the meeting for noting by the Board and signature of Chairman.	Annexure 1
5.	To note the minutes of the previous meeting of the Audit Committee. Explanatory Note: Minutes of the meeting of previous Audit Committee will be placed before the meeting for perusal and noting by the Board.	Annexure 2
6.	Noting of reports submitted to the Stock Exchange (BSE) in the previous Quarter. Pursuant to applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, every listed Company is required to file quarterly returns / reports to BSE. Hence, the Board is requested to take note of all the reports submitted to BSE during the previous quarter i.e. 01.4.2023 to 30.06.2023.	Annexure 3 1. Reconciliation of share capital report. 2. Certificate under Reg. 74(5) 3. Investor Grievance report 4. Shareholding pattern 5. Corporate Governance



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		Report
7.	<p>Consider and approve the Unaudited Financial Results for the quarter ended June 30, 2023.</p> <p>Explanatory Note: The unaudited financial results for the first quarter ended June 30, 2023 along with the Statement of Profit and Loss for three months ended June 30, 2023 will be tabled at the meeting. The Statutory Auditors of the Company have carried out a 'Limited Review' of the said financial results. The draft Limited Review Report will also be tabled at the meeting.</p> <p>The Board is requested to consider the said unaudited financial results and severally authorise Mr. Rikeen Dalal, Whole-time Director to sign the said results on its behalf and then arrange to release it for publication. 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 standalone unaudited financial results of the Company for the first quarter ended June 30, 2023 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 authorised to sign the aforesaid unaudited financial results on behalf of the Board of Directors of the Company."</p> <p>"RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are hereby authorised to send the above unaudited financial results to the BSE Limited, where the Company's equity shares are listed and also arrange to get the standalone 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 authorised to arrange to upload the said financial results on BSE portal and on the website of the Company AND THAT he be further authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution."</p>	
8.	<p>Noting of the circular resolution passed by the Board of Directors of the Company.</p> <p>Explanatory Note: Circular Resolution, passed by the Board of Directors, enclosed herewith, will be placed before the meeting for perusal and noting by the Board.</p>	Annexure 3
9.	<p>Noting of Resignation of Mr. Saurabh Singh as a Company Secretary and Compliance Officer of the company.</p>	Annexure 4



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	<p>Explanatory Note: The resignation letter dated 04th August, 2023 received from Mr. Saurabh Singh will be tabled at the meeting. As per the said letter, Mr. Saurabh Singh will resign with immediate effect for search of better prospects.</p> <p>The Board of Directors is requested to take note of resignation of Mr. Saurabh Singh and place on record their appreciation of the services rendered by him during his tenure as a Company Secretary and Compliance Officer of the Company.</p>	
10.	<p>To approve and appoint Ms. Yashdha Neema as a Company Secretary and Compliance Officer of the Company.</p> <p>Explanatory Note: The existing Company Secretary and Compliance Officer Mr. Saurabh Singh has resigned w.e.f. 04 August, 2023 and as per the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 Company will be required to appoint another Company Secretary and Compliance Officer to discharge required duties as specified in under the said Regulations and the Act.</p> <p>The Company on the basis of recommendation of Nomination and Remuneration Committee has identified the candidature of Ms. Yashdha Neema, a member of ICSI having ACS No. 71458 as the Company Secretary and Compliance Officer of the Company who possesses the requisite qualification to hold the position of Company Secretary and Compliance Officer of the company.</p> <p>The Chairman shall further place before the Board consent Letter received from Ms. Yashdha Neema. The draft letter of appointment containing the terms of appointment including the remuneration will also be tabled.</p> <p>The Board of Directors is requested to consider the above proposal and if approved, pass the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT pursuant to the provisions of Section 2(24), 203 of the Companies Act, 2013 (the Act) read rule 3 and 8A of Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and on the recommendation of the Nomination & Remuneration Committee consent of the Board of Directors be and is hereby accorded, to appoint Ms. Yashdha Neema, an Associate member of the Institute of Companies Secretaries of India holding membership No.71458 as the Company Secretary and Compliance Officer of the Company w.e.f 10th August, 2023 at such remuneration</p>	



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	<p>and other terms and conditions contained in the draft letter of appointment tabled at meeting and initialed by the Chairman for the purposes of identification".</p> <p>"RESOLVED FURTHER THAT Ms. Yashdha Neema, be and is hereby appointed & designated as the Compliance Officer of the Company as per Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with effect from August 10, 2023</p> <p>"RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."</p>	
11.	<p>Re- appointment of Mr. Rikeen Dalal who retires by rotation</p> <p>Explanatory Note: As per Section 152 (6) of the Companies Act 2013, Mr.Rikeen Dalal who retires by rotation and being eligible, offers herself for re-appointment as a Director in this regard .</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Rikeen Dalal (DIN 00042241) who is liable to retire by rotation subject to approval of the shareholders at the Annual General Meeting and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.</p> <p>RESOLVED FURTHER THAT any director of the Company be and are hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise.</p>	
12.	<p>Adoption of the Draft Secretarial Auditor Report for the financial year 2022-23</p> <p>Explanatory Note: As per Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014, every listed Company is required to annex with its Board's report a Secretarial Audit Report, given by a Secretarial Auditor of the Company, in Form MR-3.</p> <p>The Draft Secretarial Audit Report as received from Secretarial Auditor viz., M/s. Dharendra Maurya and Associates, Practicing Company Secretaries for the year ended March 31, 2023 shall be placed at the Meeting.</p> <p>The Board is requested to consider and take note of the contents of the above report and to consider the above report and if approved,</p>	



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	<p>pass the resolutions as per the draft appended below:</p> <p>"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014, the secretarial report of the Company for the financial year ended 31st March, 2023 as given by M/s. Dharendra Maurya and Associates, Practicing Company Secretaries and tabled before the meeting, be and hereby adopted."</p>	
13.	<p>Appointment of Central Depository Services (India) Limited for providing E-Voting platform at 50th Annual General Meeting.</p> <p>Explanatory Note: Pursuant to Section 108 of the Companies Act, 2013, every Company [other than specified small & medium Enterprises] having its equity shares listed on Recognized Stock Exchange, or a Company having 1000 or more members has to adopt e-voting facility.</p> <p>It is proposed to avail the services of Central Depository Services (India) Limited for providing the platform for e-voting services to the members for voting on the resolutions to be considered at 50th Annual General Meeting through its e-voting platform.</p> <p>The Board is requested to consider the above proposal and if approved, pass the following resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS</u></p> <p>"RESOLVED THAT the consent of the Board be and is hereby given to appoint Central Depository Services (India) Limited, for providing platform for e-voting services to the members for voting on the resolutions to be considered at the 50th Annual General Meeting through its e-voting platform."</p> <p>"RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard."</p>	
14.	<p>Fix e-voting period and cut-off date for the purpose of 50th Annual General Meeting.</p> <p>Explanatory Note: For providing e-voting services, the Company requires to fix the e-voting period and cut-off date for determining the shareholders eligible to vote through remote e-voting at the ensuing Annual General Meeting. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, can cast their vote electronically.</p>	



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	<p>It is proposed to fix cut-off date as 20th September , 2023 (Wednesday) and the e - voting period from 24th September, 2023 (Sunday) (9.00 a.m.) to 26th September, 2023 (Tuesday) (5.00 p.m.) for the purpose of 50th Annual General Meeting.</p> <p>The Board is requested to consider the above proposal and if approved, pass the following resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTIONS</u></p> <p>"RESOLVED THAT pursuant to Section 108 of the Companies Act, 2013 and any other applicable provisions, the cut-off date for determining the shareholders eligibility to vote through remote e-voting at the 50th Annual General Meeting be fixed as 20th September 2023 (Wednesday).</p> <p>"RESOLVED FURTHER THAT the e-voting period shall start from 24th September, 2023 (Sunday) (9.00 a.m.) to 26th September, 2023 (Tuesday) (5.00 p.m.) for the purpose of 50th Annual General Meeting.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise".</p>	
15.	<p>Appointment of Scrutinizer for the purpose of facilitating E-Voting at the 50th AGM of the Company.</p> <p>Explanatory Note: It is proposed to appoint M/s. Dharendra Maurya and Associates, Practicing Company Secretaries, having membership number A22005 and Certificate of Practice No. 9594 as Scrutinizer for the purpose of E-Voting on resolution to be considered at the Annual General Meeting of the Company for the Financial Year 2022-23 The Board is requested to consider the above proposal and pass necessary resolutions.</p> <p><u>DRAFT RESOLUTION</u></p> <p>"RESOLVED THAT M/s. Dharendra Maurya and Associates, Practicing Company Secretaries, having membership number A22005 and Certificate of Practice No. 9594, has given his consent to act as Scrutinizer, be and is hereby appointed as Scrutinizer of e-voting process in a fair & transparent manner at ensuring Annual General Meeting for the Financial Year 2022-23 and provide report thereon and be paid the remuneration and out of pocket expenses, as may be determined by the Board.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such</p>	



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	steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise".	
16.	<p>Draft Management Discussion and Analysis for the Financial Year ended March 31, 2023</p> <p>Explanatory Note: The Draft Management Discussion and Analysis Report for the year ended March 31, 2023 will be tabled at the meeting.</p> <p>The Board is requested to review and consider the Management Discussion and Analysis report and if approved, pass the following resolution as per the draft appended below:</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT the draft Management Discussion and Analysis Report for the year ended March 31, 2023 as tabled before the meeting be and is hereby approved."</p>	
17.	<p>Approval of the draft Boards' Report.</p> <p>Explanatory: The draft Board's Report shall be placed before the Board for its approval. The Board Members may discuss, approve and pass the following resolutions with or without modifications:</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT the Boards' Report for the year ended March 31, 2023 placed before the Board and authenticated by the Chairman be and is hereby approved for circulation among the Shareholders and the same be signed by Mr. Rikeen Dalal and Ms. Sejal Dalal, Directors of the Company for and on behalf of the Board.</p> <p>RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies, Mumbai".</p>	
18.	<p>Approval of date of 50th Annual General Meeting and Draft Notice Convening the Annual General Meeting through Video Conference ("VC")/Other Audio Visual Mechanism ("OAVM")</p> <p>Explanatory Note: The Board is informed that pursuant to Section 96 of the Companies Act, 2013, and rules made thereunder, every Company is required to hold an Annual General Meeting of the Shareholders of the Company within six months of end of the Financial Year. Accordingly, it is proposed to hold an Annual General Meeting of the Company on such date as may be approved by the Board.</p> <p>Due to disruptions arising out of the current COVID-19 pandemic, the</p>	



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	<p>Ministry of Corporate Affairs ("MCA") vide its Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 and December 28, 2022 permitted the Companies to hold its Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is also proposed to be held through VC / OAVM.</p> <p>It is proposed to convene the 50th AGM of the Company on <u>Wednesday, 27th September 2023</u> through OAVM at <u>2.00 P.M.</u> The draft Notice convening the 50th Annual General Meeting of the Company will be sent separately or shall be tabled at the meeting.</p> <p>The Board is requested to discuss, consider and approve the proposals and if approved, pass the following resolutions:</p> <p><u>DRAFT RESOLUTIONS</u></p> <p>a. "RESOLVED THAT pursuant to the provisions of Section 96(1) and Section 101 of the Companies Act, 2013 and all other applicable provisions, if any, the 50th Annual General Meeting of the Company shall be convened on 27th September, 2023 Wednesday, through Video Conference/Other Audio Visual Mechanism at 3.00 p.m. to transact the business set forth in the notice and explanatory statements, draft of which was tabled at the meeting.</p> <p>RESOLVED FURTHER THAT the above mentioned draft notice for convening the Annual General Meeting be and is hereby approved and Mr. Rikeen Dalal, Whole-time Director be and is hereby severally authorised to sign and issue the same to the Members of the Company after carrying out such changes as may be deemed necessary."</p> <p>b. "RESOLVED THAT the consent of the Board be and is hereby given to appoint Central Depository Services (India) Limited, for providing platform for conducting the 50th Annual General Meeting through Video Conference/Other Audio Visual Mechanism.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Rikeen Dalal, Whole-time Director be and are hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard."</p>	
19.	Any other matter with the permission of chair:	



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	The Board shall discuss the matter which is not specified in the above agenda items in the Board meeting with the consent of the majority of the Board members and with the permission of the Chairman of the Board Meeting.	
20.	Vote of Thanks and Close of Meeting.	

Thanking you,

For PH CAPITAL LIMITED

Sd/-

Rikeen Daldar
Director
DIN: 01723446

