



## 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

**Date:** 07.09.2020

To,

Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400 001

**Security Code:** 500143 **ISIN:** INE160F01013

**Sub: Notice and Annual Report of Forty Seventh (47<sup>th</sup>) Annual General Meeting of P. H. Capital Limited (the Company)**

**Ref: Regulation 30 and 34 of SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 read with its Amendments**

Dear Sir/Ma'am,

With reference to captioned subject, we wish to inform that the 47<sup>th</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Wednesday, September 30, 2020 at 3.00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ('MCA circulars'), and other applicable provisions of the Companies Act, 2013 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, to transact the businesses as set forth in the Notice of AGM.

Pursuant to the provisions of Regulation 30 and 34 of the SEBI LODR Regulations, 2015 please find enclosed the Notice of the 47<sup>th</sup> AGM along with the Annual Report of the Company for the FY 2019-20.

In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 47<sup>th</sup> AGM along with the Annual Report for the FY 2019-20 have been sent only through electronic mode to those members whose email IDs are registered with the Company/ Depositories.

Further, the Notice of 47<sup>th</sup> AGM and the Annual Report for the FY 2019-20 are also made available on the website of the Company at [www.phcapital.in](http://www.phcapital.in)

Request you to kindly take the above intimation on record.

Thanking you,  
Yours faithfully,

For **PH CAPITAL LIMITED**

FOR P. H. CAPITAL LIMITED

Authorised Signatory/Director

**Rikeen Dalal - Director**

**DIN: 01723446**

**Enclosure: As above**



**NOTICE**

**P.H. CAPITAL LIMITED**

(CIN: L74140MH1973PLC016436)

**Registered Office:** 5D, Kakad House, 5<sup>th</sup> Floor, 'A' Wing, Sir Vithaldas Thackersey Marg, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400020. **Phone:** 022-22019473 / 022-22019417 **E-mail Id:** phcapitaltd@gmail.com **Website:** www.phcapital.in

**NOTICE** is hereby given that the Forty Seventh Annual General Meeting of the members of **P.H.CAPITAL LIMITED ('the company')** will be held on Wednesday, 30<sup>th</sup> September, 2020 at 03.00 p.m. 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 Financial Statements of the Company for the financial year ended March 31, 2020, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sejal Rikeen Dalal (DIN: 01723369), who retires by rotation and being eligible offers herself for re-appointment.

**Special Business:**

**3. APPOINTMENT OF MR. RIKEEN DALAL AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR**

To consider and if thought fit to pass the following resolution as **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, as amended ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the appointment of Mr. Rikeen Pradip Dalal (holding DIN: 01723446) as a Whole-time Director designated as "Executive Director" of the Company for a period of 3 (three) years with effect from November 11, 2019 upon the terms and conditions including remuneration set out in the Statement annexed to the Notice convening the 47<sup>th</sup> Annual General Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'the Board' which includes any Committee thereof) be and is hereby authorised to vary terms of his appointment including the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall



limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Central Government from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution.”

**4. RE-APPOINTMENT OF MR. ROSHAN I. JAIN AS INDEPENDENT DIRECTOR**

To consider, and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Roshan I. Jain (DIN:03415934), who was appointed as the Independent Non-Executive Director of the Company for a term of five years upto September 29, 2019, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a further term of five years to hold office from September 30, 2019 to September 29, 2024.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

**5. RE-APPOINTMENT OF MR. MUKESH KUMAR JAIN AS INDEPENDENT DIRECTOR**

To consider, and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. Mukesh Kumar Jain (DIN: 00291432), who was appointed as the Independent Non-Executive Director of the Company for a term of one year upto January 22, 2020, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a further term of one year to hold office from 23<sup>rd</sup> January, 2020 to 22<sup>nd</sup> January, 2021.



**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

**By order of Board of Directors**

**For P H CAPITAL LIMITED**

**Rikeen Pradip Dalal**

**Director**

**DIN: 01723446**

**Place: Mumbai**

**Date: 21.08.2020**

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. The Members can join the AGM in the 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 for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



4. 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.
5. 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 the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> 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 made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - [www.phcapital.in](http://www.phcapital.in) as soon as possible after the Meeting is over.
8. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website - [www.phcapital.in](http://www.phcapital.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL <https://www.evotingindia.com>.
9. Members joining the meeting through VC, who have not already cast 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 may also join the AGM through VC but shall not be entitled to cast their vote again.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.



11. Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive) for the Annual General Meeting.
12. Mr. Dharendra Maurya, Practicing Company Secretary, (M. No. FCS 22005 & C.P. No. 9594) and Proprietor of M/s. Dharendra Maurya and Associates, Practicing Company Secretaries, Thane has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
13. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID: phcapitaltd@gmail.com so that the information required may be made available at the Meeting.
14. 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 us/RTA for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
15. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Bigshare Services Pvt Ltd, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059 having email ID:investor@bigshareonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
16. 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 will be available for inspection by the Members electronically during the 47<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to phcapitaltd@gmail.com.
17. As per SEBI Circular dated 20<sup>th</sup> April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, Bigshare Services Pvt Ltd, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059 having email Id investor@bigshareonline.com.



## **18. Voting through electronic means**

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- (i) The voting period begins on 27<sup>th</sup> September, 2020 (Sunday) and ends on 29<sup>th</sup> September, 2020 (Tuesday). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 23<sup>rd</sup> September, 2020 (Wednesday). A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (iii) Any person who becomes a member of the Company after dispatch of the Notice of 47<sup>th</sup> AGM and holding shares as on the cut-off date may obtain the User ID and Password by writing to the Company Secretary at [phcapitaltd@gmail.com](mailto:phcapitaltd@gmail.com) or to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same.
- (vi) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (vii) Click on "Shareholders" module
- (viii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (viii).</li></ul>

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant “**P.H. CAPITAL LIMITED**” on which you choose to vote.
- (xvi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xxi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**19. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:**

- i). For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to phcapitaltd@gmail.com / investor@bigshareonline.com.
- ii). For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) phcapitaltd@gmail.com/ investor@bigshareonline.com.
- iii). The company/RTA shall co-ordinate with CDSL and provide the login credentials to the abovementioned shareholders.

**20. Instructions for shareholders attending the AGM through VC/OAVM are as under:**

- i). Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed



- ii). Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii). Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv). Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v). 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 atleast **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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at phcapitaltd@gmail.com (company email id). These queries will be replied to by the company suitably by email.
- vi). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**21. Instructions for shareholders for E-Voting during the AGM are as under:-**

- i). The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii). Only those shareholders, who are 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 available during the AGM.
- iii). If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv). Shareholders 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.

**22. Note for Non – Individual Shareholders and Custodians**

- i). Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.



- ii). A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv). The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v). A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi). Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [maurya.dhirendra@gmail.com](mailto:maurya.dhirendra@gmail.com) and to the Company at the email address viz; [phcapitaltd@gmail.com](mailto:phcapitaltd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

- 23. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date 23<sup>rd</sup> September ,2020 (Wednesday), only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
- 25. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.



26. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - [www.phcapital.in](http://www.phcapital.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.
27. For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:
- M/s. Bigshare Services Pvt Ltd  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai 400059, India.  
Tel: 022-6263 8200  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
28. As the 47<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.

**By order of Board of Directors  
For P H CAPITAL LIMITED  
Rikeen Pradip Dalal  
Director  
DIN: 01723446**

**Place: Mumbai  
Date: 21.08.2020**



## ANNEXURE TO NOTICE

### Explanatory Statement

#### PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

#### ITEM NO.3

Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Board of Directors of the Company at their meeting held on 11<sup>th</sup> November, 2019, appointed Mr. Rikeen Dalal as the Whole-time Director (WTD) of the Company for a period of 3 (three) years with effect from November 11, 2019 subject to approval of the Shareholders on the following terms and conditions including remuneration:

#### 1. Term of Office:

Name	Designation	Period
Mr. Rikeen Dalal	Whole time Director designated as ‘Executive Director	11 <sup>th</sup> November, 2019 upto 10 <sup>th</sup> November 2022.

#### 2. Remuneration:

Rs. 20,000/- per month (including basic salary, allowances, and perquisites) with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of Rs. 50,000/- per month (including basic salary, allowances, and perquisites). For the purpose of calculating the allowances and perquisites, valuation shall be done as per Income Tax Act and Rules made thereunder, wherever applicable and in the absence of any such rule, allowance and perquisites shall be valued at actual cost. Additionally, Mr. Rikeen Dalal would be paid a one-time bonus of upto Rs. 1,80,000/- at the start of his tenure as the Whole-time Director designated as ‘Executive Director’.

The annual revision of salary will be in the above range, provided the same is within the limits specified under Schedule V to the Companies Act, 2013, and will be subject to the approval of the Board of Directors (which may include any Committee thereof) of the Company.

Mr. Rikeen Dalal will be eligible for reimbursement of expenses incurred by him for and in the course of business of the Company upon submission of necessary invoices/proof of expenses. He shall also be eligible for use of Company’s car along with driver, running and maintenance expenses for the purposes of the business of the Company.



**3. Computation of Ceiling:**

The contribution to provident fund, gratuity and encashment of leave, if any, shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to Mr. Rikeen Dalal, Whole time Director, in accordance with the provisions of the Companies Act, 2013 or any amendments made therein.

**4. Minimum Remuneration:**

In the absence / inadequacy of profits in any financial year Mr. Rikeen Dalal, Whole time Director will continue be paid aforesaid remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the limits specified in para A of Section II of part of Schedule V to Companies Act, 2103.

**5. Other terms of Appointment:**

- a. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.
- b. In the event the WTD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the WTD unless specifically provided otherwise.
- d. If at any time, the WTD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the WTD.
- e. The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice:
  - if the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the WTD of any of the stipulations contained in the Agreement; or



- in the event the Board expresses its loss of confidence in the WTD.
- f. Mr. Rikeen Dalal shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Act. However, the re-appointment pursuant to retirement by rotation will not be deemed as break in the term of appointment.

Mr. Rikeen Dalal had been the Whole-time Director of the Company upto September 10, 2019 (date of previous AGM). He had conveyed his unwillingness to be re-appointed as the Whole-time Director and continue only as a Non-executive Director. However, upon request of the Board of Directors, Mr. Rikeen Dalal agreed to be re-appointed as the Whole-time Director with effect from November 11, 2019. The profile and specific areas of expertise of Mr. Rikeen Dalal are provided as annexure to this Notice.

The Board recommends the passing of resolution mentioned at Item No. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rikeen Dalal and Ms. Sejal Rikeen Dalal, to whom the resolution relates and their respective relatives are concerned or interested in the resolution mentioned at Item No. 3 of the Notice.

#### **ITEM NO. 4**

Section 149 of Companies Act, 2013 (“the Act”) read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia provide that an independent director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a further term of five consecutive year with the approval of the members through a special resolution.

Mr. Roshan I Jain (DIN: 03415934) was appointed as Independent Director on the Board of the Company for a period of five years with effect from September 29, 2014, in accordance with the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He held office as Independent Director of the Company upto September 29, 2019. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re- appointment of Mr. Roshan I Jain as Independent Director for a further period of 5 (five) years on the Board of the Company in accordance with the provision of Section 149(10) of the Act with effect from September 30, 2019 upto September 29, 2024.

Mr. Roshan I Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to continue to act as Independent Director.

The Company has received declaration from Mr. Roshan I Jain that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Roshan I Jain fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Roshan I Jain is independent of the management.



The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Roshan I Jain would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Roshan I Jain as Independent Director of the Company, not liable to retire by rotation and to hold office for a further period of 5 (five) consecutive years on the Board of the Company.

Details of Mr. Roshan I Jain are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Roshan I Jain for re-appointment as Independent Director of the Company. Copy of draft letter of appointment of Mr. Roshan I Jain setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board recommends the Special Resolutions set out at Item No. 4 of the Notice for approval by the members.

Mr. Roshan I Jain and his relatives may be deemed to be interested in the resolutions set out at Item No. 4 of the Notice with regard to his re-appointment.

#### **ITEM NO. 5**

Section 149 of Companies Act, 2013 (“the Act”) read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia provide that an independent director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a further term of five consecutive year with the approval of the members through a special resolution.

Mr. Mukesh Kumar Jain (DIN: 00291432) was appointed as Independent Director on the Board of the Company for a period of one year with effect from January 22, 2019, in accordance with the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He held office as Independent Director of the Company upto January 22, 2020. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re- appointment of Mr. Mukesh Kumar Jain as Independent Director for a further period of 1 (One) year on the Board of the Company in accordance with the provision of Section 149(10) of the Act with effect from January 23, 2020 upto January 22, 2021.



Mr. Mukesh Kumar Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to continue to act as Independent Director.

The Company has received declaration from Mr. Mukesh Kumar Jain that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Mukesh Kumar Jain fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Mukesh Kumar Jain is independent of the management.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Mukesh Kumar Jain would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Mukesh Kumar Jain as Independent Director of the Company, not liable to retire by rotation and to hold office for a further period of 1 (one) year on the Board of the Company.

Details of Mr. Mukesh Kumar Jain are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Mukesh Kumar Jain for re-appointment as Independent Director of the Company. Copy of draft letter of appointment of Mr. Mukesh Kumar Jain setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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

Mr. Mukesh Kumar Jain and his relatives may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice with regard to his re-appointment.

**By order of Board of Directors  
For P H CAPITAL LIMITED  
Rikeen Pradip Dalal  
Director  
DIN: 01723446**

**Place: Mumbai  
Date: 21.08.2020**