



## P. H. CAPITAL LTD.

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

### Notice convening Board of Directors Meeting

Serial Number of scheduled Board of Directors Meeting: 02/2025-26

**Date:** July 28, 2025

To

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

Dear Sirs / Madam,

This is to intimate that a Board Meeting of the P H Capital Limited ("**the Company**") is scheduled to be held on Monday, August 04, 2025 at 12 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 event that you are unable to attend the meeting, please inform the undersigned at your earliest convenience.

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

You are requested to attend the meeting.

Thank you,

**For P H Capital Limited**

Sd/-

**Rikeen Dalal**  
**Chairman & Whole-time Director**



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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 2025 - 2026 scheduled on Monday, August 04, 2025 at 12 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.

| Sr. No. | Subject Matter   | Enclosures /<br>Annexures /<br>Remarks  |
|---------|--|---|
| 1.      | <b>To elect the Chairman of the Meeting:</b><br><br><b>Explanatory Note:</b> Mr. Rikeen Dalal, to occupy the Chair and conduct the Board Meeting.<br><br>In the absence of the Chairman, the Board of Directors' to elect amongst the Directors' present to act as Chairman for the meeting.   |   |
| 2.      | <b>To take on record the quorum:</b><br><br><b>Explanatory Note:</b> The Chairman to record the quorum for the meeting.  |   |
| 3.      | <b>To grant leave of absence to Members, if any:</b><br><br><b>Explanatory Note:</b> 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.      | <b>To take note of the minutes of previous meeting of the Board of Directors of the Company:</b><br><br><b>Explanatory Note:</b> Minutes of the proceedings of the previous Board of Directors Meeting of the Company dated May 22, 2025 enclosed herewith, will be placed before the meeting for noting by the Board and signature of the Chairman.   | <b>Annexure 1:</b><br>Minutes of Board Meeting dated May 22, 2025                     |
| 5.      | <b>To note the minutes of the previous meeting of the Nomination &amp; Remuneration Committee:</b><br><br><b>Explanatory Note:</b> Minutes of the proceedings of the previous Nomination & Remuneration Committee will be placed before the meeting for perusal and noting by the Board.   | <b>Annexure 2:</b><br>Minutes of Previous Nomination & Remuneration Committee Meeting |
| 6.      | <b>To note the minutes of the previous meeting of the Audit Committee:</b><br><br><b>Explanatory Note:</b> Minutes of the proceedings of the previous Audit Committee will be placed before the meeting for perusal and noting by the Board.   | <b>Annexure 3:</b><br>Minutes of Previous Audit Committee Meeting                     |
| 7.      | <b>To take note of Ms. Rakhi Sharma as Non-Executive Independent Director of the Company</b><br><br><b>Explanatory Note:</b> The Company had, through its Postal Ballot Notice dated May 22, 2025, sought the approval of shareholders for the appointment of Ms. Rakhi Sharma as a Non-Executive Independent Director. The shareholders, by way of a special resolution deemed to be passed on June 27, 2025, approved her appointment for a term of five (5) years commencing from May 22, 2025, and ending on May 21, 2030.<br><br>The results of the postal ballot and the Scrutinizer's Report dated June 28, 2025, issued by M/s D Maurya and Associates, Practicing Company Secretary, are being circulated along with the agenda papers. | <b>Annexure 4:</b><br><br>Voting Results and Scrutinizers Report                      |



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|    | The Board is requested to take note of the same.   |  |
| 8. | <p><b>To take note of the reports submitted with the Stock Exchange (BSE) in the previous quarter:</b></p> <p><b>Explanatory Note:</b> Pursuant to applicable provisions or SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, every listed Company is required to file quarterly / yearly returns/ reports with the Stock Exchanges. Hence, the Board is requested to take note of all the returns / reports submitted with BSE for the previous quarter i.e. 01.04.2025 to 30.06.2025.</p>  | <p><b>Annexure 5:</b></p> <ol style="list-style-type: none"><li>1.Reconcilairtio n of Share Capital Report</li><li>2. Certificate under Regulation 74(5) of the SEBI (Depository Participant) Regulations, 1996.</li><li>3. Shareholding Pattern</li><li>4. Integrated Governance Report</li></ol> |
| 9. | <p><b>To consider and approve the Unaudited Financial Results including the Statement of Profit and loss for the first quarter ended June 30, 2025 AND to take note of Limited Review Report for the first quarter ended June 30, 2025:</b></p> <p><b>Explanatory Note:</b> Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed company, unless exempt under Regulation 15 of Listing Regulations, is required to approve and publish its financial results on a quarterly basis. In compliance with this requirement, the Company has prepared the unaudited financial results for the quarter and financial year to date ended June 30, 2025. These results, including the Statement of Profit and Loss for the first quarter ended June 30, 2025 (collectively referred to as the "Unaudited Financial Results"), will be tabled before the Board for consideration and approval at the meeting.</p> <p>A Certificate from the Whole-time Director and Chief Financial Officer of the Company will be placed before the Board affirming that the Unaudited Financial Results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.</p> <p>The draft Limited Review Report for the first quarter ended June 30, 2025 issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants will also be tabled at the meeting.</p> <p>The Board is requested to consider the said Unaudited Financial Results and severally authorize Mr. Rikeen Dalal, Whole-time Director to sign the said results on its behalf and then arrange to release it for publication.</p> <p>The Board is also requested to consider passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> | <p><b>Annexure 6:</b></p> <ol style="list-style-type: none"><li>1. Draft Unaudited Financial Results</li><li>2. Statutory Auditor's Limited Review Report</li></ol>  |



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|    | <p><b>"RESOLVED THAT</b> pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Unaudited Financial Results of the Company for the first quarter ended June 30, 2025 as placed before the meeting be and are hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to sign the aforesaid Unaudited Financial Results on behalf of the Board of Directors of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> draft Limited Review Report for the first quarter ended June 30, 2025 as issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants be and are hereby taken on record by the Board of Directors of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to send the above Unaudited Financial Results to BSE Limited, where the Company's equity shares are listed AND arrange to get the Unaudited 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><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director be and are hereby authorized to arrange to upload the said financial results on BSE portal and on the website of the Company AND THAT be further authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution."</p> |  |
| 10 | <p><b>To take note of resignation of Ms. Yashdha Neema as the Company Secretary and Compliance Officer of the Company.</b></p> <p><b>Explanatory Note:</b> The Chairman will place before the Board the resignation of Ms. Yashdha Neema from the position of Company Secretary and Compliance Officer of the Company, effective June 15, 2025. Ms. Neema has decided to step down in order to grow professionally and acquire new secretarial skills with changing laws and regulations day by day.</p> <p>The Board will be requested to take note of the resignation of Ms. Yashdha Neema as the Company Secretary and Compliance Officer of the Company by passing the following resolution with or without modification:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> the Board be and hereby takes note of the resignation of Ms. Yashdha Neema (Membership No. 71458) as the Company Secretary and Compliance Officer of the Company with effect from June 15, 2025.</p> <p><b>RESOLVED FURTHER THAT</b> The Board be and hereby extends its sincere appreciation to Ms. Yashdha Neema for her valuable contributions and dedicated service during her tenure.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and hereby takes note of the Form DIR-12 filed for resignation of Ms. Yashdha Neema with the Registrar of Companies."</p>   | <p><b>Annexure 7:</b><br/>Resignation Letter</p>     |
| 11 | <p><b>To appoint Ms. Simran Agarwal (Membership No. A68667) As A Company Secretary, Compliance Officer and Nodal Officer of the Company.</b></p>   | <p><b>Annexure 8:</b><br/>1. Profile<br/>2. ICSI</p> |



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|    | <p><b>Explanatory Note:</b> Pursuant to the resignation of Ms. Yashdha Neema as the Company Secretary and Compliance Officer of the Company, the management has recommended the appointment of Ms. Simran Agarwal (Membership No. A68667) as Company Secretary, Compliance Officer and Nodal Officer of the Company. The profile of Ms. Simran Agarwal (Membership No. A68667) is being circulated along with the agenda papers for her proposed appointment as Company Secretary, Key Managerial Personnel (KMP), Compliance Officer and Nodal Officer of the Company. The consent to act as Company Secretary, Compliance Officer and Nodal Officer from Ms. Simran will also be placed before the Board.</p> <p>The Board will be requested to evaluate the profile and if deemed fit, recommend the appointment to the Board by passing the following resolution with or without modification:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p>"<b>RESOLVED THAT</b> 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 relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), based on the recommendation of Nomination &amp; Remuneration Committee, the consent of the Board of Directors be and is hereby accorded to appoint Ms. Simran Agarwal, an Associate member of the Institute of Companies Secretaries of India holding membership No. 68667 as the Company Secretary and Compliance Officer of the Company w.e.f August 04, 2025 at such remuneration 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>"<b>RESOLVED FURTHER THAT</b> Ms. Simran Agarwal, be and is hereby appointed &amp; 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 04, 2025."</p> <p>"<b>RESOLVED FURTHER THAT</b> Ms. Simran Agarwal, be and is hereby appointed &amp; designated as the Nodal Officer of the Company as per Rule 7(2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 with effect from August 04, 2025."</p> <p>"<b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal and Mrs. Sejal Dalal, Directors of the Company be and is 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> | <p>Membership Allotment letter</p> <p>3. Consent to act as Company Secretary &amp; Compliance Officer.</p> |
| 12 | <p><b>To approve the purchase of premises owned by Ruby Multimedia Private Limited, Related Party of the Company.</b></p> <p><b>Explanatory Note:</b> The Company proposes to purchase premises located at 5-</p>  | <p><b>Annexure 9:</b><br/>Draft Sale Deed along with Valuation</p>   |



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|    | <p>D, Kakad House, 5th Floor, A-Wing, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400 020, which currently serves as the Registered Office of the Company, from Ruby Multimedia Private Limited, a Related Party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The proposed transaction will be undertaken at a consideration not exceeding Rs. 7.25 Crores/- (Indian Rupees Seven Crores and Twenty-Five Lakhs) excluding applicable stamp duty, registration charges, and other incidental expenses. The acquisition is aimed at meeting the Company's long-term operational and strategic requirements.</p> <p>The transaction is proposed to be conducted on an arm's length basis, supported by a valuation report to be placed before the Board. The Board will be required to review and evaluate key commercial terms including the valuation, pricing, property title, due diligence findings, strategic rationale, and overall benefits to the Company.</p> <p>As Mr. Rikeen Dalal and Mrs. Sejal Dalal are related parties and deemed to be interested in this transaction, they will be requested to recuse from deliberation and voting on this item.</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions and based on the recommendation of Audit Committee, the Board of Directors be and hereby approves the purchase of premises situated at 5-D, Kakad House, 5th Floor, A-Wing, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400 020 which is the Registered Office of the Company, by the Company from Ruby Multimedia Private Limited, a related party of the Company at a consideration not exceeding Rs. 7.25 Crores/- (Indian Rupees Seven Crores and Twenty-Five Lakhs) excluding stamp duty, registration cost and other related expenses.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and hereby noted that the transaction is being carried out at arm's length basis and towards the normal functioning of the Company, and is satisfied with the justification provided by the management in this regard.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Samir Desai, Chief Financial Officer be and is hereby authorised to take all necessary steps to give effect to the above resolution, including finalising and executing relevant agreements, documents, deeds, and making necessary filings or disclosures as may be required under applicable laws."</p> | Report for the premises   |
| 13 | <p><b>To review, approve and recommend the Policy on Materiality of Related Party Transactions.</b></p> <p><b>Explanatory Note:</b> As per Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to formulate a policy on materiality of related party transactions and dealing with related party transactions, which must be reviewed by the Board of Directors at least once in every three years.</p>   | <p><b>Annexure 10:</b><br/>Draft revised policy on materiality of related party transactions and dealing with related party</p> |



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|    | <p>The existing Policy on Materiality of Related Party Transactions was last reviewed and approved by the Board in August 2022. In line with the regulatory requirement, the policy is now due for its periodic review.</p> <p>To align the policy with the latest regulatory developments, the management has proposed certain modifications. These proposed changes will be reviewed by the Audit Committee in its meeting preceding this Board meeting. Based on the Audit Committee's recommendation, the Board is requested to consider and if deemed fit, approve the revised policy (with or without modifications) by passing the following resolutions:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions and on the recommendation of the Audit Committee, the Board of Directors be and hereby approve the Policy on Materiality of Related Party Transactions, as placed before the Board, and confirms that the Policy continues to be appropriate and in compliance with applicable regulatory requirements."</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors be and hereby authorize Mr. Rikeen Dalal, Whole-time Director or Mr. Samir Desai, Chief Financial Officer of the Company to upload the said approved policy on the website of the Company and to the stock exchange if required."</p> | transactions   |
| 14 | <p><b>To take note of the Secretarial Audit Report for the Financial year 2024-2025.</b></p> <p><b>Explanatory Note:</b> 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 the Secretarial Auditor of the Company, in Form MR-3.</p> <p>The Secretarial Audit Report as received from Secretarial Auditor of the Company viz., M/s. D Maurya and Associates, Practicing Company Secretaries for the year ended March 31, 2025 will be placed at the Meeting.</p> <p>The Board will be requested to consider and take note of the contents of the above report.</p>  | <b>Annexure 11:</b><br>Secretarial Audit Report for Financial year 2024-2025   |
| 15 | <p><b>To consider Directors' Report, Management Discussion &amp; Analysis Report and Corporate Governance Report for The Financial Year 31<sup>st</sup> March, 2025:</b></p> <p><b>Explanatory Note:</b> The draft Corporate Governance Report, draft Directors' Report alongwith Management Discussion &amp; Analysis Report including annexures therewith (collectively referred to as "Annual Report") is being circulated to the Board Members along with notice and agenda of this meeting and will be placed before the Board for its approval.</p> <p>Based on the discussion and suggestions by the Members, the Board, if thought fit will pass the following resolution:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to Section 134 (3) of the Companies Act, 2013 and Rules made thereunder and any other applicable provisions of the</p>  | <b>Annexure 12:</b><br><br>1.Draft Corporate Governance Report<br>2. Draft Directors' Report<br>3. Management Discussion & Analysis Report |



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|    | <p>Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Directors' Report, Management Discussion &amp; Analysis Report and Corporate Governance Report including annexures therewith (collectively referred to as "Annual Report") for the Financial Year ended on 31<sup>st</sup> March, 2025 as placed before the Board be and are hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Chairman and/or Mrs. Sejal Dalal, Directors of the Company be and are hereby jointly authorised to sign the aforesaid Directors' Report, Management Discussion &amp; Analysis Report and Corporate Governance Report on behalf of the Board of Directors of the Company."</p>  |  |
| 16 | <p><b>To consider and recommend the re-appointment of Mr. Rikeen Pradip Dalal (DIN- 01723446), Director of the Company, who is liable to retire by rotation.</b></p> <p><b>Explanatory Note:</b> The Chairman requested the Board to consider and recommend re-appointment of Mr. Rikeen Pradip Dalal (DIN- 01723446), Director of the Company, who shall cease to hold office on conclusion of the ensuing Annual General Meeting through retirement by rotation and has expressed his willingness to continue as a Director.</p> <p>The Board is requested to consider the said recommendation and if approved pass the following resolution(s), with or without modification(s):</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to provisions of Section 152 of Companies Act, 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and on the recommendation of Nomination &amp; Remuneration Committee of the Company, Mr. Rikeen Pradip Dalal (DIN- 01723446), Director of the Company , who retires by rotation in the ensuing Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company on current designation on the payment of same remuneration, subject to the approval of members in the ensuing Annual General Meeting.</p> <p><b>RESOLVED FURTHER THAT</b> any of the directors of the company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including issue of certified true copy of this resolution."</p> |  |
| 17 | <p><b>To consider fixation of e-voting period and determination of the Cut-Off Date of the Register of Members for the purpose of ensuing Annual General Meeting:</b></p> <p><b>Explanatory Note:</b> The Company is planning to schedule 52<sup>nd</sup> Annual General Meeting on Thursday, 11<sup>th</sup> September, 2025. As per relevant rules of the Companies (Management and Administration) Rules, 2014, The e-voting period will commence at least three days before the date of the Annual General Meeting and will remain open until 5:00 PM on the day preceding the meeting. Therefore, the E-voting period for the Annual General Meeting is proposed to remain open from Monday, 8<sup>th</sup> September, 2025 (9.00 a.m) to Wednesday, 10<sup>th</sup> September, 2025 (5:00 p.m.) (both days inclusive) for the purpose of taking a record of the Shareholders on the date of Annual General Meeting.</p>  |  |





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|    | <p>As per the relevant rules of the Companies (Management and Administration) Rules, 2014, cut-off requires to be fixed for the determination of eligibility of members allowed to vote by electronic means or in general meeting. The Board is requested to approve Thursday, 4<sup>th</sup> September, 2025 i.e. seven days before the date of general meeting.</p> <p>The Board is requested to consider the cut-off date and E-voting period for ensuing Annual General Meeting and if thought fit to pass the following resolution:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> the e-voting period shall start from Monday, 8<sup>th</sup> September, 2025 (9.00 a.m.) to Wednesday, 10<sup>th</sup> September, 2025 (5.00 p.m.) for the purpose of 52<sup>nd</sup> Annual General Meeting.</p> <p><b>RESOLVED FURTHER THAT</b> the cut-off date for determination of eligible members allowed to vote by electronic means or in general meeting is Thursday, 4<sup>th</sup> September, 2025.</p> <p><b>RESOLVED FURTHER THAT</b> a notice to this effect be given to the Stock Exchanges and a public notice be published in the two newspapers in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.</p> <p><b>RESOLVED FURTHER THAT</b> any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and matters as may be considered necessary and expedient to give effect to the aforesaid resolution."</p> |  |
| 18 | <p><b>To approve the appointment of Bigshare Services Private Limited for availing services of Video Conferencing and E-voting platform for the 52<sup>nd</sup> Annual General Meeting:</b></p> <p>The Board of Directors shall be informed that as the Company is planning to schedule 52<sup>nd</sup> Annual General Meeting on Thursday, 11<sup>th</sup> September, 2025. It is proposed to avail services from Bigshare Services Private Limited ("Bigshare") for the Video Conferencing ("VC") and e-voting platform for the proposed Annual General Meeting.</p> <p>In furtherance to the same, the Board of Directors shall consider and approve the appointment of Bigshare by passing following resolution with or without modification(s):</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> Bigshare Services Private Limited ("Bigshare") be and is hereby appointed for using platform of Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and E-Voting at the 52<sup>nd</sup> Annual General Meeting.</p> <p><b>RESOLVED FURTHER THAT</b> any or all of the directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to take such steps as may be necessary in relation to the above and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for</p>  |  |



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|    | the purpose of giving effect to the aforesaid Resolution."  |  |
| 19 | <p><b>To consider &amp; approve the appointment of Practicing Company Secretary to act as the Scrutinizer for the Annual General Meeting:</b></p> <p>Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company will have to provide e-voting facility to the Shareholders and poll at the ensuing Annual General Meeting for the purpose recording the votes of the members of the Company on agenda items as mentioned in the notice of the 52<sup>nd</sup> Annual General Meeting.</p> <p>The Management has discussed the matter with M/s. D Maurya and Associates, Practicing Company Secretary (Peer Review No. 2544/2022 and CP No.: 9594)), Mumbai acting through its proprietor Mr. Dharendra Maurya (Membership No: A22005) for the same. The proposal received from M/s. D Maurya and Associates to act as the Scrutinizer will be placed at the meeting for your kind perusal.</p> <p>The Board will be requested to consider and approve appointment of M/s. D Maurya and Associates, Practicing Company Secretary act as Scrutinizer to give report on e-voting and poll at ensuing Annual General Meeting.</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> the Board be and hereby approves the appointment of M/s. D Maurya and Associates, Practicing Company Secretaries (Peer Review No. 2544/2022 and CP No.: 9594) acting through Mr. Dharendra Maurya (Membership No: A22005) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process and voting by polls at the ensuing Annual General Meeting in a fair and transparent manner and to give his report on e-voting and poll at ensuing Annual General Meeting.</p> <p><b>RESOLVED FURTHER THAT</b> M/s. D Maurya and Associates, Practicing Company Secretaries be paid such sum plus out of pocket expenses and applicable taxes for its aforesaid services as maybe mutually decided by the Board and the Scrutinizer.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Chairman and Whole-time Director and/or Mrs. Sejal Dalal, Non-Executive Director of the Company be and are hereby severally authorised to do all acts, deeds, things and matters as may be considered necessary and expedient to give effect to the aforesaid resolution."</p> |  |
| 20 | <p><b>To consider and approve day, date, time, venue and Notice of 52<sup>nd</sup> Annual General Meeting:</b></p> <p><b>Explanatory Note:</b> Pursuant to Section 96 of the Companies Act, 2013, every company shall hold a General Meeting annually within a period of six months from the end of financial year.</p> <p>The Board will be requested to consider and approve day, date, time, venue and draft notice of 52<sup>nd</sup> Annual General Meeting.</p> <p>The Chairman informed that the Management of the Company is proposing to hold the 52<sup>nd</sup> Annual General Meeting of the Shareholders of the</p>  |  |



## 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

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|----|---|--|
|    | <p>Company on Thursday, 11<sup>th</sup> September, 2025 at 12:00 Noon.</p> <p>The draft Notice of the 52<sup>nd</sup> Annual General Meeting will be tabled at the meeting.</p> <p>Based on the consideration and discussion, the Board, if thought fit will pass the following resolution:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to Section 96 of the Companies Act, 2013 Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Fifty - Second (52<sup>nd</sup>) Annual General Meeting of the Members of the Company be convened on Thursday, 11<sup>th</sup> September, 2025 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as approved by the Ministry of Corporate Affairs for which the deemed venue shall be the Registered Office of the Company at 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg, Opp. Liberty Cinema, New Marine Lines, Mumbai – 400020.</p> <p><b>RESOLVED FURTHER THAT</b> the draft notice of Fifty – Second (52<sup>nd</sup>) Annual General Meeting as placed before the meeting be and is hereby approved and Mr. Rikeen Dalal, Chairman and Whole-time Director and/or Mrs. Sejal Dalal, Director of the Company be and are hereby severally authorised to sign the aforesaid notice.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Chairman and Whole-time Director and/or Mrs. Sejal Dalal, Director of the Company be and are hereby severally authorised to send the aforesaid notice to the Members of the Company and also to all others who are entitled to receive the same."</p> |  |
| 21 | <p><b>Any other Business with the permission of Chairman.</b></p> <p>The Board shall discuss the matter which is not specified in the above agenda items in the meeting with the consent of the majority of the Directors and with the permission of the Chairman of the Board Meeting.</p>   |  |
| 22 | <p><b>Vote of Thanks and Close of Meeting</b></p>   |  |

Thanking you,  
**For PH CAPITAL LIMITED**

Sd/-  
**Rikeen Dalal**  
**Chairman & Whole-time Director**