



## P. H. CAPITAL LTD.

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

### Notice convening Board of Directors Meeting

Serial Number of scheduled Board of Directors Meeting: 01/2024-25

**Date: May 16, 2024**

To

Mr. Rikeen Dalal	... Whole-time 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 the P H Capital Limited ("**the Company**") is scheduled to be held on Thursday, May 23, 2024 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.

The Members of the Board are requested to take note that a facility to attend the meeting via video conferencing shall be made available to attend the meeting through video-conferencing. In case any member wishes to attend the meeting through Video- Conferencing facility, then such Member is requested to intimate the undersigned (Email Id: [phcapitaltd@gmail.com](mailto:phcapitaltd@gmail.com) ), 3 days before the Meeting in order to enable the company to make requisite arrangement.

Further, in the situation of your inability to attend the meeting; you are requested to communicate to the undersigned.

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

You are requested to attend the meeting.

Thank you,

**For P H Capital Limited**

Sd/-  
**Yashdha Neema**  
**Company Secretary and Compliance Officer**

**Place: Mumbai**



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Agenda for the First Meeting of the Board of Directors of P H Capital Limited (**"the Company"**) for the Financial Year 2024 - 2025 scheduled on Thursday, May 23, 2024 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 / Annexures / Remarks
1.	<b>To elect the Chairman of the Meeting:</b>  <b>Explanatory Note:</b> Mr. Rikeen Dalal, to occupy the Chair and conduct the Board Meeting.  In the absence of the Chairman, the Board of Directors' to elect amongst the Directors' present to act as Chairman for the meeting.	
2.	<b>To take on record the quorum:</b>  <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>  <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>  <b>Explanatory Note:</b> Minutes of the proceedings of the previous Board of Directors Meeting of the Company dated March 18, 2024 enclosed herewith, will be placed before the meeting for noting by the Board and signature of the Chairman.	<b>Annexure 1:</b> Minutes of Board Meeting dated March 18, 2024
5.	<b>To note the minutes of the previous meeting of the Corporate Social Responsibility Committee:</b>  <b>Explanatory Note:</b> Minutes of the proceedings of the previous Corporate Social Responsibility Committee will be placed before the meeting for perusal and noting by the Board.	<b>Annexure 2:</b> Minutes of Previous Corporate Social Responsibility Committee Meeting
6.	<b>To take note of Annual Declarations/ Confirmations received under various legislations for the Financial Year 2024-25:</b>  <b>Explanatory Note:</b>  a) <b><u>Disclosures of interest by the Directors and Key Managerial Personnel under Section 184 (1) and Section 189 (2) of the Companies Act, 2013 and rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and the disclosure of indirect interest:</u></b>  The Board is be and hereby informed that pursuant to the provisions of Section 184 and Section 189 of the Companies Act,2013 read with rule 9(1) of the Companies (Meetings of the Board and its Powers) Rules, 2014, the notices in Form MBP-1 from the Directors and Key Managerial Personnel of the Company, disclosing their concern or interest in other Company(ies) or	<b>Annexure 3:</b>  Annual Disclosures received from the Directors and Key Managerial Personnel of the Company



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bodies corporate (including shareholding interest), firms or other association of individuals etc., will be placed at the Meeting.

The Board is requested to take note of the same.

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

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

The Board is requested to take note of the same.

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

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

The Board is requested to take note of the same.

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

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

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**e) Declaration pursuant to Securities Exchange and Board of India (Prohibition of Insider Trading) Regulations, 2015, given by the Designated Persons of the Company:**



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	<p>The Board is be and hereby informed that the declaration pursuant to Securities Exchange and Board of India (Prohibition of Insider Trading) Regulations, 2015, received from the Designated Persons of the Company, will be placed at the Meeting.</p> <p>The Board is requested to take note of the same.</p> <p><b>f) <u>Confirmation regarding non-debarment or disqualification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</u></b></p> <p>The Board be and is hereby informed that in terms of BSE Circular No. List/Comp/14/2018-19 dated June 20, 2018, the Directors have confirmed that none of them are debarred or disqualified from continuing as Director of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.</p> <p>The Board is requested to take note of the same.</p>	
7.	<p><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. 01.01.2024 to 31.03.2024.</p>	<p><b>Annexure 4:</b></p> <ol style="list-style-type: none"><li>1.Reconciliation of Share Capital Report</li><li>2. Certificate under Regulation 74(5) of the SEBI (Depository Participant) Regulations, 1996.</li><li>3. Investor Grievance Report</li><li>4. Shareholding Pattern</li><li>5. Corporate Governance Report</li><li>6. Compliance Certificate under Regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.</li><li>7. Certificate under Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements),</li></ol>



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		Regulations, 2015.
8.	<p><b>To consider and approve the Audited Financial Results including the Statement of Assets and Liabilities, Statement of Profit and loss and Cash Flow Statement for the quarter and financial year ended March 31, 2024 AND to take note of Audit Report for the quarter and financial year ended March 31, 2024:</b></p> <p><b>Explanatory Note:</b> The Audited Financial Results for the quarter and year ended March 31, 2024 including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cash flow for half year ended March 31, 2024 will be tabled at the meeting.</p> <p>The draft Audit Report for the quarter and financial year ended March 31, 2024 issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants will also be tabled at the meeting.</p> <p>A Certificate from the Whole-time Director and Chief Financial Officer of the Company will be placed before the Board affirming that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.</p> <p>The Board is requested to consider the said Audited Financial Results and severally authorize Mr. Rikeen Dalal, Whole-time Director to sign the said results on its behalf and then arrange to release it for publication.</p> <p>The Board is also requested to consider passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> the Audited Financial Results of the Company for the quarter and year ended March 31, 2024 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 Audited Financial Results on behalf of the Board of Directors of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> Audit Report for the quarter and year ended March 31, 2024 as issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants be and hereby taken on record by the Board of Directors of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director be and are hereby authorized to send the above audited financial results to the BSE Limited, where the Company's equity shares are listed AND 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><b>Annexure 5 :</b></p> <p>Draft Financial Results and Auditor's Report</p>



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	<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 he be further authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution."</p>	
9.	<p><b>To approve Annual Audited Financial Statements of the Company for the Financial Year Ended March 31, 2024</b></p> <p><b>Explanatory Note:</b> The Chairman is requested to present before the Board, the Draft Annual Financial Statements for the financial year ended March 31, 2024 along with Notes forming part of the accounts for the approval and comments of the Board.</p> <p>The Board is requested to discuss and deliberate on the same and thereafter approve the same by passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p>"<b>RESOLVED THAT</b> pursuant to the provisions of Section 129, 134 read with Companies (Accounts) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Draft Annual Financial Statements for the financial year ended March 31, 2024 including Balance Sheet of the Company as at March 31, 2024 and the Profit and Loss account for the year ending March 31, 2024 along with the Notes appended thereto and Cash Flow Statement for the year ending March 31, 2024 placed before the Board and initialed by the Chairman for the purpose of identification, be and are hereby approved and the same is recommended to the members of the Company for adoption in the forthcoming Annual General Meeting."</p> <p><b>RESOLVED FURTHER THAT</b> the Board hereby severally authorises Mr. Rikeen Dalal, Chairman and Whole-time Director, Mrs. Sejal Dalal, Director, Mr. Samir Desai, the Chief Financial Officer and Ms. Yashdha Neema, Company Secretary of the Company to sign the Financial Statements and submit duly signed Financial Statements to the Statutory Auditors for their report thereon."</p>	<p><b>Annexure 6:</b> Draft Annual Audited Financial Statements</p>
10.	<p><b>To take note of the Auditor's Report for the Financial Year ended March 31, 2024</b></p> <p><b>Explanatory Note:</b> The Chairman is requested to place before the Board, the Draft Auditor's Report on the Balance Sheet as at March 31, 2024 and the Profit and Loss account for the year ended March 31, 2024 issued by the M/s S.P. Jain &amp; Associates, Chartered Accountants, Statutory Auditors' of the Company for the perusal and comments of the Board.</p> <p>The Board is requested to peruse and take note of the same by passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p>"<b>RESOLVED THAT</b> the Auditor's Report on the Balance Sheet as at</p>	<p><b>Annexure 7:</b> Draft Auditor's Report</p>



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	<p>March 31, 2024 and the Profit and Loss account for the year ended March 31, 2024 issued by M/s S.P. Jain &amp; Associates, Chartered Accountants, Statutory Auditors' of the Company as placed before the Board be and is hereby taken on record and noted and thereafter is recommended to the members of the Company for adoption in the forthcoming Annual General Meeting.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director of the Company, be and is, hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."</p>	
11.	<p><b>To consider and approve appointment of Ms. Minal Agarwal, Chartered Accountant as the Internal Auditor of the Company for the Financial Year 2024-25.</b></p> <p><b>Explanatory Note:</b></p> <p>The Board be and is hereby informed that as per Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company is required to conduct internal audit and accordingly appoint a Chartered Accountant or Cost Accountant for the purpose of conducting the internal audit of the Company.</p> <p>Ms. Minal Agarwal, Chartered Accountant had been appointed as the Internal Auditor of the Company for the financial year 2023-24. Based on her previous year's performance as the Internal Auditor of the Company and the recommendation of the Audit Committee at the meeting held before this Board Meeting, the Board shall consider and recommend the appointment of Ms. Minal Agarwal (Membership. No. 172163), Chartered Accountant, as the Internal Auditors, along with their remuneration, for the period commencing from April 01, 2024 to March 31, 2025.</p> <p>The Board is requested to consider passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p>"<b>RESOLVED THAT</b> on the basis of recommendation of the Audit Committee and pursuant to the provisions of Section 138 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Board be and is hereby accorded for the appointment of Ms. Minal Agarwal (Membership. No. 172163), Chartered Accountant as the Internal Auditor of the Company for the Financial Year 2024-25 at such remuneration as may be mutually agreed between the Audit Committee of the Company and the Internal Auditor.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director of the</p>	



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	<p>Company be and is hereby authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies, signing the engagement letter and such other things as may be necessary or expedient to implement this Resolution."</p>	
12.	<p><b>To consider and approve appointment of M/s. Dharendra Maurya and Associates, Practicing Company Secretaries as Secretarial Auditor for the purpose conducting secretarial audit of the Company for the Financial Year 2024-25.</b></p> <p><b>Explanatory Note:</b></p> <p>The Board be and is hereby informed that as per Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, every listed company is required to annex Secretarial Audit Report with its Board Report. Accordingly, it is proposed to appoint M/s Dharendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), for the purpose of conducting secretarial audit for the Company for the financial year 2024-25.</p> <p>The Audit Committee at its Meeting held before the Board Meeting shall review the matter for appointment of M/s Dharendra Maurya and Associates as Secretarial Auditor for the purpose of conducting secretarial audit for the Company for the Financial Year 2024-25.</p> <p>The Board shall consider the recommendation of Audit Committee and accordingly consider the above proposal.</p> <p>The Board is requested to consider passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to provision of section 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the Board be and is hereby accorded to appoint M/s Dharendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), for conducting secretarial audit of the Company for the financial year 2024-25 on such terms and conditions as may be decided by the Audit Committee of the Company and Secretarial Auditor.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director of the Company be and is hereby authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms, if any. with the concerned Registrar of Companies, sign the engagement letter and such other things as may be necessary or expedient to implement this Resolution."</p>	
13.	<p><b>To consider and approve appointment of M/s. Dharendra Maurya and Associates, Practicing Company Secretaries for the purpose of conducting Secretarial Compliance and issuing the Secretarial</b></p>	





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	<p><b>Compliance Report for the Company for the Financial Year 2024-25.</b></p> <p><b>Explanatory Note:</b></p> <p>Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company has to undertake Annual Secretarial Compliance and submit the report within sixty days from the end of financial year to the stock exchange. Accordingly, it is proposed to appoint M/s Dhirendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), the purpose of conducting Secretarial Compliance and issuing secretarial compliance report of the Company for the financial year 2024-25.</p> <p>The Audit Committee at its Meeting held before the Board Meeting shall review the matter for appointment of M/s Dhirendra Maurya and Associates for the purpose of conducting secretarial compliance and issuing the secretarial compliance report for the Company for the Financial Year 2024-25.</p> <p>The Board shall consider the recommendation of Audit Committee and accordingly consider the above proposal.</p> <p>The Board is requested to consider passing the resolutions as per the draft appended below:</p> <p><b><u>DRAFT RESOLUTIONS:</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to provisions of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the consent of the Board be and is hereby accorded to appoint M/s Dhirendra Maurya and Associates, Practicing Company Secretaries (Certificate of Practice Number: 9594 and Membership. No.: 22005), for conducting secretarial compliance and issuing the secretarial compliance report to the Company for the financial year 2024-25 on such terms and conditions as may be decided by the Audit Committee of the Company and appointee.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Rikeen Dalal, Whole-time Director of the Company be and is hereby authorized to do all such acts, deeds and matters including but not limited to sign the engagement letter and such other things as may be necessary or expedient to implement this Resolution."</p>	
14.	<p><b>To provide general authorization to sign various returns, forms, documents etc. filed with various regulatory authorities.</b></p> <p><b>Explanatory Note:</b> The Board be and is hereby informed that as per Companies Act, 2013, the Company is mandated to be file various returns, forms, documents etc. with various regulatory authorities including the Ministry of Corporate Affairs from time-to-time and it is desired to authorize the Directors of the Company in order to ensure smooth and timely compliance.</p> <p>The Board is requested to consider passing the resolutions as per the</p>	



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	draft appended below:  <b><u>DRAFT RESOLUTIONS:</u></b>  “ <b>RESOLVED THAT</b> Mr. Rikeen Dalal, Whole-time Director, Mrs. Sejal Dalal , Director, Mr. Sameer Desai, Chief Financial Officer and Ms. Yashdha Neema, Company Secretary of the Company be and are hereby severally authorised to sign, file and submit statutory forms, returns and other documents to be submitted to the Registrar of Companies, Ministry of Corporate Affairs or any other statutory / regulatory / Government authority under the Companies Act, 2013 or any other legislation(s) (including the rules and other addendums thereto) and any amendment or modification thereto.”	
15.	<b>Any other Business with the permission of Chairman.</b>  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.	
16.	<b>Vote of Thanks and Close of Meeting</b>	

Thanking you,

**For P H Capital Limited**

Sd/-

**Yashdha Neema**

**Company Secretary and Compliance Officer**

**Place: Mumbai**

**Date: May 16, 2024**