



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

P.H. CAPITAL LIMITED

(CIN: L74140MH1973PLC016436)

Registered Office: 5D, Kakad House, 5th 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

NOTICE is hereby given that the Forty Ninth Annual General Meeting of the Members of **P. H. CAPITAL LIMITED ('The Company')** will be held on Thursday, September 29, 2022 at 02.00 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 Statement of the Company for the Financial Year ended 31st March 2022, 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.
3. To appoint M/s S. P. Jain & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s S. P. Jain & Associates, Chartered Accountants (Firm Registration No. 103969W) be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. Sanjay Raja Jain & Company, Chartered Accountants (Firm Registration No. 120132W) whose tenure expires at this Annual General Meeting, for the term of five consecutive years commencing from the conclusion of this 49th Annual General Meeting till the conclusion of the Annual General Meeting to be held in the financial year 2026-2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

Special Business:

4. **RE-APPOINTMENT OF MR. RIKEEN PRADIP DALAL (HOLDING DIN: 01723446) AS WHOLE-TIME 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, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on August 09, 2022, the consent of the members be and is hereby

accorded for the re-appointment of Mr. Rikeen Pradip Dalal (holding DIN: 01723446) as a Whole Time Director of the Company, for a period of 5 years, with effect from 11th November 2022 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rikeen Pradip Dalal, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed 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."

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



**Rikeen Pradip Dalal
Director
DIN: 01723446**

Place: Mumbai

Date: September 5, 2022

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May, 2022, respectively and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the SEBI (hereinafter collectively referred to as "the Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31st December, 2022. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 49th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 13th January, 2021, in continuation and read with its Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as

the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to section 105 of Companies Act, 2013, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and therefore Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. 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.
6. In compliance with the MCA Circular No. 02/2022 dated 5th May 2022 in continuation to its earlier General Circulars Circular No. 02/2021 dated 13th January, 2021, 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.phcapital.in. The Notice can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange ("BSE") Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Central Depository Service Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. 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.
8. The Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM shall join the AGM through VC/OAVM, but shall not be entitled to cast their vote again.
9. 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.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Bigshare Services Private Limited, at investor@bigshareonline.com in case the shares are held in physical form.

11. The Register of Members and Share Transfer Books of the Company will remain close from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of AGM.
12. The Company has appointed 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 as the Scrutinizer for conducting the remote e-voting process as well as the e-voting at the AGM, in a fair and transparent manner.
13. The Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions by writing an email to the Company at least 7 days before the date of the AGM at phcapitaltd@gmail.com so that the information required may be made available at the AGM.
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 the Company/Registrar and Share Transfer Agent for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
15. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 and rules thereunder, will be available for inspection by the Members electronically during the AGM. The Members seeking to inspect such documents can send an email to phcapitaltd@gmail.com.
16. In compliance with Securities and Exchange Board of India, Circular dated 20th April, 2018, shareholders holding shares of the Company in the physical form are required to provide details of the Permanent Account Number issued by Income Tax Department and Bank Account Details to the Share Transfer Agent of the Company, Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 having email Id : investor@bigshareonline.com
17. The instructions for Remote e-voting and e-voting during AGM through VC/OAVM are as under:
 - (i) The e-voting period will commence on Monday, September 26, 2022 at 9 a.m. and will end on Wednesday, September 28, 2022 at 5 p.m. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members who have voted prior to the AGM date would not be entitled to change or cast their vote again at the meeting.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the e-voting facility provided by Listed Companies, an individual shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The shareholders are advised to update their mobile number and email Id with their respective Depository Participants in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted Easi / Easiest facility, can login through their existing user id and password. Option will be available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login, the Easi / Easiest user will be able to see the e-voting menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest facility, option to register is also available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by entering Demat Account Number and Permanent Account Number through e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending One Time Password (OTP) on registered Mobile Number & Email Id, as provided in the user's demat account. After successful authentication, user be provided links for the respective E-voting Service Provider i.e. CSDL where the e-voting is in progress.

<p>Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")</p>	<ol style="list-style-type: none"> 1) If you have already registered with NSDL IDeAS facility, please visit the e-Services tab on NSDL website. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Laptop / Desktop / Mobile devices. Once the home page of e-Services is reflecting on your screen, click on the "Beneficial Owner" icon under "Log on" which is available under 'IDeAS' section. A new page will appear on your screen. On entering, user ID and Password and on successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the name of the Company or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining the virtual meeting & vote during the meeting. 2) If the user has not registered with NSDL IDeAS facility, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the website of NSDL for e-Voting. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on Laptop / Desktop / Mobile devices. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against the Company name or "e-voting service provider – NSDL" and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the credentials of your demat account provided by your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are not able to login, are advised to use Forget User ID and Forget Password option.

Helpdesk for Individual Shareholders holding securities in demat mode, for any technical issues related to login can contact on the following:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next, enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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"> 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 (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 also to be 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (ix) Click on the Electronic Voting Sequence Number (EVSN) of **P H Capital Limited** on which you choose to vote.
 - (x) 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.
 - (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xii) 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.
 - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xv) If a demat account holder has forgotten the changed 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.
 - (xvi) Note for Non – Individual Shareholders and Custodians
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the Corporate 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.
 - 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 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 and to the Company at the email address viz; 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.
 - (xvii) Process for those Shareholders whose Email Ids / Mobile Number are not registered with the Company/Depositories.
 - i. If you are a Shareholder holding shares in physical mode please provide 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 an email to phcapitaltd@gmail.com or investor@bigshareonline.com
 - ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

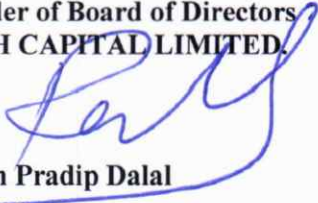
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (xviii) Instructions for Shareholders Attending the AGM through VC/OAVM & E-voting during meeting are as under:
- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. The Members may access the same by following the steps mentioned above for “Access to NSDL e-voting system”. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against the Company name. You are requested to click on VC/OAVM link placed under “Join General Meeting” menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVSN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above in the Notice to avoid last minute rush.
 - ii. The Members can participate in AGM through Laptop / Desktop / Mobile devices, however, for better experience and smooth participation, it is advisable to join the Meeting through Laptops connected through broadband. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Participants connecting from Mobile devices or Tablets or through Laptops 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.
 - iii. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - iv. 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.
 - v. 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.
 - vi. 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. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

18. The Members can update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
19. 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 i.e September 22, 2022 shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
20. The Chairman, at the end of the AGM shall allow to vote on the resolutions to all those members who are present/logged in at the AGM but have not casted their votes by availing the remote e-voting facility.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and shall not later than three days of the conclusion of the meeting, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
22. The results declared, along with the Scrutinizer's Report, will be posted after the declaration of the same by the Chairman on the Company's website at www.phcapital.in and also on the website of CDSL at www.cdslindia.com.
23. For any other queries relating to the shares of the Company, the Members may contact the Registrar and Share Transfer Agent at the following address:
M/s. Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093, India.
Tel: 022-6263 8200
E-mail: investor@bigshareonline.com

By order of Board of Directors
For PH CAPITAL LIMITED.


Rikeen Pradip Dalal
Director
DIN: 01723446

Place: Mumbai
Date: September 05, 2022

ANNEXURE TO NOTICE

Explanatory Statement

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules framed thereunder sets out all material facts relating to the businesses mentioned under Item Nos. 3 of the accompanying Notice.

ITEM NO.3

M/s. Sanjay Raja Jain & Company, Chartered Accountants (Firm Registration No. 120132W), were appointed as Statutory Auditors of the Company at the 44th Annual General Meeting ('AGM') held on 28th September 2017 for a period of 5 years, up to the conclusion of 49th AGM. The Board of Directors places on record their appreciation for the services rendered by M/s. Sanjay Raja Jain & Company, Chartered Accountants.

Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s S. P. Jain & Associates, Chartered Accountants (Firm Registration No. 103969W), as the Statutory Auditors of the Company, in place of M/s. Sanjay Raja Jain & Company, Chartered Accountants for the term of five consecutive years, who shall hold office from the conclusion of this 49th AGM till the conclusion of the AGM of the Company to be held in the financial year 2026-27. The Board of Directors has approved a remuneration of Rs. 1,41,600 (including fees for tax audit) for conducting the audit for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s S. P. Jain & Associates have given their consent for their appointment as Statutory Auditors of the Company and has issued a certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s S. P. Jain & Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

M/s S. P. Jain & Associates has a team comprising of highly skilled accountants. The emphasis is to provide cost effective services, realistic and practical advice on accounts, internal control systems, tax savings and suggestions to improve profitability. The firm also provides assistance in comprehensive computer based accounting services including preparation of accounting packages & development of Management Information systems. With nearly 40 years of experience, firm offer experiences with personalized attention. The firm take pride in the fact that our reputation and goodwill is the result of firms expertise, professionalism, highest ethical standards and responsiveness to our client's needs.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO.4

Mr. Rikeen Pradip Dalal, aged 59 years, is a Whole-Time Director of our Company. He holds a bachelor's degree in Commerce. has more than 35 Years of experience in Stock Broking, Banking, Retails & Wholesale Distribution of Financial products and related financial services. He has also been associated with the Company as Director since 1994.

Further, pursuant to Section 2(94) and 196 of the Act, Mr. Rikeen Pradip Dalal was appointed as Whole-Time Director of the Company at the Annual General Meeting of the Members of the Company held on 30th September 2020, for a period of 3 years ending on 10th November 2022.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their meeting held on August 09, 2022, reappointed Mr. Rikeen Dalal as the Whole-time Director (WTD) of the Company for a period of 5 (five) years with effect from November 11, 2022 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 th November 2022 upto 10 th November 2027.

2. Remuneration:

Rs. 10,00,000/- 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. 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.

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.

He shall be paid commission/ bonus as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

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.

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.

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.

Other terms of Appointment:

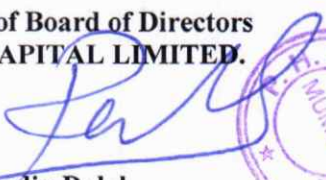
- a. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive 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 Pradip Dalal has given: (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The Board recommends the passing of resolution mentioned at Item No. 4 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, and their respective relatives are concerned or interested in the resolution mentioned at Item No. 4 of the Notice.

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


Rikeen Pradip Dalal
Director
DIN: 01723446



Place: Mumbai
Date: September 5, 2022

**DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE
ENSUING AGM
(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

Name of director	Mrs. Sejal Dalal	Mr. Rikeen Dalal
Director Identification Number (DIN)	01723369	01723446
Date of Birth	26/09/1965	15/03/1963
Nationality	Indian	Indian
Date of first Appointment	25/03/2019	02/09/1994
Qualifications	Bachelors of Commerce	Bachelors of Commerce
Number of Shares held in the Company	3,50,100	NIL
Expertise in specific Functional areas	Mrs. Sejal Rikeen Dalal has more than a decade of experience in Accounting & Administration in investment broking firm. She has also got experience in fashion industry (for men) and a website under the label of Ray & Dale for past few years. She is an Image Consultant and also proficient in soft skills.	Mr. Rikeen Dalal has more than 35 Years of experience in Stock Broking, Banking, Retails & Wholesale Distribution of Financial products and related financial services. He has also been associated with the Company as Director since 1994.
Terms and Conditions of Appointment / Reappointment	In terms of section 152(6) of the Companies Act, 2013, She is liable to retire by rotation at this meeting.	As per resolution no. 4 of the Notice of this meeting read with explanatory statement thereto, Mr. Rikeen Dalal is proposed to be reappoint as a Whole-time Director (WTD) for period of 5 (five) years with effect from November 11, 2022
Directorship on the other listed Companies	Nil	Nil
Membership/ Chairmanship of Committees of the Board of other Listed Companies	Nil	Nil
Relationship between Director Inter se	Wife of Executive Director, Mr. Rikeen Dalal	Husband of Non-Executive Director, Mrs. Sejal Dalal
No. of Board meetings attended during the Financial Year 2021-22	5 out of 5	5 out of 5
Details of remuneration last drawn (FY 2021-22)	NA	Rs. 31,80,000