



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vitaldas 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: 4/ 2023-24

Date: January 22, 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 Monday, January 29, 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), 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 Fourth Meeting of the Board of Directors of P H Capital Limited (“the Company”) for the Financial Year 2023 - 2024 scheduled on Monday, January 29, 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.	To elect the Chairman of the Meeting: Explanatory Note: 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.	To take on record the quorum: Explanatory Note: The Chairman to record the quorum for the meeting.	
3.	To grant leave of absence to Members, if any: Explanatory Note: Leave of absence to be granted to the Director(s) who is/are not attending the meeting or have informed of his/her inability to attend the said meeting.	
4.	To take note of the minutes of previous meeting of the Board of Directors of the Company: Explanatory Note: Minutes of the proceedings of the previous Board of Directors Meeting of the Company dated November 8, 2023, enclosed herewith, will be placed before the meeting for noting by the Board and signature of the Chairman.	Annexure 1: Minutes of Board Meeting dated November 8, 2023
5.	To note the minutes of the previous meeting of the Audit Committee: Explanatory Note: Minutes of the proceedings of the previous Audit Committee will be placed before the meeting for perusal and noting by the Board.	Annexure 2: Minutes of Previous Audit Committee Meeting
6.	To note the minutes of the previous meeting of the Stakeholders' Relationship Committee: Explanatory Note: Minutes of the proceedings of the previous Stakeholders' Relationship Committee will be placed before the meeting for perusal and noting by the Board.	Annexure 3: Minutes of Previous Stakeholders' Relationship Committee Meeting
7.	To take note of the reports submitted to the Stock Exchange (BSE) in the previous quarter: Explanatory Note: Pursuant to applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018, the Company is required to file quarterly returns/ reports with the Stock Exchange. In this regard, the Board is requested to take note of all the returns / reports submitted to BSE for the quarter beginning from 01.10.2023 to 31.12.2023.	Annexure 4: 1.Reconciliation of Share Capital Report 2. Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018. 3. Investor Grievance Report



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		4. Shareholding Pattern 5. Corporate Governance Report
8.	<p>To consider and approve the Unaudited Financial Results along with Limited Review Report thereon for the quarter and nine months ended December 31, 2023:</p> <p>Explanatory Note: The Unaudited Financial Results for the quarter and Nine months ended December 31, 2023 will be tabled at the meeting.</p> <p>The Statutory Auditors of the Company have carried out a 'Limited Review' of the said financial results. In this regard, the draft Limited Review Report will be tabled at the meeting for perusal.</p> <p>A Certificate from the Chief Executive Officer 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 Unaudited Financial Results and severally authorize Mr. Rikeen Dalal, Whole-time Director of the Company to sign the results on its behalf and further 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><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT the Unaudited Financial Results along with Limited Review Report thereon for the quarter and nine months ended December 31, 2023, as placed before the meeting be and are hereby approved.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to sign the aforesaid Unaudited Financial Results on behalf of the Board of Directors of the Company.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to forward the above Unaudited Financial Results to BSE, where the Company's equity shares are listed and further arrange to publish the Financial Results in the newspapers as required under Regulation 33 read with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution."</p>	Annexure 5: 1. Draft Unaudited Financial Results; 2. Statutory Auditor's Limited Review Report; and 3. Certificate from Chief Executive Officer and Chief Financial Officer of the Company on authenticity of Financial Results



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9.	<p>To approve declaration of Interim Dividend for the Financial Year 2023-24:</p> <p>Explanatory Note: The Management hereby recommends declaring interim dividend of for the financial year ended 2023-24 to the members of the Company.</p> <p>The interim financials prepared for the purpose of declaration of dividend will be tabled at the meeting for perusal of the Board Members.</p> <p>The Board is also requested to consider passing the resolutions as per the draft appended below:</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the relevant rules, if any framed thereunder, an interim dividend of Rs. [•] per share, at the rate of [•] on each fully paid-up equity share of Rs. 10 be paid out of the profits of the Company to those Members whose names appear in the Register of Members as on the Record Date for the payment of interim dividend.</p> <p>RESOLVED FURTHER THAT the dividend to be paid through NACH/ACH/ECS/NEFT/RTGS and only those shareholders whose bank account details are not available can be paid by demand draft or any other banking channels as applicable.</p> <p>RESOLVED FURTHER THAT the amounts remaining unpaid on the dividend account be transferred to Unpaid Interim Dividend Account 2023-24.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole time Director and/or Samir Desai, Chief Financial Officer of the Company, be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."</p>	
10.	<p>To fix record date for payment of Interim Dividend:</p> <p>Explanatory Note: The Board Members are be and hereby informed that it is required to fix a record date for the purpose of payment of Interim Dividend.</p> <p>Accordingly, the Board is requested to consider passing the resolution as per the draft appended below:</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT February 09, 2024, be and is hereby fixed as the 'Record Date' for the purpose of payment of interim dividend so that the dividend be payable to those members whose names would appear on that date in the Register of Members of the Company.</p>	



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	<p>"RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole time Director and/or Samir Desai, Chief Financial Officer of the Company, be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."</p>	
11.	<p>Grant Approval for Opening of New Bank Account:</p> <p>Explanatory Note: The Board Members are hereby informed that for the purpose of payment of Dividend, it is required to open a new Bank Account. The Company has engaged with HDFC Bank Limited, Churchgate Branch, to facilitate the seamless processing of dividend payments.</p> <p>Accordingly, the Board is requested to consider passing the resolution as per the draft appended below:</p> <p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT a Dividend Account in the name of Company styled as "P.H. CAPITAL LIMITED - INTERIM DIVIDEND ACCOUNT – 2023-24" with HDFC Bank Ltd ("the Bank"), Churchgate Branch, be opened on such terms and conditions as may be mutually agreed to between the company and the said bank for the issuance of At Par Dividend Warrants, Drafts, ECS, for the year 2023-24 at their designated branches.</p> <p>RESOLVED FURTHER THAT the payment of Equity dividend @ ___% (Rs.__/- per equity share) on 30,00,100 equity shares of the face value of Rs.10/- each be and is hereby declared for the financial year 2023-24.</p> <p>RESOLVED FURTHER THAT the dividend warrants shall be printed under the facsimile signature of Mr. Rikeen Dalal and Mrs. Sejal Dalal, and the said warrants be honoured with these signatures.</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole Time Director, and/or Mrs. Sejal Dalal, Director of the Company, be and hereby authorised to do all such acts, deeds, and things including the execution of documents with the Bank under the common seal of the company, if required, in accordance with the provisions of the Articles of Association of the company.</p> <p>RESOLVED FURTHER THAT for the purpose of execution of dividend related documents, viz At par Agreement , ECS controls, Final Controls, revalidation / correction on the face of any dividend warrant(s), the same be signed by any one of the following authorised signatories:</p> <p>Mr. Rikeen Dalal, Whole Time Director; Mrs. Sejal Dalal, Director,</p> <p>RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole Time Director, and/or Mrs. Sejal Dalal, Director of the Company be and hereby severally authorised to operate the account and correspond / issue /furnish such information to banks/ its officials and in general to do all acts, matters, things, deeds as may be necessary to give effect to this resolution.</p>	



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	<p>RESOLVED FURTHER THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 the entire amount of dividend as approved by the Board of Directors of the Company be deposited in the said Bank Account within 5 days from the date of approval by the Board of Directors.</p> <p>RESOLVED FURTHER THAT all the dividend warrants be issued from the aforesaid bank account and that on the 37th day from the date of declaration of the dividend, the respective Banks may be instructed to change the name of aforesaid Bank Account to "Unpaid Equity Dividend 2023-24 of P.H. Capital Ltd" and continue to honour the warrants form the balance remaining in the said Accounts, till 7 years after which the said balance to be transferred to Investor Protection Fund"</p>	
12.	<p>To take note of minimum information to be placed before the Board as per Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):</p> <p>Pursuant to Regulation 17(7) read along with Schedule II of the Listing Regulations, certain minimum information is required to be placed before the Board for their consideration, reference and noting.</p> <p>Accordingly, the Minimum Information Sheet will be placed before the Board.</p>	Annexure 6: Minimum Information Sheet
13.	<p>Any other Business with the permission of Chairman.</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>	
14.	<p>Vote of Thanks and Close of Meeting</p>	

Thanking you,

For P H Capital Limited

Sd/-

Yashdha Neema
Company Secretary and Compliance Officer

Place: Mumbai