



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

Shorter Notice convening Board of Directors Meeting

Serial Number of scheduled Board of Directors Meeting: 04/ 2024-25

Date: November 08, 2024

To,

Mr. Rikeen Dalal	... Chairman & Whole-time Director
Ms. Sejal Dalal	... Non-Executive Women Director
Mr. Sougata Sengupta	... 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 Wednesday, November 13, 2024 at 12:00 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 at a shorter notice.

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 2024 - 2025 scheduled on Wednesday, November 13, 2024 at 12:00 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 August 29, 2024, 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 August 29, 2024
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 Nomination and Remuneration Committee. Explanatory Note: Minutes of the proceedings of the previous Nomination and Remuneration will be placed before the meeting for perusal and noting by the Board.	Annexure 3: Minutes of Previous Nomination and Remuneration Committee Meeting
7.	To take note of retirement of Mr. Roshan Jain (DIN: 03415934) as Independent Director of the Company. Pursuant to the provisions of Section 149 (11) of the Companies Act, 2013, no independent director shall hold office for more than two consecutive terms of five years each. Mr. Roshan Jain was appointed as the Independent Directors of the Company for a period of 5 (five) consecutive years with effect from September 30, 2014. In accordance with the provisions of Section 149 (11) of the Companies Act, 2013, the Company had passed Special Resolution in the General Meeting of Members for re-appointment of	



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	<p>Mr. Roshan Jain (DIN: 03415934), as Independent Director for a second term of 5 consecutive years commencing from September 30, 2019 to September 29, 2024.</p> <p>Accordingly, Mr. Roshan Jain ceased to be an Independent Director of Company with effect from September 29, 2024 upon completion of his second term. The Board would like to place on record its deep appreciation for the contribution made by him during his tenure as the Independent Director of the Company. The Company has immensely benefitted from his expertise and foresightedness on business and strategic matters.</p>	
9.	<p>To take note of the reports submitted to the Stock Exchange (BSE) in the previous quarter.</p> <p>Explanatory Note: Pursuant to applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company is required to file quarterly / half yearly returns/ reports to Stock Exchanges. Hence, the Board is requested to take note of all the returns / reports submitted to BSE for the previous quarter i.e. 01.07.2024 to 30.09.2024.</p>	<p>Annexure 4:</p> <ol style="list-style-type: none">1.Reconciliation of Share Capital Report2. Certificate under Regulation 74(5) of the SEBI (Depository Participant) Regulations, 1996.3. Investor Grievance Report4. Shareholding Pattern5. Corporate Governance Report
7.	<p>To consider and approve the unaudited financial results for the quarter and half year ended September 30, 2024 including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cashflow.</p> <p>Explanatory Note: The unaudited financial results for the second quarter ended and half yearly ended September 30, 2024 including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cashflow 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. The draft Limited Review Report will also be tabled at the meeting.</p> <p>A certification from the Managing Director and Chief Financial Officer of the Company will be placed before the Board which affirms 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 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. The Board is also requested to consider passing the resolutions as per the draft appended below:</p>	<p>Annexure 5:</p> <ol style="list-style-type: none">1.Draft Unaudited Financial Results including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cashflow and2.Statutory Auditor's Limited Review Report.3.Certificate from Managing Director and Chief Financial Officer of the Company on authenticity of Financial Results



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	<p><u>DRAFT RESOLUTION:</u></p> <p>"RESOLVED THAT the Unaudited financial results for the second quarter ended and half yearly ended September 30, 2024 including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cashflow (the "Unaudited Financial Results") as placed before the meeting be and are hereby approved."</p> <p>RESOLVED THAT the Limited Review Report of the Company for the quarter and half year ended September 30, 2024 issued by the Statutory Auditors of the Company, M/s S.P. Jain and Associates, Chartered Accountants as placed before the meeting be and is hereby noted by the Board.</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."</p> <p>"RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorized to send the above Unaudited Financial Results to the BSE Limited, where the Company's equity shares are listed and also arrange to get the 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>"RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are hereby authorized to arrange to upload the said Unaudited 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>	
8.	<p>To take note of Related Party Transactions held during the quarter and half year ended September 30, 2024:</p> <p>Explanatory Note: A summary of Related Party Transactions held during the quarter and half year ended September 30, 2024 will be placed before the Board for their perusal and noting.</p> <p>The Board is requested to take note of the same.</p>	<p>Annexure 6:</p> <p>Summary of Related Party Transactions</p>



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9.	Any other Business with the permission of Chairman. 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.	
10.	Vote of Thanks and Close of Meeting	

Thanking you,

For P H Capital Limited

Sd/-

Yashdha Neema
Company Secretary and Compliance Officer

Place: Mumbai