



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: 3/ 2023-24

Date: November 1, 2023

To

Mr. Rikeen Dalal	... Executive 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 Wednesday, November 8, 2023 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.

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/-

Rikeen Dalal
Director
DIN: 01723446
Date: November 1, 2023
Place: Mumbai



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Agenda for the Third Meeting of the Board of Directors of P H Capital Limited ("**the Company**") for the Financial Year 2023 - 2024 scheduled on Wednesday, November 8, 2023 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 10, 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 August 10, 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 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 4: Minutes of Previous Nomination and Remuneration Committee Meeting
8.	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, the	Annexure 5: 1.Reconciliation of Share Capital Report 2. Certificate



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	<p>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. 01.07.2023 to 30.09.2023.</p>	<p>under Regulation 74(5) of the SEBI (Depository Participant) Regulations, 1996.</p> <ol style="list-style-type: none">Investor Grievance ReportShareholding PatternCorporate Governance Report
9.	<p>To consider and approve the Unaudited Financial Results for the quarter and half year ended September 30, 2023 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 September 30, 2023/ half yearly ended September 30, 2023 including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cashflow for three months ended September 30, 2023/ six month ended September 30, 2023 will be tabled at the meeting. 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. A certification from the chief executive officer 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. 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>DRAFT RESOLUTION: "RESOLVED THAT the standalone unaudited financial results of the Company for the second quarter and half year ended September 30, 2023 as placed before the meeting be and are hereby approved." "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." "RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and are 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 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>Annexure 6:</p> <ol style="list-style-type: none">Draft Unaudited Financial Results including the Statement of Profit and Loss, Statement of Assets and Liabilities and Statement of Cashflow andStatutory Auditor's Limited Review Report.Certificate from chief executive officer and chief financial officer of the Company on authenticity of Financial Results



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	"RESOLVED FURTHER THAT 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."	
10.	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.	
11.	Vote of Thanks and Close of Meeting	

Thanking you,

For PH CAPITAL LIMITED

Sd/-

Rikeen Dalal

Director

DIN: 01723446

Date: November 1, 2023

Place: Mumbai