

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (3/ 2020-21) OF P H CAPITAL LIMITED ("THE COMPANY") HELD ON SATURDAY, 07TH NOVEMBER, 2020 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.

Present:

Mr. Rikeen Dalal	Chairman & Executive Director
Ms. Sejal Dalal	Non -Executive Woman Director
Mr. Naveen Chaturvedi	Independent Director
Mr. Mukesh Kumar Jain	Independent Director
Mr. Roshan Jain	Independent Director

In Attendance:

Samir Desai	CFO
Ankit Agarwal	Company Secretary

Invitees:

Mr. Surjit Jain - M/s Sanjay Raja Jain & Co (Statutory Auditors)

1. CHAIRMAN OF THE MEETING.

A note requesting the Board to consider the appointment of Mr. Rikeen Dalal as the Chairman of the Board of Directors of the Company was circulated alongwith the agenda papers.

The Board, after discussion, decided to appoint Mr. Rikeen Dalal as the Chairman of the Board of Directors of the Company and passed the following resolution unanimously:

"RESOLVED THAT Mr. Rikeen Dalal be and is hereby appointed as the Chairman of the Board of Directors of the Company with immediate effect."

Accordingly, Mr. Rikeen Dalal occupied the chair and began with the formal agenda of the meeting.

2. QUORUM OF THE MEETING.

The Chairman, having checked the presence of Directors, confirmed that the quorum as required under the provisions of section 174 of the Act was present and that the meeting has been duly constituted in accordance with the provisions of the Act.

3. LEAVE OF ABSENCE:

Since all directors were present there was no need to grant leave of absence.

4. MODE OF ATTENDANCE

All the directors were present physically at the meeting.

5. CONFIRMED THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON THE 21ST AUGUST, 2020:

The Minutes of the previous Board Meeting held on the 21st August, 2020 were read, confirmed and signed by the Chairman.

6. NOTING OF THE MINUTES OF THE PREVIOUS AUDIT COMMITTEE MEETING:

The Board took note of the minutes of the previous Audit Committee Meeting held on the 21st August, 2020.

7. NOTING OF THE MINUTES OF THE PREVIOUS STAKEHOLDER RELATIONSHIP COMMITTEE (SRC) MEETING:

The Board took note of the minutes of the previous Stakeholder Relationship Committee (SRC) Meeting held on the 21st August, 2020.

8. TAKING NOTE OF REPORTS SUBMITTED TO THE BSE IN THE PREVIOUS QUARTER.

The Chairman explained the Board that, pursuant to applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and such other SEBI Regulations as may be applicable, every listed Company is required to file quarterly returns / reports to Bombay Stock Exchange.

The Chairman requested the Board to take note of all the reports submitted to BSE during the previous quarter i.e. 01.07.2020 to 30.09.2020, for the Quarter Ended 30.06.2020 mentioned below:

No.	Particulars	Submitted on BSE
1	Reconciliation of share capital report for quarter ended 30.06.2020.	14.07.2020
2	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018 for quarter ended 30.06.2020.	07.07.2020
3	Investor Grievance report (NIL) for quarter ended 30.06.2020.	06.07.2020
4	Shareholding pattern under regulation 31(3) of LODR, 2015 for quarter ended 30.06.2020	10.07.2020

The Board took note of the contents of the above reports.

9. CONSIDERED AND APPROVED THE UNAUDITED FINANCIAL RESULTS SUBJECTED TO LIMITED REVIEW OF THE STATUTORY AUDITORS, FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020 TO BE SUBMITTED TO THE STOCK EXCHANGE:

The Chairman placed before the Board a Statement of Unaudited Financial Results for the quarter and half year ended on September 30, 2020 to be published in the newspapers and to be submitted to the Stock Exchange and stated that members of the Audit Committee have reviewed in detail the said results and have recommended the same to the directors for their approval. The Auditors of the Company have carried out a Limited Review of the said results.

The Board, after discussion, approved the above financial results and passed the following resolution:

“RESOLVED THAT the standalone unaudited financial results of the Company for the quarter and half year ended September 30, 2020 as placed before the meeting be and are hereby approved.

RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director be and is hereby authorised 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 and/or Mr. Ankit Agarwal, Company Secretary be and are hereby authorised 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.

RESOLVED FURTHER THAT Mr. Rikeen Dalal, Whole-time Director and/or Mr. Ankit Agarwal, Company Secretary be and are hereby authorised to arrange to upload the said financial results on BSE portal and on the website of the Company AND THAT they be further authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution.”

10. CONSIDERED FILING OF APPLICATION WITH BSE LTD., FOR REGISTRATION AS TRADING MEMBER IN THE COMMODITY DERIVATIVE SEGMENT:

The Chairman informed the Board that, in order to diversify the business of the company it is hereby proposed to obtain registration as trading member in the Commodity Derivative Segment with BSE Ltd. He also, highlighted the fact that, the Company was registered as a sub

broker and has the requisite experience in the securities and commodity market business.

Further he mentioned that, the board is also requested to consider appointing Mr. Rikeen Dalal and Mrs. Sejal Rikeen Dalal as the 'Designated Directors' in accordance with the Securities Contracts Regulation Act, 1956 read with the Rules made thereunder and SEBI (Stock Broker) Regulations, 1992.

The Board considered the above proposal and passed the following resolution unanimously:

"RESOLVED THAT the proposal of the Company to submit its application to BSE Ltd., for obtaining registration in the following segment(s) as **trading member** is hereby approved:

Sr. No.	Segment
1	Commodity Derivative

RESOLVED FURTHER THAT Mr. Rikeen P. Dalal and Mrs. Sejal R. Dalal, Directors of the Company be and are hereby appointed and authorized to act as Designated Directors on behalf of the Company for all matters related to membership of BSE Ltd. /ICCL.

RESOLVED FURTHER THAT Mr. Rikeen P. Dalal and Mrs. Sejal R. Dalal, Directors of the Company be and are hereby severally authorized to execute individually and/or jointly, as the case may be, all such documents/ agreements on behalf of the Company for acquiring the membership of Commodity Derivative segments of BSE Ltd. and/ or ICCL, as indicated above."

11. VOTE OF THANKS:

The meeting concluded at 12.45 p.m. with a vote of thanks to the Chairman of the meeting.

Place: Mumbai
Date of Signing:
Date of Entry:

Chairman
(Rikeen Dalal)