



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

June 28, 2025

To,
BSE Limited,
Phiroze Jeejeebhoy Tower, 25 Floor,
Dalal Street, Mumbai - 400 001

Ref: Security Code No. 500143 ISIN: INE160F01013

Dear Sir /Ma'am,

Sub:- Submission of the Proceedings of Postal Ballot-Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations")

Pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, please find enclosed herewith the proceedings of the postal ballot conducted by the Company.

This intimation is also being made available on the Company's website at www.phcapital.in.

We request you to take the above on record.

For P H CAPITAL LIMITED

Rikeen Dalal
Chairman & Whole-time Director
DIN: 01723446

Encl: as above



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MINUTES OF THE POSTAL BALLOT THROUGH REMOTE E-VOTING (“POSTAL BALLOT”) FOR THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF P H CAPITAL LIMITED (“COMPANY”) ON FRIDAY, JUNE 27, 2025, AS SET OUT IN THE POSTAL BALLOT NOTICE DATED MAY 22, 2025

BACKGROUND:

The Board of Directors of the Company at its meeting held on May 22, 2025, accorded their approval to the proposal to conduct Postal Ballot under Section 110 of the Companies Act, 2013 (the “Act”) read with the applicable rules to seek consent of the members by way of Special Resolution for the appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent Director of the Company.

The brief details related to Postal Ballot process conducted were as under:

Sr.no	Particulars	Details
1.	Date of approval of Notice of Postal Ballot	Thursday, May 22, 2025
2.	Record Date/Cut-off Date	Friday, May 23, 2025
3.	Total Number of Shareholders on Cut-off Date	4892
4.	Agency/Service provider for Voting	Bigshare Services Private Limited (“Bigshare”)
5.	Name of Scrutinizer	M/s. D. Maurya and Associates, Practicing Company Secretaries, Thane acting through its proprietor Mr. Dharendra Maurya, Practicing Company Secretary, (Membership. No. A22005 & Certificate of Practice No. 9594)
6.	Mode of Voting	Remote e-voting process
7.	Date of Declaration/Announcement of Results	Saturday, June 28, 2025

POSTAL BALLOT NOTICE:

In accordance with Sections 108 and 110 of the Companies Act, 2013 (the “Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular 9/2023 dated September 25, 2023 and General Circular 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and circulars issued thereunder by SEBI (“SEBI Circulars”), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the Notice of Postal Ballot, as approved by the Board of Directors of the Company on May 22, 2025 (the “Notice”), was sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository Participant(s) as on the Cut-off Date i.e. Friday, May 23, 2025. The voting on the resolution was conducted exclusively through the remote e-voting system as mentioned in the Notice.



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DISPATCH OF NOTICE OF POSTAL BALLOT:

The Company completed the dispatch of the Notice on May 27, 2025 through e-mail to the Members whose email IDs are registered with the Company/Depositories as on Friday, May 23, 2025.

PUBLISHING OF NEWSPAPER ADVERTISEMENT:

The Company had published an advertisement in the Newspapers viz. Financial Express [English] and Mumbai Lakshadeep [Marathi] on Wednesday, May 28, 2025, informing about the completion of dispatch of the Notice.

VOTING PERIOD:

The remote e-voting period commenced on Thursday, May 29, 2025 (9.00 a.m. IST) and concluded on Friday, June 27, 2025 (5.00 p.m. IST). The e-voting module was disabled by Bigshare for voting beyond the said date and time. The Scrutinizer carried out the scrutiny of the electronically casted votes of postal ballot up to 5:00 p.m. IST on June 27, 2025, and subsequently submitted his report on the same day to Mr. Rikeen Dala, Chairman and Whole-time Director of the Company, who was duly authorised by the Board at its Meeting held on May 22, 2025.

On the basis of the report of the Scrutinizer, the following Special Resolution was passed by the shareholders of the Company with the requisite majority:

Appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 (1C) and Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and other applicable provisions of the Act and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to recommendation of the Nomination & Remuneration Committee and Board of Directors at their meeting dated May 22, 2025, Ms. Rakhi Sharma (DIN: 10697694), who was appointed as an Additional Independent Director of the Company w.e.f. May 22, 2025, in terms of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non - Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from May 22, 2025 to May 21, 2030 (both days inclusive), and whose office shall not be liable to retire by rotation.”



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“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company, severally and jointly, be and are hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

RESULTS OF THE POSTAL BALLOT:

Based on the analysis of the valid votes, the Scrutinizer submitted his report dated June 28, 2025 to Mr. Rikeen Dalal, Chairman & Whole-time Director of the Company.

The results of the Postal Ballot through e-voting were announced as per the Scrutinizer's Report and summarized as under:

Description of resolution as given in the notice of Postal Ballot	Particulars of Votes cast				Results Declared
	E-Voting				
	Votes cast in favour of the resolution		Votes cast against the resolution		
	No.	%	No.	%	
Appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent Director of the Company	2181464	99.9996	8	0.0004	Approved by requisite majority

Accordingly, the Special Resolution as set out in the Notice, was duly approved through Postal Ballot by the Members of the Company with the requisite majority on June 27, 2025. The voting result along with the Scrutinizer's Report were displayed on the website of the Company. The result was also communicated to the BSE Limited, where the shares of the Company are listed.