P. H. CAPITAL LIMITED

CIN: L74140MH1973PLC016436

Regd Off: 605 - 607, Trade World ,C Wing, Kamala Mill Compound, Lower Parel, Mumbai – 400013.

Phone: 9867703368 **| E-mail Id**: phcapitalltd@gmail.com | **Website**: www.phcapital.in

NOTICE OF 53rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd (Fifty-Third) Annual General Meeting (AGM) of the Members of **P. H. CAPITAL LIMITED -** will be held on Friday, September 18, 2026 at 12:00 noon IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.**

Special Business:

2. **Increase in authorised share capital of the Company and alteration of capital clause of memorandum of association of the Company**

   To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, (including any statutory modification(s) and re- enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 40,00,000 (Forty Lakh) Equity Shares of face value Rs. 10 /- (Rupees Ten only) each to Rs. 44,00,10,000 /- (Rupees Forty-Four Crore Ten Thousand only) consisting of 4,40,01,000 (Four Crore Forty Lakhs One Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respects with the existing equity shares.

   RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing sub clause (a) of Clause 5 thereof by the following new sub clause (a) as under:

"5th. (a) The Authorised Share Capital of the Company shall be Rs. 44,00,10,000 /- (Rupees Forty-Four Crore Ten Thousand only) divided into 4,40,01,000 (Four Crore Forty Lakhs One Thousand) Equity Shares of Rs. 10/- (Rupees Ten only). "

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution."

3. Issue of bonus shares

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("**SEBI**") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**the ICDR Regulations**"), to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("**RBI**") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Bord may hereinafter constitute to exercise its powers including powers conferred by this Resolution) for capitalization of a sum not exceeding Rs. 30,00,10,000/- (Rupees Thirty Crores Ten Thousand only) from and out of the free reserves account for the purpose of issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupee Ten only) each of the Company whose names appear in the Register of Members on the '**Record Date**' to be determined by the Board for this purpose, in the proportion of 10 (Ten) new fully paid-up equity share of Rs. 10/- (Rupee Ten only) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupee Ten only) each held by them (i.e. in the ratio of 10:1) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies ('OCBs') and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account opened in this regard, within such time as prescribed by law, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT any of the Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto, including taking all necessary steps required to deal with fractional bonus shares, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the BSE Limited, stock exchange where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company, be and are hereby severally authorized to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to the resolutions, including but not limited to filing of necessary forms/documents/returns with the Registrar of Companies, SEBI, Stock Exchanges, RBI, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL), Registrar to an Issue and Share Transfer Agent (RTA) of the Company and/ or any other authorities and to deposit requisite amount(s)/fees with said authority(ies) or any other authorities and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

4. To approve limits for the creating of Security by way of Mortgage/ Charge and/or hypothecation on its Assets and Properties under Section 180(1)(a) of the Companies Act, 2014:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 ("**Act**") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets"), and in such manner as the Board may deem fit, together with power to charge the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/ or rupee/ foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of Rs.1,000 Crores (Indian Rupees One Thousand Crores Only) at any given point of time over and above the aggregate of the paid-up capital and free reserves of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, delegating the authority, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act and generally to do all such acts, deeds, matters and things as may necessary, proper, expedient or incidental for giving effect to this resolution."

5. To approve increase in the borrowing limits under Section 180(1)(c) of the Companies Act, 2013:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ("**Act**") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the members of the Company be and is hereby accorded to empower Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including powers conferred by this Resolution) to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, bonds, debentures, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to Rs. 1000 Crores (Indian Rupees One Thousand Crores Only) at any given point of time over and above the aggregate of the paid-up capital and free reserves of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

6. To approve increase in limits for granting loans, give guarantees and/or provide security, making investments in any body corporates/person(s) pursuant to Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder and such other rules, circulars, notifications framed thereunder, as may be applicable (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), and the Memorandum and Articles of Association of the Company and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including powers conferred by this Resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, to the aggregate of sum of Rs.1,000 Crores (Rupees One Thousand Crores only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 at any point of time."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

7. To consider and regularize appointment of Mr. Aditya Himmat Bhansali (DIN: 03184474) as the Director of the Company:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Mr. Aditya Himmat Bhansali (DIN: 03184474) who was appointed as an Additional Director and Whole-time Director of the Company effective August 5, 2026, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (the "Act") read with related Rules (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and whose designation was changed from Whole-time Director to the Managing Director at the Board Meeting held on August 19, 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

8. To appoint Mr. Aditya Himmat Bhansali (DIN: 03184474) as the Managing director of the Company:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** as per the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration

Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Aditya Himmat Bhansali (DIN: 03184474) as Managing Director of the Company for a period of 5 years commencing from August 19, 2026 to August 18, 2031 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/alter/ modify/ amend/change the terms and conditions as may be agreed to by the Board and Mr. Aditya Himmat Bhansali within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the total remuneration payable to the appointee shall be within the limits prescribed in Section 196 to 198 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

9. **To consider and regularize appointment of Ms. Disha Singhvi (DIN: 11751597) as the Director of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Ms. Disha Singhvi (DIN: 11751597) who was appointed as an Additional Director and Whole-time Director of the Company effective August 5, 2026, by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 (the "Act") read with related Rules (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

10. To appoint Ms. Disha Singhvi (DIN: 11751597) as the Whole-time director of the Company:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** as per the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Ms. Disha Singhvi (DIN: 11751597) as Whole Time Director of the Company for a period of 5 years commencing from August 5, 2026 to August 4, 2031 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/alter/ modify/amend/change the terms and conditions as may be agreed to by the Board and Ms. Disha Singhvi within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the total remuneration payable to the appointee shall be within the limits prescribed in Section 196 to 198 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

11. To consider and regularise appointment of Mr. Nagendraa Parakh (DIN: 10177336) as the Non-executive Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**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 "**SEBI Listing Regulations**") and other applicable provisions of the Act and SEBI 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 June 05, 2026, Mr. Nagendraa Parakh (DIN: 10177336), who was appointed as an Additional Independent Director of the Company w.e.f. August 5, 2026 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he 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 in the prescribed manner, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 years with effect from August 5, 2026 upto August 4, 2031, upon such terms & conditions as may be determined by the Board from time to time , and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Nagendraa Parakh shall be eligible to receive sitting fees for attending the meeting of the Board and Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

12. Approval of change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution, with or without modifications as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 **("Act")**, read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, and subject to the approval of Registrar of Companies ("ROC") and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from "P H Capital Limited" to "AHB Capital Limited".

RESOLVED FURTHER THAT the Name Clause of the Memorandum of Association and Articles of the Association of the Company shall be altered, upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies, consequent to change of name of the Company.

RESOLVED FURTHER THAT upon receipt of the fresh certificate of incorporation issued by the Registrar of Companies, consequent upon change of name, the old name "P H Capital Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company, and other documents and places be substituted with the new name "AHB Capital Limited" as per the applicable provisions.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make application(s) to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution."

13. Adoption of New set of Articles of Association

To consider and, if thought fit, to pass the following resolution, with or without modifications as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution."

14. To appoint M/S. N. M. & Co. Company Secretaries, Peer Reviewed Practicing Company Secretaries as Secretarial Auditors, for period of 5 Years.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**SEBI Listing Regulations**") other applicable provisions laws/ statutory provisions, if any, as amended from time to time, and based on the recommendation of the Audit Committee and Board of Directors, M/s. N. M. & Co. Company Secretaries, (Firm Registration Number: S2010MH142200) and (Peer Review Number: 2385/2022) Practicing Company Secretaries, be and are hereby appointed as the Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2026-27 till financial year 2030-31, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT Board of the Directors of the Company be and are hereby severally authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.

By order of Board,
For P H Capital Limited.

Date: August 19, 2026
Place: Mumbai

Simran Agarwal
Company Secretary
Membership number: A68667

Notes:

(A) General

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the item no.2 to 14 forms part of this Notice.

2. Due to recent change of control of the Company, Mr. Rikeen Dalal and Ms. Sejal Dalal resigned as the directors and Mr. Aditya Himmat Bhansali and Ms. Disha Singhvi were appointed as the additional directors subject to approval of shareholders with effect from August 5, 2026.

   In view of the present composition of the Board (where there are only additional directors and independent directors on the Board), no director is liable to retire by rotation at this Annual General Meeting. Accordingly, no resolution under Section 152 of the Companies Act, 2013 relating to retirement by rotation is proposed.

3. All the documents referred to in the said Notice and Explanatory Statement are open for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 2:00 pm till 4:00 pm and will also be available for inspection at the Meeting.

(B) Instructions for participating through VC

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 03/2025 dated September 22, 2025 read together with Circular No. 09/2025 dated September 19, 2025 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 (MCA Circulars) and General Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2025/133 dated October 3, 2025 read with para 5.1 and 5.2 of section VI-J of chapter VI of the SEBI Master Circular dated July 11, 2023 (collectively referred to as 'SEBI Circulars') has also granted relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have permitted the holding of AGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the MCA Circulars, the 53rd AGM of the Company is being held through VC/ OAVM. The Registered office of the Company will be considered the deemed place of meeting.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare.

3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. A Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and therefore Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to phcapitalltd@gmail.com with a copy marked to investor@bigshareonline.com, at least 48 hours before the commencement of AGM.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

7. In compliance with the MCA Circular No. 02/2022 dated May 05, 2022 in continuation to its earlier General Circulars Circular No. 02/2021 dated January 13, 2021, 17/2020 dated April 13, 2020, the

Notice calling the AGM has been uploaded on the website of the Company at www.phcapital.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ('BSE') at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited ("Bigshare") (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. investor@bigshareonline.com.

8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company at www.phcapital.in.

9. The Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM shall join the AGM through VC/OAVM, but shall not be entitled to cast their vote again.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Bigshare Services Private Limited, at investor@bigshareonline.com in case the shares are held in physical form.

11. The Company has appointed N. M. & Co., Practicing Company Secretary, (M. No. F6270 & C.P. No. 9651) acting through its proprietor Mr. Nimish Mehta and as the Scrutinizer for conducting the remote e-voting process as well as the e-voting at the AGM, in a fair and transparent manner.

12. The Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions by writing an email to the Company at least 7 days before the date of the AGM at phcapitalltd@gmail.com so that the information required may be made available at the AGM.

13. The Members are requested to:

    a. Intimate changes, if any, in their registered addresses immediately.

    b. Quote their ledger folio number in all their correspondence.

    c. Send their Email address to the Company/Registrar and Share Transfer Agent for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.

14. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies

Act, 2013 and rules thereunder, will be available for inspection by the Members electronically during the AGM. The Members seeking to inspect such documents can send an email to phcapitalltd@gmail.com.

15. In compliance with Securities and Exchange Board of India, Circular dated April 20, 2018, shareholders holding shares of the Company in the physical form are required to provide details of the Permanent Account Number issued by Income Tax Department and Bank Account Details to the Share Transfer Agent of the Company, Bigshare Services Private Limited, at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India having email Id investor@bigshareonline.com.

16. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

17. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.

18. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at phcapitalltd@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to the date of AGM mentioning their name, demat account number/folio number, email id, mobile number phcapitalltd@gmail.com. These queries will be replied to by the company suitably by email.

19. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

20. The instructions for Remote e-voting and e-voting during AGM through VC/OAVM are as under:

    1) The e-voting period will commence on **Tuesday, September 15, 2026 at 9:00 a.m.** and will end on **Thursday, September 17, 2026 at 5:00 p.m.** During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 11, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

    2) The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 11, 2026** may cast their vote electronically. The

voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 11, 2026**.

3) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

4) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

5) Shareholder who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

6) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions.

7) However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

8) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the e-voting facility provided by Listed Companies, an individual shareholder holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The shareholders are advised to update their mobile number and email Id with their respective Depository Participants in order to access e-Voting facility.

9) Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - ➢ Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?

§ Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.

- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

By order of Board,
For P H Capital Limited.

Date: August 19, 2026
Place: Mumbai

Simran Agarwal
Company Secretary
Membership number: A68667

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

ITEM NO. 2: Increase in the authorised share capital of the company and alteration of capital clause of memorandum of association of the company

The Authorised Share Capital of the Company currently is Rs. 4,00,00,000 /- (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10 /- (Rupee Ten Only) each. The Company proposes to issue bonus shares, subject to approval of shareholders and thus proposes to increase the Authorised Share Capital of the company to Rs. 44,00,10,000 /- (Rupees Forty-Four Crore Ten Thousand Only) consisting of 4,40,01,000 (Four Crore Forty Lakhs One Thousand) Equity Shares of Rs. 10 /- (Rupee Ten Only) each to facilitate the proposed bonus issue. The increase in the Authorised Share Capital of the Company will also require consequential amendment in the sub clause (a) of Clause 5 of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution, except to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of the Resolution set out above at item no.2 as Ordinary Resolution.

ITEM NO. 3: Issue of bonus shares

In appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on August 11, 2026, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten Only) each credited as fully paid-up to eligible members of the Company in the proportion of 10 (Ten) new fully paid- up equity share of Rs.10/- (Rupee Ten Only) each for every 1 (One) existing fully paid-up equity shares of Rs. 10 /- (Rupee Ten Only) each held by them (i.e. in the ratio of 10:1), by capitalizing a sum not exceeding Rs. 30,00,10,000 /- (Rupees Thirty Crores Ten Thousand Only) out of free reserves of the Company as on March 31, 2026 as per the Audited Financial Statements for the year ended March 31, 2026. The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors at a later date. In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members. After the allotment of Bonus issue the Shareholding pattern of the Company shall be as under:

Category of Investors	Pre- Bonus Issue holding		Bonus Shares		Post-Bonus issue holding	
	No. of Shares	% of the Capital	No. of Shares	% of the Capital	No. of Shares	% of the Capital
Promoter and Promoter Group	21,81,201	72.70 %	2,18,12,010	72.70 %	2,39,93,211	72.70%
Public Shareholding	8,18,899	27.30 %	81,88,990	27.30 %	90,07,889	27.30 %
Total	30,00,100	100.00 %	3,00,01,000	100.00 %	3,30,01,100	100.00 %

The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Respective beneficiary accounts will be credited for the Bonus Shares of shareholders within the prescribed period.

In terms of Section 63 of the Act read with rules made thereunder and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. August 11, 2026, wherein the decision to announce the bonus issue was taken subject to members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 3 of this Notice.

The issue of bonus shares, if approved by the members, will be made in line with the provisions of Section 63 of the Act, Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Foreign Exchange and Management Act, 1999 ("FEMA"), or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to SEBI ICDR Regulations and SEBI Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be credited to the Suspense Demat Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of Rs. 10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid-up equity shares of the Company.

None of the Promoter, Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out above for approval of the Members at item no.3 of the notice as an Ordinary Resolution.

ITEM NO.4: To approve limits for the creating of Security by way of Mortgage/ Charge and/or hypothecation on its Assets and Properties under Section 180(1)(a) of the Companies Act, 2013:

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

In view of the aforesaid, it is proposed to take approval under Section 180(1(a) of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.1000 Crores over and above the aggregate of paid-up share capital and free reserves of the Company. The above proposal is in the interest of the Company, and the Board recommends the Resolution as set out above for approval by the members of the Company as Special Resolution.

The above proposal is in the interest of the Company, and the Board recommends the Resolution as set above for approval by the members of the Company as Special Resolution.

None of the Promoters, Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

ITEM NO.5: To approve increase in the borrowing limits under Section 180 (1)(c) of the Companies Act, 2013:

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In view of the aforesaid, it is proposed to take approval under Section 180(1(c) of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 1000 Crores in excess of paid-up capital and free reserves of the Company. The above proposal is in the interest of the Company, and the Board recommends the Resolution as set out above for approval by the members of the Company as Special Resolution.

None of the Promoters, Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

ITEM NO. 6: To - approve increase in limits for granting loans, give guarantees and/or provide security, making investments in any body corporate/person(s) pursuant to Section 186 of the Companies Act, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting,

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 1000 Crores in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. The above proposal is in the interest of the Company, and the Board recommends the Resolution as set out above for approval by the members of the Company as Special Resolution.

None of the Promoters, Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

ITEM NO.7: To regularize appointment of Mr. Aditya Himmat Bhansali (DIN: 03184474) as a Director AND ITEM NO.8: To appoint Mr. Aditya Himmat Bhansali (DIN: 03184474) as a Managing Director of the Company

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on June 5, 2026 had appointed Mr. Aditya Himmat Bhansali (DIN: 03184474) as an Additional Director and Whole Time Director of the Company subject to regulatory approvals from the BSE Limited, Membership Department. The Company received the said approval from the BSE Limited on August 5, 2026 and pursuant to the same, the Board noted the appointment of Mr. Aditya Himmat Bhansali as Additional Director with effect from August 05, 2026 and further recommend his appointment as Whole-time Director for a period of 5 years with effect from August 5, 2026, subject to approval of the Members of the Company. The Board of Directors had at their meeting held on August 19, 2026 approved change of designation of Mr. Aditya Himmat Bhansali as the Managing Director, subject to approval of Shareholders.

Mr. Aditya Himmat Bhansali shall hold office upto next general meeting or within a time period of three months from the date of appointment, whichever is earlier and is eligible to be regularized as a Director. A brief profile of Mr. Aditya Himmat Bhansali, including nature of his expertise, is provided as Annexure-I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularizing appointment of Mr. Aditya Himmat Bhansali as the Director of the Company.

Additionally, the Board recommended the appointment of Mr. Aditya Himmat Bhansali as Managing Director for a period of 5 years with effect from August 19, 2026, subject to approval of the Members of the Company.

Mr. Aditya Himmat Bhansali has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Aditya Himmat Bhansali is commensurate with the industry and size of the Company. Mr. Aditya Himmat Bhansali has no pecuniary relationship directly or indirectly with the Company.

The terms and conditions are set out herein below:

1. **TENURE OF APPOINTMENT:** The appointment of Mr. Aditya Himmat Bhansali as Managing Director is for a period of 5 years with effect from August 19, 2026.

2. **DUTIES AND RESPONSIBILITIES:** Mr. Aditya Himmat Bhansali, the Managing Director of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. **REMUNERATION:** Mr. Aditya Himmat Bhansali shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

   (a) Remuneration (including perquisites) shall be Rs. 10,00,000/- per month (subject to deduction of applicable taxes) w.e.f. August 19, 2026 and thereafter an increase upto 30% every year, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

   (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Aditya Himmat Bhansali, if there is no profit or inadequate profits in any financial year, the remuneration (including perquisites) shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

4. **OTHER TERMS OF APPOINTMENT**:

   (a) The terms and conditions of the appointment of Mr. Aditya Himmat Bhansali may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Aditya Himmat Bhansali, subject to such approvals as may be required.

   (b) The appointment may be terminated by either party by giving to the other party 3 months notice of such termination.

   (c) The employment of Mr. Aditya Himmat Bhansali may be terminated by the Company without notice or payment in lieu of notice:

      (i). If Mr. Aditya Himmat Bhansali is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or (ii). In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Mr. Aditya Himmat Bhansali of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Aditya Himmat Bhansali; or

(iii). In the event the Board expresses its loss of confidence in Mr. Aditya Himmat Bhansali; or

(d) In the event Mr. Aditya Himmat Bhansali is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(e) Upon the termination by whatever means of the employment Mr. Aditya Himmat Bhansali shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

(f) Mr. Aditya Himmat Bhansali will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid/payable to Mr. Aditya Himmat Bhansali, as Managing Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Managing Director will be beneficial to and in the interest of the Company.

Additional details of Mr. Aditya Himmat Bhansali as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Except Mr. Aditya Himmat Bhansali, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

The Board recommends resolution at item no.7 as the Ordinary Resolution and the resolution at the item no.8 as the Special Resolution as set out above for approval of the Members.

ITEM NO.9: To regularize appointment of Ms. Disha Singhvi (Din: 11751597) as a Director AND ITEM NO. 10: To appoint Ms. Disha Singhvi (Din: 11751597) as a Whole Time Director of the Company

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on June 5, 2026 had appointed Ms. Disha Singhvi (Din: 11751597) as an Additional Director and Whole Time Director of the Company subject to regulatory approvals from the BSE

Limited, Membership Department. The Company received the said approval from the BSE Limited on August 5, 2026 and pursuant to the same, the Board noted the appointment of Ms. Disha Singhvi as Additional Director with effect from August 05, 2026 and further recommend her appointment as Whole-time Director for a period of 5 years with effect from August 5, 2026, subject to approval of the Members of the Company.

Ms. Disha Singhvi shall hold office upto next general meeting or within a time period of three months from the date of appointment, whichever is earlier and is eligible to be regularized as a Director. A brief profile of Ms. Disha Singhvi, including nature of her expertise, is provided as Annexure-I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularizing appointment of Ms. Disha Singhvi as the Director of the Company.

Additionally, the Board recommended the appointment of Ms. Disha Singhvi as Whole-time Director for a period of 5 years with effect from August 5, 2026, subject to approval of the Members of the Company.

Ms. Disha Singhvi (DIN: 11751597) has expertise, knowledge and business acumen in managing the overall business of the Company and her appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Ms. Disha Singhvi is commensurate with the industry and size of the Company. Ms. Disha Singhvi has no pecuniary relationship directly or indirectly with the Company.

The terms and conditions are set out herein below:

1. **TENURE OF APPOINTMENT**: The appointment of Ms. Disha Singhvi as Whole Time Director is for a period of 5 years with effect from August 5, 2026.

2. **DUTIES AND RESPONSIBILITIES**: Ms. Disha Singhvi, the Whole Time Director of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on her, by the Board of Directors of the Company.

3. **REMUNERATION**: Mr. Disha Singhvi shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

   (a) Remuneration (including perquisites) shall be Rs. 50,000/- per month (subject to deduction of applicable taxes) w.e.f. August 5, 2026 and thereafter an increase upto 30% per cent every year, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

(b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Ms. Disha Singhvi, if there is no profit or inadequate profits in any financial year, the remuneration (including perquisites) shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

4. OTHER TERMS OF APPOINTMENT:

(a) The terms and conditions of the appointment of Ms. Disha Singhvi may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Ms. Disha Singhvi, subject to such approvals as may be required.

(b) The appointment may be terminated by either party by giving to the other party 3 months notice of such termination.

(c) The employment of Ms. Disha Singhvi may be terminated by the Company without notice or payment in lieu of notice:

(i). If Ms. Disha Singhvi is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

(ii). In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Ms. Disha Singhvi of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Ms. Disha Singhvi; or

(iii). In the event the Board expresses its loss of confidence in Ms. Disha Singhvi;

(d) In the event Ms. Disha Singhvi is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.

(e) Upon the termination by whatever means of the employment Ms. Disha Singhvi shall immediately tender his resignation from offices held by her in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the subsidiaries or associated companies.

(f) Ms. Disha Singhvi will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid/payable to Ms. Disha Singhvi, as Whole Time Director of the Company, is commensurate with her duties and responsibilities. The Board considers that her association as Whole Time Director will be beneficial to and in the interest of the Company.

Additional details of Ms. Disha Singhvi (DIN: 11751597) as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Except Ms. Disha Singhvi, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

The Board recommends the resolution at item no.9 as Ordinary Resolution and resolution at item no.10 as a Special Resolution as set out above for approval of the Members.

ITEM NO. 11: To appoint of Mr. Nagendraa Parakh (DIN: 10177336) as Non-Executive - Independent Director of the Company

Mr. Nagendraa Parakh has been appointed as Additional Independent Director of the company by the Board of Directors on August 5, 2026 who holds office upto the date of the ensuing Annual General Meeting. Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 11, 2026, proposed and recommended the appointment of Mr. Nagendraa Parakh, aged 63 years, as Independent Director of the Company, for a term of five years with effect from August 5, 2026 till August 4, 2031 and who shall not be liable to retire by rotation under the provisions of section 152(6) of the Companies Act, 2013 to the members for their approval at this AGM. The Company has, in terms of Section 160(1) of the Companies Act 2013 ("Act") received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received from Mr. Nagendraa Parakh, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164 of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”); (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

A brief profile of the Director proposed to be appointed is given below:

Mr. Nagendraa Parakh has over 35 years of experience in securities markets and financial regulation. He served as Executive Director at SEBI and was involved in market regulation, supervision of intermediaries, and investor protection initiatives. He also served as Member of the Forward Markets Commission and held various positions at SEBI across regulatory and policy functions. Prior to joining SEBI, he worked with Power Finance Corporation Limited in project finance and credit appraisal.

Additional details of Mr. Nagendraa Parakh (DIN: 10177336) as required pursuant to Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Except Mr. Nagendra Parakh, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

The Board recommends the Special Resolution as set out above at item no.11 for approval of the Members.

ITEM NO. 12: Change of Name

In view of the change of Control and Management, the Company had made an application for reservation of name for change of name of the Company from “P H Capital Limited” to “AHB Capital Limited” and has received a name availability letter from the Registrar of Companies, Ministry of Corporate Affairs dated August 10, 2026, informing no objection with respect to the proposed change in the name of the Company. The Company has also received No Objection from the BSE Limited, Broking Department dated August 10, 2026.

The Board of Directors on August 11, 2026 has approved the change in the name of the Company “P H Capital Limited” to “AHB Capital Limited” and the consequent alterations to the Memorandum of Association and the Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in the name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders. The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolution set out at Item No. 12.

The Board of Directors recommends the resolution in relation to change of the name of the Company, as set out in Item No. 12 for approval of the members by way of Special Resolution.

Item No.13: Adoption of new set of Articles of Association

Considering the change of Management and business plans of the Company, several regulations in the existing Articles do not have enabling provisions or are not adequately clear. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing Articles of the Company require alteration and/or deletion. Given this position it is considered expedient to wholly replace the existing Articles by a new set of Articles.

Member(s) interested in obtaining a physical copy of the Articles of Association can send in their request to the Company email address: phcapitalltd@gmail.com and the same is also available on the website of the Company www.phcapital.in.

The Board recommends the resolution set forth in Item No.13 for the approval of the member as Special Resolution.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolution set out at Item No. 13.

ITEM NO. 14: To appoint M/S. N. M. & Co. Company Secretaries, Practicing Company Secretaries as Secretarial Auditors, for period of 5 Years.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s. N. M. & Co. Company Secretaries, Practicing Company Secretaries (Peer Review No. 2385/2022 and CP No.: 9651), Mumbai acting through its proprietor Mr. Nimish Mehta (Membership No: F6270) have been proposed to be appointed as Secretarial Auditors of the Company for the period of five year.

Regulation 24A of the Listing Regulations, inter alia, provides that with effect from April 1, 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the SEBI Listing Regulations.

The brief profile M/s. N. M. & Co. Company Secretaries is as follows:

N. M. & Co. is a full-fledged proprietorship firm of Practicing Company Secretaries based in Mumbai. The firm is peer-reviewed and registered with the Institute of Company Secretaries of India (ICSI).

The firm have been in practice since December 2010 and provides corporate law and compliance advisory services. It engages in advising listed companies, private and public entities, NBFCs, joint ventures, and multinational corporations. The firm's areas of expertise include statutory compliance, corporate governance, SEBI regulations, mergers and demergers, capital restructuring and other corporate law related matters.

Taking into account the above requirements and considering factors such as technical skills, independence, industry experience, expertise, quality of audit practices the Board of Directors, on the recommendation of the Audit Committee and subject to shareholders' approval, have approved the appointment of M/s. N. M. & Co. Company Secretaries, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive years i.e. FY 2026-27 to 2030-31.

The Board of Directors in consultation with the Audit Committee and Secretarial Auditor, fixed the remuneration payable for the financial year 2026-27 at Rs.50,000/- (Indian Rupees Fifty Thousand only), plus any out of pocket expenses incurred by them in connection with the audit and other applicable taxes, with an authority being given to the Board of Directors, on the recommendation of the Audit Committee to review and affix the remuneration for subsequent years in consultation with the Secretarial Auditor without being required to seek any further consent or approval of the members of the Company.

The Company has received written consent from M/s. N. M. & Co. Company Secretaries, confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations.

The details as required under Regulation 36(5) of the Listing Regulations are covered above.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 14 for the approval of Members.

By order of Board,
For P H Capital Limited.

Date: August 19, 2026
Place: Mumbai

Simran Agarwal
Company Secretary
Membership number: A68667

Details of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of director	Mr. Aditya Himmat Bhansali	Ms. Disha Singhvi	Mr. Nagendraa Parakh
Director Identification Number (DIN)	03184474	11751597	10177336
Date of Birth	29/06/1980	14/05/1984	21/10/ 1962
Nationality	Indian	Indian	Indian
Date of first Appointment	05/08/2026	05/08/2026	05/08/2026
Qualifications	MBA MBL LLM	B.Sc. and M.B.A.	F.C.A., F.C.S.
Shareholding in the listed entity, including shareholding as a beneficial owner	21,81,201	-	-
Brief Resume and Nature of expertise in specific functional areas	Mr. Aditya Himmat Bhansali acted as a Remisier with Choice Equity Broking Private Limited through Aditya Bhansali HUF from June 9, 2020 to September 1, 2024. In this capacity, he was involved in client acquisition, onboarding of investors for trading in equity and derivative markets, and facilitating effective coordination between clients and the stock broker.	Acted as Business Development executive from Jan 2024 till May 2026 with Choice Equity Broking Pvt. Ltd. She was responsible for sourcing of new clients and assisted in onboarding of clients.	28+ years experience worked with SEBI and 6+ Years of experience with Power Finance Corporation Limited

	Mr. Aditya Himmat Bhansali is also the Founding Partner of Mindspright Legal, a boutique law firm specializing in securities laws and regulatory practice. He regularly advises corporates on capital markets transactions, SEBI regulations, fund-raising activities, and securities law compliance matters		
Terms and Conditions of Appointment / Reappointment	As provided in the explanatory statement above	As provided in the explanatory statement above	As provided in the explanatory statement above
Directorship on the other listed Companies	-	-	-
Membership / Chairmanship of Committees in P H Capital Limited*	**1.** Audit Committee Member **2.** Stakeholders Relationship Committee – Member **3.** Corporate Social Responsibility Committee - Member	**1.** Audit Committee Member **2.** Stakeholders Relationship Committee – Chairperson **3.** Corporate Social Responsibility Committee - Member	**1.** Audit Committee Member **2.** Nomination and Remuneration Committee - Member
Membership/ Chairmanship of Committees of the Board of other Listed Companies	-	-	-

Names of Unlisted Companies (private & public) in which person holds Directorship	-	-	**1.** Choice AMC Private Limited **2.** MMK Toll Road Private Limited **3.** Credstone Ratings Private Limited
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	-	-	**1.** Member of Audit Committee of MMK Toll Road Private Limited
Listed entities from which he/she has resigned as Director in past 3 years	-	-	-
Relationship between Director Inter se	-	-	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	-	-	-
No. of Board meetings attended during the Financial Year 2025-26*	Not applicable	Not applicable	Not applicable
Details of remuneration last drawn (FY 2025-26)*	Not applicable	Not applicable	Not applicable
Remuneration sought to be paid	As provided in the explanatory statement above	As provided in the explanatory statement above	Mr. Nagendra Parakh shall be eligible to receive sitting fees

**Since the appointments have been made after March 31, 2026.*