

Regd. Office: 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg, Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.

Tel.: 022-2201 9473 / 022-2201 9417 • CIN: L74140MH1973PLC016436

Email: phcapitalitd@gmail.com

12th September, 2019

To,
Corporate Relationship Department
Bombay Stock Exchange limited
Phiroze Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai - 400 001

Dear Sir.

Ref: Our Security Code No. 500143

ISIN: INE160F01013

Sub: Submission of Voting Results and Scrutinizer's Report of the 46th Annual General Meeting (AGM) held on held on Tuesday, 10th September, 2019.

With reference to the relevant provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Voting Results and Scrutinizer's Report in Form MGT-13 of the 46th Annual General Meeting of the Members of the Company held on Tuesday 10th September, 2019.

Kindly acknowledge receipt and take the above on record.

Yours faithfully,

- Rikeen Dalal

(Executive Director)

DIN: 01723446

Encl: As Above



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Voting Results

Date of AGM/EGM	10 th September, 2019
Total number of shareholders on record date	1990
No. of shareholders present in the meeting	
either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	11
No. of shareholders present in the meeting	
through video conferencing:	
Promoters and Promoter Group:	0
Public:	0

Whether pron							the year 11 March			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2) Polled on outstand ing shares (3)=[(2)/(1)]*100 No. of Votes No. of Votes - against (5) No. of Votes - Wotes - against in agains favou on ron votes polled (7)=[(5) (6)=[(100)]*100 No. of Votes No. of Votes - works against in agains favou on ron votes polled (6)=[(100)]*100							
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00		
and	Poll		0	0	0	0	0	0.00		
Promoter group	Total	2243900	2241000	99.87	2241000	0	100	0.00		
Public	E-voting	0	0	0.00	0	0	0.00	0.00		
Institutions	Poll		0	0.00	0	0	0.00	0.00		
	Total	0	0	0.00	0	0	0.00	0.00		
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00		
Institutions	Poll	/30200	102	0.01	102	0	100	0.00		
	Total	756200	28110 3.71 28110 0 100 0.00							
Total		3000100	2269110	75.64	2269110	0	100	0.00		



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Resolution 2	To appoint a Director in place of Mr. Rikeen Dalal (DIN: 01723446),
	who retires by rotation and being eligible offers himself for reappointment.

Danalustan un	! d- /O-d!		Oudingun						
Resolution re			Ordinary						
Whether pro	-		Yes						
are interested	d in the agend	da/resolution?							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	Votes Polled on outstand ing shares (3)=[(2)/(1)]* 100 Votes – in Votes – against favour on votes polled (6)=[(4)/(2)]*100					
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00	
and	Poll	7	0	0	0	0	0	0	
Promoter group	Total	2243900	2241000	99.87	2241000	0	100	0.00	
Public	E-voting	0	0	0.00	0	0	0.00	0.00	
Institutions	Poli	7	0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00	
Institutions	Poll	/30200	102	0.01	102	0	100	0.00	
	Total	756200	28110	3.71	28110	0	100	0.00	
Total		3000100	2269110	75.64	2269110	0	100	0.00	

Resolution 3			Approval for appointment of Mrs. Sejal Rikeen Dalal as Non – Executive Woman Director of the Company.								
Resolution re	quired: (Ordi	nary/Special)	Ordinary								
Whether pro	•	noter group la/resolution?	Yes	Yes							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00			
and	Poll	1	0	0	0	0	0	0			
Promoter group	Total	2243900	2241000	99.87	2241000	0	100	0.00			
Public	E-voting	0	0	0.00	0	0	0.00	0.00			



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Institutions	Poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00
Institutions	Poll		102	0.01	102	0	100	0.00
	Total	756200	28110	3.71	28110	0	100	0.00
Total		3000100	2269110	75.64	2269110	0	100	0.00

Resolution 4			1		ment of Mr Director of th			n as Non-			
Resolution re	quired: (Ordi	nary/Special)	Ordinary								
Whether pror	•	noter group la/resolution?	No	No							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00			
and	Poll		0	0	0	0	0	0			
Promoter group	Total	2243900	2241000	99.87	2241000	0	100	0.00			
Public	E-voting	0	0	0.00	0	0	0.00	0.00			
Institutions	Poll		0	0.00	0	0	0.00	0.00			
	Total	0	0	0.00	0	0	0.00	0.00			
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00			
Institutions	Poll	/30200	102	0.01	102	0	100	0.00			
	Total	756200	28110	3.71	28110	0	<u> </u>	- 0.00 -			
Total		3000100	2269110	75.64	2269110	0	100	0.00			

executive Independent Director of the Company								i as Non-
Resolution re	quired: (Ordi	nary/Special)	Ordinary					
Whether pro	•	noter group la/resolution?	No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100



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				1)]* 100				
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00
and	Poll		0	0	0	0	0	0
Promoter	Total	2243900	2241000	99.87	2241000	0	100	0.00
group								
Public	E-voting	0	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00
Institutions	Poll	/36200	102	0.01	102	0	100	0.00
	Total	756200	28110	3.71	28110	0	100	0.00
Total		3000100	2269110	75.64	2269110	0	100	0.00

Resolution 6			Approval for Amendment of the object clause of the Memorandum of Association of the Company							
Resolution red	quired: (Ordi	nary/Special)	Special							
Whether pron are interested	-	noter group la/resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00		
and	Poll		0	0	0	0	0	0		
Promoter group	Total	2243900	2241000	99.87	2241000	0	100	0.00		
Public	E-voting	0	0	0.00	0	0	0.00	0.00		
Institutions	Poll		0	0.00	0	0	0.00	0.00		
	Total	0	0	0.00	0	0	0.00	0.00		
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00		
Institutions	Poll	730200	102	0.01	102	0	100	0.00		
	Total	756200	28110	3.71	28110	0	100	0.00		
Total		3000100	2269110	75.64	2269110	0	100	0.00		

Resolution 7			Approval for Adoption of new Articles of Association of the Comp containing regulations in conformity with the Companies Act, 201							
Resolution required: (Ordinary/Special) Special										
Whether pro are interested	-	noter group la/resolution?	No							
Category	Mode of	No. of	No. of	% of	No. of	No. of	% of	% of		



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	Voting	Shares held (1)	Votes polled (2)	Votes Polled on outstand ing shares (3)=[(2)/(1)]* 100	Votes – in favour (4)	Votes – against (5)	Votes in favour on votes polled (6)=[(4)/(2)]*100	Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-voting	2243900	2241000	99.87	2241000	0	100	0.00
and	Poll		0	0	0	0	0	0
Promoter group	Total	2243900	2241000	99.87	2241000	0	100	0.00
Public	E-voting	0	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public Non-	E-Voting	756200	28008	3.70	28008	0	100	0.00
Institutions	Poli	756200	102	0.01	102	0	100	0.00
	Total	756200	28110	3.71	28110	0	100	0.00
Total		3000100	2269110	75.64	2269110	0	100	0.00

For and on behalf of

P H Capital Limited

EXECUTIVE DIRECTOR

RIKEEN DALAI

: maurya.dhirendra@gmail.com csmaurya.dhirendra@gmail.com 2: 98 1959 4742, Off: 022-28149480

Dhirendra Maurya & Associates Company Secretaries

Form No. MGT-13 SCRUTINIZERS COMBINED REPORT ON E-VOTING & POLL

To the Chairman of 46th Annual General Meeting of **P H Capital Limited (CIN:** L74140MH1973PLC016436) held on Tuesday, September 10, 2019 at 4.00 p.m. at The Chancellor Hall, The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400018.

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014. I was appointed as a Scrutinizer to conduct poll for passing of 5 (Five) Ordinary Resolutions & 2 (Two) Special Resolutions as contained in the notice dated 5th August 2019. Subsequently, I have issued Scrutinizer's Report on September 11, 2019.

In terms of the provisions of Section 109 of the Companies Act, 2013 read with Chapter 21 of Companies (Management & Administration) Rules, 2014, I was appointed as a Scrutinizer to conduct poll for passing of 5 (Five) Ordinary Resolutions & 2 (Two) Special Resolutions as contained in the notice dated 5th August 2019. Subsequently, I have issued Scrutinizer's Report on September 11, 2019.

After our appointment as Scrutinizers, we took charge of the sealed ballot boxes. We have scrutinized the ballot papers and the Register of Equity Shareholders maintained by M/s. Bigshare Services Private Limited, The Registrar & Share Transfer Agent appointed by the Company.

As requested by management, I have annexed Combined Report, on the results of E-Voting and Poll.

For Dhirendra Maurya & Associates

CP-9594

Company Secretaries

Dhirendoa Maurya

Proprietor

ACS: 22005, CP: 9594

Place: Mumbai **Date:** 11/09/2019

Annexure I

Details of the E-voting

Number of Members who participated in e-voting were 16 (Sixteen).

Details of Voting during the Poll

20 (Twenty) Members attended meeting out of which 2 (Two) members voted during the Poll.

Nil ballot papers were classified as Invalid. Total Number of valid Votes casted were 102.

The analysis of valid votes has been produced in Annexure II.

For Dhirendra Maurya & Associates

Company Secretaries

Dhirendra Maurya

Proprietor

ACS: 22005, CP: 9592

Place: Mumbai Date: 11/09/2019

Annexure II

Analysis of Results of Item No. 1 to Item No. 7.

Resolution No. 1

Nature of Resolution

Ordinary Resolution

Subject Matter: To receive, consider and adopt the audited Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31 March 2019 and the Balance Sheet as at 31 March 2019 and the Reports of the Directors and the Auditors thereon.

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favor (4)	No. of votes Against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
			Mode of Vo	oting: E-Votin	g		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			
Promoter & Promoter Group	2243900	0	0	0	0	0	0
Public Institutional Holders	0	0	0	0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00



Nature of Resolution

Ordinary Resolution

Subject Matter: To appoint a Director in place of Mr. Rikeen Dalal (DIN: 01723446), who retires by rotation and being eligible offers himself for re-appointment.

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
				oting: E-Votin	ıg		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			
Promoter & Promoter Group	2243900	0	0	0	0	0	0
Public Institutional Holders	0	0	0	0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00



Nature of Resolution

Ordinary Resolution

Subject Matter: Approval for appointment of Mrs. Sejal Rikeen Dalal as Non-executive Woman Director of the Company.

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
			Mode of V	oting: E-Votin	g		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			
Promoter & Promoter Group	2243900	0	0	0	0	0	0
Public Institutional Holders	0	0	0	0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00



Nature of Resolution

Ordinary Resolution

Subject Matter: Approval for appointment of Mr. Mukesh Kumar Jain as Non-executive Independent Director of the Company.

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favor (4)	No. of votes Against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
			Mode of Vo	oting: E-Votin	g		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			
Promoter & Promoter Group	2243900	0	0	0	0	0	0
Public Institutional Holders	0	0	0	0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00



Nature of Resolution

Ordinary Resolution

Subject Matter: Approval for appointment of Mr. Naveen Chaturvedi as Non-executive Independent Director of the Company.

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in favor (4)	No. of votes Against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
			Mode of V	oting: E-Votin	ıg		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			
Promoter & Promoter Group	2243900	0	0	0	0	0	0
Public Institutional Holders	0	0	0	0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00



Resolution No. 6 Special Resolution

Subject Matter: Amendment of the object clause of the Memorandum of Association of the Company.

Nature of Resolution

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
			Mode of Vo	oting: E-Votin	g		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			1
Promoter & Promoter Group	2243900	0	0	0	o o	0	0
Public Institutional Holders	0	0	0	,0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00



Nature of Resolution

Special Resolution

Subject Matter: Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
			Mode of Vo	oting: E-Votin	g		
Promoter & Promoter Group	2243900	2241000	99.87	2241000	0	100	0.00
Public Institutional Holders	0	0	0	0	0	0	0.00
Public - Others	756200	28008	3.70	28008	0	100	0.00
Total (A)	3000100	2269008	75.63	2269008	0	100	0.00
			Mode of	Voting: Poll			
Promoter & Promoter Group	2243900	0	0	0	0	0	0
Public Institutional Holders	0	0	0	0	0	0	0
Public - Others	756200	102	0.01	102	0	100	0
Total (B)	3000100	102	0.01	102	0	100	0
Result (A+B)	3000100	2269110	75.64	2269110	0	100	0.00

