

# P. H. CAPITAL LTD.

Regd. Office: 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,

Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.

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

Email: phcapitalltd@gmail.com

12th September, 2019

To,

**Corporate Relationship Department** 

Bombay Stock Exchange limited Phiroze Jeejeebhoy Tower, 25<sup>th</sup> Floor, Dalal Street, Mumbai - 400 001

Dear Sir,

Ref: Our Security Code No. 500143

**ISIN:** INE160F01013

<u>Sub:</u> Submission of Voting Results and Scrutinizer's Report of the 46<sup>th</sup> Annual General Meeting (AGM) held on held on Tuesday, 10<sup>th</sup> 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,

(1)

Rikeen Dalal

(Executive Director)

DIN: 01723446

Encl: As Above



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Email: phcapitalltd@gmail.com

Date of AGM/EGM	10 <sup>th</sup> 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

Resolution 1			To receive, consider and adopt the audited Statements of Profit and Loss, Cash Flow Statement of the Company for the year ended 31 <sup>st</sup> March, 2019 and the Balance Sheet as at 31 March								
	•		2019 and the Reports of the Directors and the Auditors thereon.								
Resolution req	uired: (Ordinary/S	pecial)	Ordinary								
Whether prom	noter or promoter g	group are	No								
interested in t	he agenda/resoluti	on?		w		197					
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 – votes against (5)         % of Votes – Votes votes in favour on votes polled (6)=[( /(2) 4)/(2) 00								
							]*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	4.	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			

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

Resolution 3		9	Approval for appointment of Mrs. Sejal Rikeen Dalal as Non – Executive Woman Director of the Company.							
Resolution red	quired: (Ordir	nary/Special)	Ordinary							
Whether pron are interested			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		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		102	0.01	102	0	100	0.00		
	Total	756200	28110	3.71	28110	0	100	0.00		
Total	1	3000100	2269110	75.64	2269110	0	100	0.00		

Resolution 4	•	g	Approval j	for appoint	ment of Mi	. Mukesh	Kumar	Jain	as	Non-
- 24	1		executive I	xecutive Independent Director of the Company						
Resolution r	equired: (Ordii	nary/Special)	Ordinary						//-	.0.
Whether pro	moter or pron	noter group	No							MUME
are intereste	ed in the agend	a/resolution?							1/2	1
Category	Mode of	No. of	No. of	% of	No. of	No. of	% of		% o	*

	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	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 -	/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 5		*			ment of M Director of th			i as Non-			
Resolution red	quired: (Ordir	nary/Special)	Ordinary								
Whether pron	•	noter group a/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	100	0.00			
Total		3000100	2269110	75.64	2269110	0	100	0.00			

Resolution 6		71	Approval fo	r Amendme	ent of the obj	ect clause d	of the Memo	orandum of
	Ť		Association	of the Com	pany			
Resolution red	quired: (Ordir	ary/Special)	Special	*				
Whether pron	noter or pron	noter group	No					
are interested	in the agend	a/resolution?						
Category	Mode of	No. of	No. of	% of	No. of	No. of	% of	% of
	Voting	Shares held	Votes	Votes	Votes – in	Votes –	Votes in	Votes
		16	, .					

,		(1)	polled (2)	Polled on outstand ing shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/( 2)]*100	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	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	/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 7		2			of new Articl						
Resolution re	quired: (Ordir	nary/Special)	Special				=	1			
Whether pror		noter group a/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	Poli		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			

For P H, CAPITAL LIMITED

MUMBAI

Rikeen Dalal

(Executive Director)

DIN: 01723446

: 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 46<sup>th</sup> 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 5<sup>th</sup> 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 5<sup>th</sup> 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
				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

