



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

To,
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500143

Date: February 25, 2022

Dear Sir,

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

Dear Sir,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot along with Explanatory Statement.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose Email ID is registered with the Company / Depositories, as on **Friday, February 18, 2022 ("Cut-off Date")**.

The e-voting facility will be available during the following period:

Commencement of e-voting: **9:00 a.m. (IST) on Monday, February 28, 2022**
End of e-voting: **5:00 p.m. (IST) on Tuesday, March 29, 2022**

You are requested to take the same on your record.

Thanking You

Yours Faithfully,

For P H CAPITAL LIMITED

RIKEEN
PRADIP
DALAL
Rikeen Dalal
Director
DIN: 01723446





P. H. CAPITAL LTD.

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

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

Email : phcapitaltd@gmail.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of **P.H. CAPITAL LIMITED** ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. Dhirendra Maurya, Practicing Company Secretary, (M. No. FCS 22005 & C.P. No. 9594) and Proprietor of M/s. Dhirendra Maurya and Associates, Practicing Company Secretaries, Thane as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, March 29, 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Thursday, March 31, 2022 and will be displayed on the Company's website www.phcapital.in and will also be communicated to the Stock Exchanges and Central Depository Services(India) Limited ("CDSL").



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

SPECIAL BUSINESS

1. **Revision in remuneration of Mr. Rikeen Dalal, Whole Time Director (DIN 01723446)**

To consider, and if thought fit, to pass the following resolution, as a **Special Resolution**:

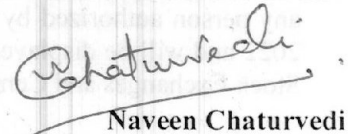
“RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification thereof and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, and in partial modification of the resolution passed by the members at the 47th AGM of the Company held on September 30, 2020, the consent of the Members be and is hereby accorded for the revision in the remuneration of Mr. Rikeen Dalal, Whole Time Director of the Company to an amount upto Rs. 10,00,000/- per month (including basic salary, allowances, and perquisites) with effect from January 01, 2022 till the end of remaining duration of his tenure i.e. up to November 10, 2022.

RESOLVED FURTHER THAT all other existing terms and condition of his appointment as detailed in the resolution passed by the members at the 47th AGM of the Company held on September 30, 2020 shall remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent, the Board of Directors as may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration which includes the event of loss or inadequacy of profits in any financial year(s) as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any applicable provisions prescribed from time to time.”

RESOLVED FURTHER THAT any Director the company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

By order of Board of Directors
For PH CAPITAL LIMITED.


Naveen Chaturvedi

Director
DIN: 00004745

Place: Mumbai
Date: February 9, 2022



P. H. CAPITAL LTD.



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

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

Email : phcapitaltd@gmail.com

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out the material facts and reasons is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 18, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.phcapital.in., websites of the Stock Exchange, that is, BSE Limited at www.bseindia.com. and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and with M/s. Bigshare Services Private Limited, at investor@bigshareonline.com. in case the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on Monday, February 28, 2022 and ends at 5:00 p.m. (IST) on Tuesday, March 29, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, March 29, 2022.
10. The instructions for e-voting:



P. H. CAPITAL LTD.

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

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

Email : phcapitaltd@gmail.com

- (i) The voting period begins on 9:00 a.m. (IST) on Monday, February 28, 2022 and ends on 5:00 p.m. (IST) on Tuesday, March 29, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 18, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (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.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

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.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



P. H. CAPITAL LTD.



Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

A. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 the e-Voting service provider 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. CDSL/NSDL/KARVY/LINKINTIME, 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/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on 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.



P. H. CAPITAL LTD.

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

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

Email : phcapitaltd@gmail.com

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.nsd.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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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.



P. H. CAPITAL LTD.



Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

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 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- a. The shareholders should log on to thee-voting website www.evotingindia.com.
- b. Click on "Shareholders" module
- c. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next, enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



P. H. CAPITAL LTD.

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

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

Email : phcapitaltd@gmail.com

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
---	--

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the Electronic Voting Sequence Number (EVSN) of **P H Capital Limited** on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdeskevoting@cdslindia.com.
 - iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



P. H. CAPITAL LTD.

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

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

Email : phcapitaltd@gmail.com

- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; phcapitaltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. Process for those Shareholders whose Email Ids / Mobile Number are not registered with the Company/Depositories.

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by an email to phcapitaltd@gmail.com or investor@bigshareonline.com
- ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By order of Board of Directors
For PH CAPITAL LIMITED.

Naveen Chaturvedi
Director
DIN: 00004745

Place: Mumbai
Date: February 9, 2022



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • **CIN :** L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

ANNEXURE TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules framed thereunder sets out all material facts relating to Special Business mentioned in the Notice:

The Members of the Company at their 47th Annual General Meeting held on September 30, 2020 ('47th AGM') had approved appointment of Mr. Rikeen Dalal, as Whole Time Director of the Company for a period of 3 years which will expire on November 10, 2022. Considering the rich and varied experiences in the investment advisory industry, his association & participation in day to day affairs & management of the Company as well as the progress made & milestones achieved by the Company under the guidance and supervision of Mr. Rikeen Dalal, the Nomination and Remuneration Committee has recommended, and the Board has approved the revision of remuneration of Mr. Dalal from Rs. 20,000/- per month (including basic salary, allowances, and perquisites) to an amount upto Rs. 10,00,000/- per month (including basic salary, allowances, and perquisites) with effect from January 01, 2022 till the end of remaining duration of his existing tenure i.e. up to November 10, 2022 and all the existing terms and condition of his appointment as contained in the resolution passed at 47th AGM shall remain in full force and effect.

In terms of pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), payment of remuneration requires approval of Members of the Company in form of Special Resolution. Hence, the Members are requested to pass the Special Resolutions accordingly.

Except Mr. Rikeen Dalal and Mrs. Sejal Rikeen Dalal, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, are concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members.

Information required under Clause (B) (iv) of Part II of Schedule V:

A. General Information:

i. Nature of Industry:

The Company is in the business of Trading of Shares, Securities, Derivatives and Commodities.

ii. Date of commencement of Commercial Production: in year March 1973

iii. In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

iv. Financial Performance based on given indicators:



P. H. CAPITAL LTD.

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

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

Email : phcapitaltd@gmail.com

The financial data as per last audited Balance Sheet as on March 31, 2021 is as under:

Particulars	2020-21 (Audited)
Revenues	482,928,358
Expenditure	325,533,308
Profit Before Taxes	157,395,050
Profit After Taxes	102,963,307
EPS	34.32

v. Foreign Investments or Collaborators:

At present the Company does not have any participation in any foreign investment, nor there is any holding of foreign body corporate in the Company.

B. Information about Whole Time Director

i. Background Details:

Mr. Rikeen Dalal has 36 Years of experience of Stock Broking, Banking, Retails & Wholesale Distribution of financial products and related financial services. He has been associated with the Company as Director since 1994 and the Company has benefited from his rich experience in varied fields.

ii. Past Remuneration:

Name	Designation	Total Remuneration (including basic salary, allowances, and perquisites)
Rikeen Dalal	Whole Time Director	2,40,000

All above figures are per annum and pertains to financial year 2020-21.

iii. Awards and Recognition: NIL

iv. Job Profile and Suitability:

The appointee is a Whole Time Director of the Company who shall control and manage the day to day affairs of the Company subject to superintendence and control of the Board of Directors. Mr. Rikeen Dalal has vast business experience and knows the Company's business in particular and the industry as a whole. He has proven track record and well suited for the position.

v. Remuneration Proposed:

The remuneration proposed is detailed in the resolution.



P. H. CAPITAL LTD.

Regd. Office : 5D, Kakad House, 5th Floor, 'A' Wing, Sir Vithaldas Thackersey Marg,
Opp. Liberty Cinema, New Marine Lines, Mumbai - 400020.
Tel. : 022-2201 9473 / 022-2201 9417 • CIN : L74140MH1973PLC016436
Email : phcapitaltd@gmail.com

vi. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person:

Looking to the vast experience of Mr. Rikeen Dalal, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed person.

vii. Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel or other Director:

Mr. Rikeen Dalal is Husband of Non-Executive Director Mrs. Sejal Dalal.

C. Other Information

- Reasons for inadequate profits: N.A.
- Steps taken or proposed to be taken for improvement: N.A.
- Expected increase in productivity and profits in measurable terms: N.A.

D. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been already mentioned in the Annual Report under the heading Remuneration paid to Directors for the year ended March 31, 2021.

**By order of Board of Directors
For PH CAPITAL LIMITED.**

**Naveen Chaturvedi
Director
DIN: 00004745**

**Place: Mumbai
Date: February 9, 2022**