



# 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  
**P.H. CAPITAL LIMITED**

**MINUTES OF THE PROCEEDINGS OF THE FORTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF P.H. CAPITAL LIMITED HELD ON MONDAY 30TH SEPTEMBER, 2014 AT 10.30 A.M. AT THE AHMED A. FAZELBHOY PRIVATE .SUNVILLE, 9 DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 018 .**

Present:	1. Mr. Rikeen Dalal	Director & Member
	2. Smt. Tej P. Dalal	Director & Member
	3. Mr. Roshan I. Jain	Director & Member
	4. Mrs. Sejal R. Dalal	Member
	5. Mr. Ronil R. Dalal	Member
	6. Mr. Rayan R. Dalal	Member
	7. Mr. Samir Desai	Authorised Representative of Finco Capital Management Pvt. Ltd.
	8. Mr. Vinayak Kondvekar	Authorised Representative of Prahar Financial & Cons. Mgmt. Sevc. Pvt. Ltd.
	9. Mr. Vijay Solanki	Authorised Representative of Green Paper Financial Services Pvt. Ltd. / Krishna Trust
	10. Mr. Dinesh Patil	Authorised Representative of Tirupati Trust
	11. Twenty Nine other Members present in person.	

## **CHAIRMAN**

In accordance with the Articles of Association, Mr. Rikeen P. Dalal took the chair.

The Chairman welcomed the shareholders to the Meeting.

## **QUORUM :**

The Chairman declared that the requisite quorum being present as per section 103 of the Companies Act, 2013 was present and called the Meeting to order.

The Chairman advised the Members that the Register of Proxies and the Register of Directors' Shareholdings was placed on the table and was open for inspection by the members during the continuance of the Meeting.

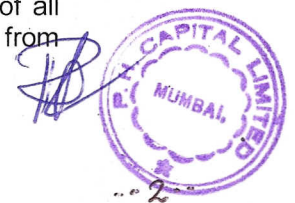
## **NOTICE :**

The Notice dated 20<sup>th</sup> August, 2014 convening the Meeting was taken as read with the consent of the Members.

Mr. Samir Desai, Compliance Officer read out the Auditors Report to the Shareholders.

Thereafter the Chairman made a brief statement about the affairs of the Company.

The Company had provided e-voting facility to the shareholders to cast their votes at the Annual General Meeting, pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of all the businesses mentioned in the Notice. The e-voting facility was kept open from Wednesday, 24/09/2014 from 9.00 A.M. to Friday, 26/09/2014 up to 6.00 P.M.





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He further stated Mrs. Grishma Khandwala, practicing Company Secretary was appointed as scrutinizer in connection with the e-voting process.

As per section 107 read with section 108 of the Companies Act, 2013, there will be no show of hands at the Annual General Meeting.

The Chairman then read out the results of the e-voting.

### Results of the Electronic Voting on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Tuesday, September 30, 2014.

On the basis of the Scrutinizer's Report for the e-voting dated September 27, 2014 the summary of which is mentioned hereunder the Chairman of the Company announced the results of voting on September 30, 2014 and stated that all the resolutions for the Ordinary and Special businesses as set out in Item No. 1 to 6 in the Notice of the 41<sup>st</sup> Annual General Meeting of the Company have been duly passed by the requisite majority.

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes (favour and against)	Nos.	% of total number of valid votes (favour and against)	
Item No. 1 of the Notice (as an Ordinary Resolution)	2231900	100%	0	0	0
Item No. 2 of the Notice (as an Ordinary Resolution)	2231900	100%	0	0	0
Item No. 3 of the Notice (as an Ordinary Resolution)	2231900	100%	0	0	0
Item No. 4 of the Notice (as an Special Resolution)	2231900	100%	0	0	0
Item No. 5 of the Notice (as an Special Resolution)	2231900	100%	0	0	0
Item No. 6 of the Notice (as an Special Resolution)	2231900	100%	0	0	0



no 500





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The Resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 6 in the Notice of the 41<sup>st</sup> Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the 41<sup>st</sup> Annual General Meeting of the Members held on 30<sup>th</sup> September, 2014.

### **Item No. 1 : Ordinary Business**

**Adopt the Audited Statement of Profit & Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors' and Auditors thereon.**

"RESOLVED THAT the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet for the year ended on that date together with all the schedules thereon and the Reports of the Directors' and Auditors thereto be and are hereby approved and adopted."

### **Item No. 2 : Ordinary Business**

**To appoint a Director in place of Mr. Rikeen Dalal, who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT Mr. Rikeen P. Dalal, Director of the Company who retires by rotation be and is hereby re-appointed as a Director of the Company."

### **Item No. 3 : Ordinary Business**


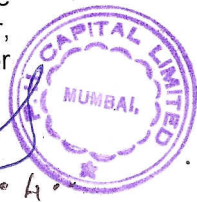
**To appoint statutory auditors and to fix their remuneration.**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under the retiring Auditors M/s. S.P. Jain & Associates, Chartered Accountants (Registration No. 103969W), be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the Forty Fourth Annual General Meeting of the Company to be held in the year 2017, subject to ratification by the Members annually, at a remuneration as may be decided by the Board of Directors."

### **Item No. 4 : Special Business**

**Appointment of Mr. Roshan Jain as an Independent Director of the Company, to hold office for five consecutive years.**

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Roshan Jain (holding DIN 03415934), Director of the Company whose period of office was liable to retire by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."



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**Item No. 5 : Special Business**

**Appointment of Mr. Manno Desae as an Independent Director of the Company to hold office for five consecutive years.**

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, including any statutory modifications or re-enactment thereof Mr. Maanoj Chhotubhai Desae (holding DIN 06546309) who was appointed pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013, as an Additional Director of the Company with effect from 1<sup>st</sup> April, 2014, to hold office upto the date of ensuing Annual General Meeting and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013, and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

**Item No. 6 : Special Business**

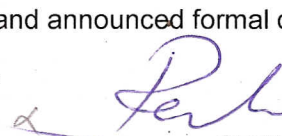
**To give consent to the Board of Directors to enter into contracts with related parties as per provisions of Section 188 of the Companies Act, 2013.**

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to the approvals, consent, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase of sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolutions."

The Chairman thanked the members for their participation and announced formal closure of the 41<sup>st</sup> Annual General Meeting of the Company.

  
**CHAIRMAN**

