

**REPORT OF SCRUTINIZER**

**[E-VOTING]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies  
(Management and Administration) Rules, 2014]

To

The Chairman  
P.H. CAPITAL LIMITED  
5D, Kakad House, 5<sup>th</sup> Floor, 'A' Wing,  
Sir Vithaldas Thackersey Marg,  
New Marine Lines,  
Mumbai - 400 020.


Sir,


1. I, Mrs. Grishma Khandwala, Company Secretary in Practice was appointed as a scrutinizer for the 41<sup>st</sup> Annual General Meeting of the Equity Shareholders of P.H. CAPITAL LIMITED to be held on Tuesday 30<sup>th</sup> September, 2014 at 10.30 a.m. at the Ahmed A. Fazalbhoy Private Limited, Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai 400 018 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 on the resolutions referred to in this report.
2. The E-voting period remained open from 9.00 AM on Wednesday 24<sup>th</sup> September, 2014 to 6.00 PM on Friday 26<sup>th</sup> September, 2014.



3. The shareholders holding shares as on the "cut off" date i.e. Saturday 23<sup>rd</sup> August, 2014 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the 41<sup>st</sup> Annual General Meeting of P.H. Capital Limited.
4. The votes were unblocked on Friday 26<sup>th</sup> September, 2014 in the presence of two witnesses, namely, Mr. Santosh Khandekar, residing at Room No. 17, Rohinikrupa C.H.S., 3<sup>rd</sup> Floor, Opp. New R.T.O, Kalyan (west), Thane-421301 and Mrs. Sunita Merchande, residing at Pushpak Apartments, Altamount Road, Mumbai – 400 026 who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence

  
(Santosh Khandekar)

  
(Sunita Merchande)



5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)

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

Place: Mumbai

Dated : 27<sup>th</sup> September, 2014

*Grishma Khandwala*  
Grishma Khandwala  
Company Secretary  
CP No : 1500

**GRISHMA S. KHANDWALA**  
COMPANY SECRETARY CP 1500,  
7, INDIAN MERCANTILE MANSION  
MADAM CAMA ROAD,  
MUMBAI-400 022. TEL:- 2021255