



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

PROCEEDINGS OF THE 42nd ANNUAL GENERAL MEETING OF P.H. CAPITAL LIMITED
ON THURSDAY 24TH SEPTEMBER, 2015 AT 10.30 A.M. AT AHMED A. FAZELBHOY
PRIVATE LIMITED, SUNVILLE, 9 DR. ANNIE BESANT ROAD, WORLI, MUMBAI 400 018

As per the Notice dated 18th August, 2015, the Forty Second Annual General Meeting (AGM) of the Company was held on Thursday, 24th September, 2015 at 10.30 a.m. at Ahmed A. Fazelbhoys Private Limited, Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai 400 018.

Mr. Rikeen Dalal, Director of the Company took the Chair and presided over the proceedings and welcomed the members to the Forty Second AGM of the Company.

The Chairman introduced the Board Members present on the dais to the Members of the Company.

In aggregate, 34 members were present in person and 3 Members were represented by their proxies.

The Chairman declared the meeting as validly convened as per the provisions of Section 103 of the Companies Act, 2013 and as per Articles of Association of the Company. He announced that the requisite quorum being present the meeting was called to order.

The Chairman then addressed the members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook.

Thereafter the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Directors Report along with the annexures thereto and the Annual Accounts for the financial year ended 31st March, 2015 were taken as read.

Subsequently, the Chairman informed the shareholders that the Registers/Documents/Papers as required under the Companies Act, 2013 were laid on the table, for the viewing of the members entitled to attend the meeting and would continue to be so available during the continuance of the meeting.

The Chairman informed the Shareholders that the Auditors Report on the Annual Accounts of the Company for the financial year ended 31st March, 2015 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.






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The Chairman then informed the members that in accordance with the provisions of the Companies Act, 2013, read with the rules made there under and the Listing Agreement with the Stock Exchange, the Company had extended remote e-voting facility through Central Depository Services limited (CDSL) to enable the members to cast/exercise their votes electronically on the agenda items specified in the Notice of the 42nd AGM. The remote e-voting period had commenced on 20th September, 2015 at 9.00 a.m. and ended on 23rd September, 2015 at 5.00 p.m.

The Chairman further informed the meeting that those shareholders who were not able to vote through electronic voting were requested to vote through ballot paper and drop their votes in the ballot box. He further informed the shareholders that Mrs. Grishma Khandwala, Practising Company Secretary had been appointed as Scrutinizer to oversee the orderly conduct of voting.

The scrutinizer demonstrated the empty ballot box to the members and locked and sealed it in the presence of the members of the Company.

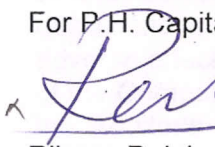

The Chairman informed the shareholders about the flow of events at the AGM and stated that after his speech, he would move all the resolutions as set out in the Notice of AGM and then will move to discussion and Q & A session. On the conclusion of the Q & A session, the Shareholders could cast their vote on the resolutions through poll.

The Chairman delivered his speech to the members. Thereafter, some members of the Company addressed the meeting, gave suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all queries to the satisfaction of the members.

The Chairman further informed that combined results of the e-voting and poll process would be displayed on the website of the Company. He also informed that results would also be intimated to the BSE Ltd. (BSE) and would be available at the registered office of the Company.

The Chairman thanked all the members for their presence and support and after the casting of votes by all the members present, the 42nd AGM stood closed at 11.30 a.m.

For P.H. Capital Limited

Rikeen Dalal
Director

Date: 24th September, 2015
Place: Mumbai