

## Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

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.

Dear Sir,

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of section 108 and section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014

I, Mrs. Grishma Khandwala, Company Secretary in Practice was appointed as a scrutinizer of P.H. CAPITAL LIMITED pursuant to section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolutions. I submit my report as under:

1. The e-voting period remained open from 20<sup>th</sup> September, 2015 (9.00 a.m.) to 23<sup>rd</sup> September, 2015 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 17<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions (Item Nos.1 to 4 as set out in the Notice of 42<sup>nd</sup> Annual General Meeting (AGM) of P.H. Capital Limited.)



# Grishma Khandwala

3. The votes were unblocked on 23<sup>rd</sup> September, 2015 after 5.00 p.m. in the presence of two witnesses, Mr. Santosh B. Khandekar (Room No. 104, 1<sup>st</sup> Floor, Amrutdham C.H.S., Yogidham, Kalyan (w) Thane – 421301) and Mrs. Sunita R. Merchande (Pushpak Apartments, Altamount Road, Mumbai – 400 026) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Santosh B. Khandekar

Name: Santosh B. Khandekar

Signature: Sunita R. Merchande

Name: Sunita R. Merchande

4. Thereafter the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of [www.evotingindia.co.in](http://www.evotingindia.co.in).
5. The total number of Ballots (E-voting and Physical) received were 45 for 2283200 votes.
6. The results of the e-voting and poll are as under:

Item No. of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% age	Nos.	% age	
Ordinary Resolution <b>Item No. 1</b> Adoption of Audited Financial Statements alongwith Reports of Board of Directors and Auditors thereon for the year ended 31 <sup>st</sup> March, 2015	E-voting	2220800	100%	0	0	0
	Poll	62400	100%	0	0	0
	Total	2283200	100%	0	0	0
Ordinary Resolution <b>Item No.2</b> Re-appointment of Mrs. Tej Dalal as a Director, who retires by rotation	E-voting	2220800	100%	0	0	0
	Poll	62400	100%	0	0	0
	Total	2283200	100%	0	0	0



Ordinary Resolution <b>Item No. 3</b> Ratification of appointment of M/s. S.P. Jain & Associates Chartered Accountants as Auditors of the Company	E-voting	2220800	100%	0	0	0
	Poll	62400	100%	0	0	0
	Total	2283200	100%	0	0	0
Special Resolution <b>Item No. 4</b> Resolution under Section 180(1)(c)	E-voting	2220800	100%	0	0	0
	Poll	62400	100%	0	0	0
	Total	2283200	100%	0	0	0

7. The electronic data and all other relevant records relating to electronic voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General meeting.

Thanking you,

Yours faithfully

  
**GRISHMA KHANDWALA**  
Company Secretary  
ACS No. 6515  
C.P. No. 1500

Place : Mumbai

Date: 24<sup>th</sup> September, 2015