



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

29th September, 2016

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Sub: **43rd Annual General Meeting Proceedings**

Dear Sirs,

The 43rd Annual General Meeting of the Company was held on 28th September, 2016 and the business a mentioned in the Notice dated 18th August, 2016 was transacted.

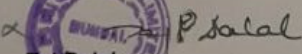
In this regard, please find enclosed proceedings of the AGM as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Kindly take the above information on record.

Thanking You,

Yours Truly,

For P.H. Capital Limited


Tej Dalal
Director

Encl: As Above



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 43rd ANNUAL GENERAL MEETING OF P.H. CAPITAL LIMITED ON
WEDNESDAY 28th SEPTEMBER, 2016 AT 10.30 A.M. AHMED A. FAZELBHOY PRIVATE LIMITED,
SUNVILLE, 9 DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018.**

As per the Notice dated 18th August, 2016, the Forty Third Annual General Meeting (AGM) of the Company was held on Wednesday, 28th September, 2016 at 10.30 a.m. at Ahmed A. Fazalbhoy Private Limited, Sunville, 9 Dr. Annie Besant Road, Worli, Mumbai -400018.

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

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

In aggregate, 13 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, 2016 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, was 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, 2016 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.

The Chairman then informed the members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder 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 43rd AGM. The remote e-voting period had commenced on 25th September, 2016 at 9.00 a.m. and ended on 27th September, 2016 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, Practicing Company Secretary had been appointed as Scrutinizer to oversee the orderly conduct of voting.

Rikeen Dalal

HELD AT _____

ON _____

TIME _____

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, Practicing 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 following items of business, as per the Notice of AGM dated 28th September, 2016, were then transacted at the meeting:

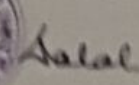
1. Adoption of Audited Financial Statement alongwith Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2016
2. Re-appointment of Mr. Rikeen Dalal as Director, who retire by rotation.
3. Ratification of appointment of M/s. S.P. Jain & Associates, Chartered Accountant as Auditors of the Company
4. Appointment of Mr. Rikeen Dalal as a Whole Time Director for a term of 3 years commencing from 1st April, 2016.

Clarifications were provided to Queries raised by 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.

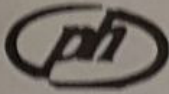
The Chairman thanked all the members for their presence and support and after the casting of votes by all the members present, the 43rd AGM stood closed at 11.30 a.m.

For P.H. Capital Limited


Tej Dalal
Director

Date: 28th September, 2016

Place: Mumbai



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

The following items of business, as per the Notice of AGM dated 28th September, 2016, were then transacted at the meeting

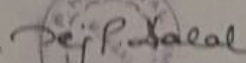
1. Adoption of Audited Financial Statement alongwith Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2016
2. Re-appointment of Mr. Rikeen Dalal as Director, who retire by rotation.
3. Ratification of appointment of M/s. S.P. Jain & Associates, Chartered Accountant as Auditors of the Company
4. Appointment of Mr. Rikeen Dalal as a Whole Time Director for a term of 3 years commencing from 1st April, 2016.

Clarifications were provided to Queries raised by 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 43rd AGM stood closed at 11.30 a.m.

For P.H. Capital Limited


Tej Dalal
Director

Date: 28th September, 2016

Place: Mumbai