



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

28st September, 2017

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Sub: 44th Annual General Meeting Proceedings

Dear Sirs,

The 44th Annual General Meeting of the Company was held on 28TH September, 2017 and the business as mentioned in the Notice dated 11th August, 2017 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

Rikeen Dalal
Director



Encl: As Above



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PROCEEDINGS OF THE 44th ANNUAL GENERAL MEETING HELD ON THURSDAY 28TH SEPTEMBER, 2017 AT 12.00 NOON AT THE CHANCELLOR HALL, THE NATIONAL SPORTS CLUB OF INDIA, LALA LAJPAT RAI MARG, WORLI, MUMBAI - 400 018.

The Forty Fourth Annual General Meeting (AGM) of the Company was held on Thursday, 28th September, 2017 at 12.00 noon at The Chancellor Hall, The National Sports Club Of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018.

Mr. Rikeen Dalal, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He introduced the Directors/ Auditors on the dias.

In aggregate, 13 members were present in person and 5 Bodies Corporates / Trusts were represented by their Authorised representatives.

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.

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, 2017 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 informed the members that the Company had provided the members 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 44th AGM. The remote e-voting period had commenced on 25th September, 2017 at 9.00 a.m. and ended on 27th September, 2017 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 informed the shareholders that Mrs. Grishma Khandwala, Practicing Company Secretary had been appointed as Scrutinizer to oversee the orderly conduct of voting.






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The following items of business, as per the Notice of AGM dated 11th August, 2017, were then transacted at the meeting.

Ordinary Business:

1. Adoption of Audited Financial Statement for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Re-appointment of Mrs. Tej Dalal, who retires by rotation. (Ordinary Resolution)
3. Appointment of M/s Sanjay Raja Jain & Company, Chartered Accountants, as Statutory Auditors in place of M/s S.P. Jain & Associates, Chartered Accountants. (Ordinary Resolution)

Special Business:

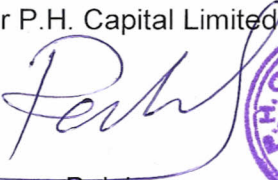
4. Authorisation to borrow money exceeding prescribed limit but subject to a limit of Rs. 150 Crores. (Special Resolution)

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 44th AGM stood closed at 12.30 p.m.

For P.H. Capital Limited


Rikeen Dalal
Director



Date: 28TH September, 2017

Place: Mumbai