



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

May 27, 2025

To,
BSE Limited,
Phiroze Jeejeebhoy Tower, 25 Floor,
Dalal Street, Mumbai - 400 001

Ref: Security Code No. 500143 ISIN: INE160F01013

Dear Sir / Ma'am,

Sub:- Submission of the Notice of Postal Ballot -Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations")

This is in furtherance to our disclosure dated May 22, 2025 and pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, we have enclosed herewith a copy of the Postal Ballot Notice dated May 22, 2025, along with the Explanatory Statement thereto ("Notice") for seeking approval of the Members of the Company for appointment of Ms. Rakhi Sharma as a Non – Executive Independent Director of the Company as set out in the said Notice.

In accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and the various circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI, the Notice is being sent through electronic mode to those Members whose names appeared in the Register of Members / list of Beneficial Owners and whose e-mail addresses are registered with depositories / Company as on Friday, May 23, 2025 ("Cut-off date"). As per the provisions of the MCA Circulars, the Members can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notice.

Further, the Company has engaged the services of Bigshare Services Private Limited ("Bigshare") for providing E-voting facility to all its Members. The E-voting will commence from Thursday, May 29, 2025, at 09:00 a.m. (IST) and conclude on Friday, June 27, 2025, at 05:00 p.m. (IST), after which e-voting will be disabled by Bigshare. The results of the postal ballot will be declared by the Company on or before Tuesday, July 01, 2025.

The Notice is also being uploaded on the website of the Company at www.phcapital.in, the website of Bigshare at <https://ivote.bigshareonline.com/> and shall also be available on the website of the stock exchange where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com.

This intimation is also being made available on the Company's website at www.phcapital.in.

We request you to take the above on record.

For P H CAPITAL LIMITED

Rikeen Dalal
Chairman & Whole-time Director
DIN: 01723446

Encl: as above



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Registered Office: 5-D, Kakad House, 5th Floor, 'A' Wing, Opp. Liberty Cinema,
New Marine Lines, Mumbai – 400 020 Mumbai, Maharashtra

Phone: 022-2201 9473/17 **E-mail Id:** phcapitaltd@gmail.com **Website:** www.phcapital.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, May 29, 2025 (9.00 a.m. IST)	Friday, June 27, 2025 (5.00 p.m. IST)

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the members of P. H. Capital Limited (the “**Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**Remote e-Voting**” or “**E-voting**”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular 9/2023 dated September 25, 2023 and General Circular 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and circulars issued thereunder by SEBI (“**SEBI Circulars**”), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof (“**Explanatory Statement**”) is annexed to this postal ballot notice (“**Postal Ballot Notice**” or “**Notice**”) for your consideration and forms an integral part of this Notice.

The Board of Directors at its meeting held on May 22, 2025, have appointed M/s. D. Maurya and Associates, Practicing Company Secretaries, Thane acting through its proprietor Mr. Dhirendra Maurya, Practicing Company Secretary, (Membership. No. A22005 & Certificate of Practice No. 9594) as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.



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In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations; (iii) the SS-2; (iv) MCA Circulars and (v) SEBI Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. For this purpose, the Company has engaged the services of Bigshare Services Private Limited (“**Bigshare**”) for facilitating e-voting to enable the Shareholders to cast their votes electronically. The instructions for Remote e-Voting forms part of this Notice.

The Notice is also placed on the website of the Company at www.phcapital.in and on the website of Bigshare at <https://ivote.bigshareonline.com/> and shall also be available on the website of the stock exchange where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com

The Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories as on the cut-off date, in accordance with the MCA Circulars and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The e-voting period commences from 09.00 a.m. (IST) on Thursday, May 29, 2025, and ends at 05.00 p.m. (IST) on Friday, June 27, 2025. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said resolution not later than 05:00 p.m. (IST) on Friday, June 27, 2025 (the last day to cast vote electronically). Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the E-voting process) along with the Scrutinizer’s report will be announced by the Chairman or such person as authorised, on or before Tuesday, July 01, 2025. The same will be displayed on the website of the Company at www.phcapital.in, the website of Bigshare at <https://ivote.bigshareonline.com/> and also shall be communicated to BSE Limited (“**BSE**”) at www.bseindia.com, where the Company’s equity shares are listed and be made available on the BSE website.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the resolution as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for E-voting i.e. Friday, June 27, 2025 if the same is approved by the Members of the Company with requisite majority.



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SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Ms. Rakhi Sharma (DIN: 10697694) as a Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a '*Special Resolution*':

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) and the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 (1C) and Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “Listing Regulations”**) and other applicable provisions of the Act and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to recommendation of the Nomination & Remuneration Committee and Board of Directors at their meeting dated May 22, 2025, Ms. Rakhi Sharma (DIN: 10697694), who was appointed as an Additional Independent Director of the Company w.e.f. May 22, 2025, in terms of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non - Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from May 22, 2025 to May 21, 2030 (both days inclusive), and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company, severally and jointly, be and are hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

By Order of the Board
For P H Capital Limited

Rikeen P Dalal
Chairman and Whole-time Director
DIN: 01723446

Date: May 22, 2025

Place: Mumbai



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NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the “**Act**”) read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, May 23, 2025 (“**Cut- off date**”). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners as received from National Security Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) (collectively referred to as “**Depositories**”) and whose email addresses are registered with the Company or with the depository(ies)/depository participants as on the Cut-off date. It is however, clarified that all members of the Company as on the closure of Cut-off date (including those members who may not have received this Notice due to non- registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.phcapital.in and on the website of Bigshare at <https://ivote.bigshareonline.com/> and on the website of the stock exchange on where the shares of the Company are listed i.e. BSE Limited at <https://www.bseindia.com/>.
5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The e-voting period commences on Thursday, May 29, 2025 (9.00 a.m. IST) and ends on Friday, June 27, 2025 (5.00 p.m. IST).
7. All documents referred in this Notice and Explanatory Statement will be available for inspection by the members without payment of any fee from the date of circulation of Notice upto the date of announcement of results.
8. M/s. D. Maurya and Associates, Practicing Company Secretaries, Thane acting through its proprietor Mr. Dharendra Maurya, Practicing Company Secretary, (Membership. No. A22005 & Certificate of Practice No. 9594) has been appointed as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through remote e-voting process in a fair and transparent manner.
9. Remote e-Voting instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:



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- a. In terms of SEBI circular dated December 9, 2020 on Remote e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and depository participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access Remote e-Voting facility.
- b. Login method for individual shareholders holding securities in demat mode/physical mode is given below:

Pursuant to the aforementioned SEBI circular dated December 9, 2020, login method for Remote e-Voting and joining virtual meetings **for individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the Remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting service providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending a One-Time Password ("OTP") on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.



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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.4) For OTP based login on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to Depositories site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’



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- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.



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- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Ms. Rakhi Sharma (DIN: 10697694) has been appointed as Additional Non-Executive Independent Director of the Company by the Board of Directors at their meeting dated May 22, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 22, 2025, proposed and recommended the appointment of Ms. Rakhi Sharma as a Non-Executive Independent Director of the Company, for a term of five (5) consecutive years with effect from May 22, 2025 till May 21, 2030 (both days inclusive) and who shall not be liable to retire by rotation under the provisions of section 152(6) of the Companies Act, 2013 (the "Act") as per Section 149(13) of the Act. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received the following documents/confirmations from Ms. Rakhi Sharma:

- (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules");
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164 of the Act;
- (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations");
- (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 that she has not been debarred from holding office of a director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

She has also confirmed that she is in compliance with Rule 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

A brief profile of the proposed appointee is given below:

Ms. Rakhi Sharma is a finance professional with over a decade of expertise in retail finance, credit risk, and microfinance, specializing in process optimization, regulatory compliance, and strategic portfolio management to drive operational efficiency and financial growth.

In the opinion of the Board, Ms. Rakhi Sharma is a person of integrity, skills, capabilities, fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company recommended to the Board for the role of Non – Executive Independent Director of the Company.



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 terms and conditions of appointment of Ms. Rakhi Sharma as a Non – Executive Independent Director, would be available for inspection to the members. The copy of the draft letter for appointment of Ms. Rakhi Sharma as an Independent Director setting out the terms and conditions will be available on the website of the Company at www.phcapital.in

Except Ms. Rakhi Sharma, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Disclosures as required under Regulation 36 of the Listing Regulations, 2015 and the SS-2 on the General Meetings are provided in the Annexure to this Notice.

The Board recommends the passing of this resolution as a Special Resolution.

By Order of the Board
For P H Capital Limited

Rikeen P Dalal
Chairman and Whole-time Director
DIN: 01723446

Date: May 22, 2025

Place: Mumbai



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ANNEXURE TO THE NOTICE

Details of the Director seeking appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards – 2 on General Meeting issued by the Institute of Company Secretaries of India]

Name of Director	Ms. Rakhi Sharma
Type	Non – Executive Independent Director
Director Identification Number (DIN)	10697694
Date of Birth	November 22, 1986
Nationality	Indian
Age	38 years
Date of First Appointment on the Board	May 22, 2025
Qualification	Bachelors of Commerce
Brief profile and nature of expertise in specific functional areas	Ms. Rakhi Sharma is a finance professional with over a decade of expertise in retail finance, credit risk, and microfinance, specializing in process optimization, regulatory compliance, and strategic portfolio management to drive operational efficiency and financial growth.
Terms and Conditions of Appointment/re-appointment	As mentioned in the Resolution and Explanatory Statement
Directorship in other Companies	Zen Shipping & Ports India Private Limited
Chairmanships / Memberships of the Committees of the Board of Directors of the Company	1. Audit Committee – Member 2. Nomination & Remuneration Committee – Member 3. Corporate Social Responsibility Committee- Member
Chairmanships / Memberships of the Committees of the Board of Directors of the other Companies in which she is a director	Nil
Listed entities from which the director has resigned in the past three years.	Nil
No. of Board Meetings attended during the year (for F.Y. 2025-26)	Not Applicable
No. of Equity Shares held	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Remuneration proposed to be paid	As decided by the Board of Directors, from time to time
Remuneration last drawn	Not Applicable