



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

Date: August 29, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai: - 400001

Ref: Security code: - 500143

ISIN: - INE160F01013

Subject: Outcome of Board Meeting held on August 29, 2024

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. August 29, 2024, inter-alia, approved the following:

1. **Approval for Appointment of Mr. Sougata Sengupta (DIN: 00614643) as an Non-Executive Independent Director of the Company:**

Based on recommendation of Nomination and Remuneration Committee, the Board has considered and approved the appointment of Mr. Sougata Sengupta (DIN: 00614643) as an Additional Non-Executive Independent Director of the Company to hold office till the date of the ensuing 51st Annual General Meeting of the Company.

Further, based on recommendation of Nomination, Remuneration Committee, the Board has considered, approved and recommended the appointment Mr. Sougata Sengupta (DIN: 00614643) as a Non-Executive Independent Director of the Company to hold office for a term of five (5) years with effect from August 29, 2024 to August 28, 2029, in terms of Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations to the Members of the Company for their approval by way of special resolution at the ensuing Annual General Meeting of the Company and such regulatory/statutory authorities as may be applicable. During his tenure as an Independent Director of the Company, Mr. Sougata Sengupta shall not be liable to retire by rotation, in terms of Section 149(13) of the Companies Act, 2013.

The brief profile of Mr. Sougata Sengupta and disclosures as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure –I**.

2. **Approval of Notice of the 51st Annual General Meeting:**

The 51st Annual General Meeting (AGM) of the Company will be held on Friday, September 27, 2024 at 12:00 Noon through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), as permitted by the Ministry of Corporate Affairs through its recent Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023.



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3. Approval of closure of the Register of Members and E-voting dates (Cut-off date):

The Register of Members of the Company will remain closed from Friday, September 20, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of the AGM.

The E-voting of the Company for the purpose of the AGM will commence on Tuesday, September 24, 2024 at 9:00 A.M. and will end on Thursday, September 26, 2024 at 5:00 P.M.

The Board meeting commenced at 12:00 Noon and concluded at 12:30 P.M.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For P H CAPITAL LIMITED

Rikeen Dalal
Chairman & Whole-time Director
DIN: 01723446

Encl: a/a



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ANNEXURE - I

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 concerning the appointment of Mr. Sougata Sengupta (DIN: 00614643) as Non-Executive Independent Director.

Disclosure requirements	Details
Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment
Date of appointment/ reappointment / cessation (as applicable) & term of appointment/ reappointment;	<p>On recommendation of the Nomination and Remuneration Committee, Mr. Sougata Sengupta (DIN: 00614643), has been appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company from August 29, 2024 to hold office till the date of the ensuing Annual General Meeting of the Company.</p> <p>The Board considered, approved and recommended the appointment of Mr. Sougata Sengupta (DIN: 00614643) for a term of five (5) years with effect from August 29, 2024 upto August 28, 2029, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation to the Members of the Company for their approval at the ensuing Annual General Meeting of the Company.</p>
Brief Profile	Mr. Sougata Sengupta has diverse top management professional experience of over 25 years in corporate strategy, business development, M&A, investment banking, and in setting up businesses across various industries and functions ranging from general management to investment banking to an independent hospitality brand.
Disclosure of Relationship between Directors	Mr. Sougata Sengupta is not related to any of the Directors of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. With ref. no. NSE/CML/2018/24, both dated 20th June, 2018.	Mr. Sougata Sengupta is not debarred from holding the office of director by virtue of any order of SEBI or any other authority. The same is also verified by the Nomination and Remuneration Committee of Company.