



PHF LEASING LIMITED

Regd. & Corporate Office: 923, G.T. Road, Jalandhar - 144001 (Pb.) INDIA

Ph.:+91 181 4639903-08, Fax: +91 181 2459635

Email: phf_leasingltd@yahoo.co.in

Website: phfleasing.com, CIN - L65110PB1992PLC012488

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 24th Annual General Meeting of the members of **PHF LEASING LIMITED** will be held on Saturday, 17th day of September, 2016 at 4.00 PM at Hotel Kings, G.T Road, Jalandhar to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the financial year ended on March 31, 2016, including the Audited Balance Sheet as on March 31, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and the Directors thereon.

2. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Rohin Chugh (holding DIN: 01519724), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible offers himself for re-appointment.

3. Re-appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the appointment of M/s. Dass & Co., Chartered Accountants, Jalandhar (FRN. 000200N) be and is hereby ratified as Statutory Auditors of the Company for a period of one year to hold office until the conclusion of the Twenty Fifth Annual General Meeting of the Company to be held in the year 2017 at a remuneration to be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

4. **To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under and Reserve Bank of India directions on issuance of NCDs, secured or unsecured ,on private placement basis, as may be amended from time to time, the approval of the Company, be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on private placement basis in different tranches for one year from the date of passing of this special resolution to the extent of Rs. 10 Crores including outstanding Debentures already issued within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to prepare a borrowing plan, arrange or settle the terms and conditions on which such moneys are to be borrowed from time to time, as to interest rate, tenor, repayment, security or otherwise and to do all such acts, deeds, matters and things and give such directions as it may deemed necessary or expedient, to give effect to this resolution”

5. **To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the all applicable provisions of the Companies Act, 2013 read with the Rules framed there under and Reserve Bank of India, Securities and Exchange Board of India, BSE, DSE, LSE, NSDL and CDSL and other statutory authorities, consent of the members of the company, be and is hereby accorded to delisting of securities of the company & deactivate/permanently inactive the ISIN No. INE405N01016 with the National Securities Depository Limited and Central Depository Services (India) Limited, as per the terms and conditions as may be laid down by the NSDL and CDSL.



RESOLVED FURTHER THAT Mr. Shiv Dyal Chugh, Managing Director of the Company be and are hereby authorized to sign, submit and execute any of the mentioned documents mentioned as per the terms and conditions of NSDL and CDSL, carry out modifications or amendments thereto and affix the Common Seal of the Company, thereon (wherever necessary) in accordance with Article of the Association of the Company and to do all such acts as may be necessary to give effects to this resolution."

**For and on behalf of
PHF LEASING LIMITED**

Sd/-

Shiv Dyal Chugh

Managing Director

DIN : 00993747

Place : Jalandhar
Date : August 20, 2016

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. Change in Member's address, if any may please be intimated to the Company.
3. All relevant documents with regard to the above business will be available for inspection during business hours on all working days at the registered office of the Company.
4. Explanatory statement pursuant to Sec 102 of the Companies Act, 2013 is enclosed.
5. Members are requested to bring copies of Annual Report at the meeting.



6. Shareholders desiring any information as regards the Accounts are requested to write to the company at least seven working days prior to meeting so as to enable the management to keep the information ready.
7. Since the exit orders against LSE & DSE have been passed & the listing application with BSE is withdrawn so the company is not resorting to e-voting facility.

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

Item No. 4:

Object and Purpose:

Your Company needs funds for expansion and working capital needs. To fund the increasing needs of business, the Company may issue debt instruments including but not limited to Secured Non Convertible Debentures and unsecured Subordinated Debt Bonds etc. Under new Companies Act, 2013, a company shall not make a Private Placement of its debentures unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offer. It also provides that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year and issue the same in different branches.

The Company is authorized to borrow upto Rs. 50 Crore vide Special Resolution passed in the meeting of shareholders dated June 21, 2014. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis upto Rs. 10 Crores, including outstanding Debentures already issued, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 4 within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors commend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 4.

**Item No. 5:****Object and Purpose:**

Your Company was listed with Delhi Stock Exchange (DSE) and Ludhiana Stock Exchange (LSE) vide its ISIN No.INE405N01016 but both the Exchanges DSE and LSE were exited under SEBI circular of exit of de-recognized/non-operational stock exchanges. Company had filed an application with the Bombay Stock Exchange (BSE) on December 16, 2014 for listing of the company under Direct Listing Norms of BSE. During the Financial Year 2015-16 your Company had received a letter from Bombay Stock Exchange (BSE) Limited dated December 07, 2015 for payment of listing fees of Rs. 25.00 Lakh or to withdraw the application in the form of information memorandum for listing of the equity shares of the Company on Bombay Stock Exchange (BSE) under Direct Listing Norms. The Board of directors of the Company in its meeting held on December 12, 2015 has decide to not get its equity shares listed on any other Nationwide Stock Exchange and withdraw the application with BSE due to the huge increase in the Listing fees and to safeguard the financial assets to compensate the reduced profits. The Company has been moved to Dissemination Board of Bombay Stock Exchange (BSE) vide its ISIN No.INE405N01016 by the Exiting stock exchange i.e. Delhi Stock Exchange (DSE).

Now your company wants to initiated the process of delisting of its securities form Dissemination Board of BSE and for this purpose the company is taking approval from its members for Delisting of its equity shares (i.e. securities) and Deactivate/permanently inactive ISIN No.INE405N01016 with the National Securities Depository Limited and Central Depository Services (India) Limited, as per the terms and conditions as may be laid down by the NSDL and CDSL.

Hence the above said decisions of the company will help the company to reduce its financial cost, operating cost and expand the working capital needs to safeguard the financial assets to compensate the reduced profits of the Company.

The Directors commend the Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 5.

**For and on behalf of
PHF LEASING LIMITED**

**Place : Jalandhar
Date : August 20, 2016**

**Sd/-
Shiv Dyal Chugh
Managing Director
DIN : 00993747**



To
All Stakeholders

Subject: Delisting of Securities & Deactivate/Permanently Inactive ISIN No.INE405N01016
of the Company.

Dear All Stakeholders

This is informed to you all that your company's M/s PHF Leasing Limited was listed with Delhi Stock Exchange (DSE) and Ludhiana Stock Exchange (LSE) vide its ISIN No.INE405N01016 but both the Exchanges DSE and LSE were exited under SEBI circular of exit of de-recognised/non-operational stock exchanges. Your company had filed an application with the Bombay Stock Exchange (BSE) on December 16, 2014 for listing of the company under Direct Listing Norms of BSE.

During the Financial Year 2015-16 your Company had received a letter from Bombay Stock Exchange (BSE) Limited dated December 07, 2015 for payment of listing fees of Rs. 25.00 Lakh or to withdraw the application in the form of information memorandum for listing of the equity shares of the Company on Bombay Stock Exchange (BSE) under Direct Listing Norms. The Board of directors of the Company in its meeting held on December 12, 2015 has decided to not get its equity shares listed on any other Nationwide Stock Exchange and withdraw the application with BSE due to the huge increase in the Listing fees and to safeguard the financial assets to compensate the reduced profits. The Company has been moved to Dissemination Board of Bombay Stock Exchange (BSE) vide its ISIN No.INE405N01016 by the Exiting stock exchange i.e. Delhi Stock Exchange (DSE).

Now your company has initiated the process of Delisting of its Securities form Dissemination Board of BSE and for this purpose the company is proposing to Deactivate/Permanently Inactive ISIN No.INE405N01016 with the National Securities Depository Limited and Central Depository Services (India) Limited, as per the terms and conditions as may be laid down by the NSDL and CDSL.

Hence, you all are requested that in case of any objection or inconvenience, if any, against the above said decision of the Board of the Company, kindly write to or visit to Registered and Corporate office of Company at 923, G.T. Road, Jalandhar-144001, Ph.0181-4639903-08. For any assistance Please contact Mr. Vijay Sharma, Mob: 95015-66550.

Thanks & Regards

For and on behalf of
PHF LEASING LIMITED

Sd/-

Shiv Dyal Chugh

Managing Director

DIN : 00993747

Place : Jalandhar

Date : August 20, 2016



PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar - 144 001

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall. Please also bring your copy of the enclosed Annual Report.

NAME OF SHAREHOLDER (IN BLOCK CAPITALS)

REGD. FOLIO NO.

DP. ID :

No. of Shares held :

Client ID :

I hereby record my presence at 24th Annual General Meeting of
M/s PHF Leasing Limited held on 17th September, 2016
at Hotel Kings, G.T. Road, Jalandhar at 04:00 P.M.

SIGNATURE OF THE SHAREHOLDER OR PROXY



PHF LEASING LIMITED

CHANGE OF ADDRESS

REGD. FOLIO NO.

NO. OF SHARES

Dear Sir,

Kindly take on record my new address for your future communications.

PLACE :

Name :

DATED :

New Address :

.....Pin.....

Signature (s)



PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar - 144 001

Form No. MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014)

CIN	L65110PB1992PLC012488
Name of Company	PHF LEASING LIMITED
Registered Office	923, G.T. Road, Jalandhar-144001
Name of Shareholder	
Registered address	
E-mail ID	
Folio No./	
DP ID/Client ID	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint:

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of M/s PHF Leasing Limited, to be held on 17th September, 2016 at Hotel Kings, G.T. Road, Jalandhar at 04:00 P.M.", and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.		5.	
2.		6.	
3.		7.	
4.		8.	

Signed this day of 2016

Signature of shareholder:

Signature of Proxy holder(s):

Re. 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.