

Annexure I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

Name of Listed Entity	PHF Leasing Limited
Quarter ending	March 31, 2024

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN& DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Yaduvendra Mathur	00307650	Non-Executive - Independent Director	12-08-2022			19	19-11-1959	5	1	1	0
Mr	Vijay Kumar Sareen	07978240	Executive Director	07-03-2020	06-05-2021			24-12-1959	1	0	2	0
Mr	Vijay Kumar Bhandari	00052716	Non-Executive - Nominee Director	13-11-2020				14-10-1943	5	3	3	3
Mr	Ashwani Kumar Jindal	00670384	Non-Executive - Independent Director	07-03-2020			48	14-05-1973	2	2	0	2

Ms	Aditi Kapur	06597596	Non-Executive - Independent Director	26-06-2021			33	29-09-1987	1	1	1	0
Mr	Meghal Gupta	09179500	Non-Executive - Non Independent Director	20-05-2021				20-01-1995	1	0	1	0
Mr	Chandan Chugh	01519390	Non-Executive - Non Independent Director	30-09-2000				15-09-1981	1	0	1	0
	Yes	Whether Regular chairperson appointed										
	No	Whether Chairperson is related to managing director or CEO										
		<p><i>SPAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>										

II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Yes				
		Ashwani Kumar Jindal	Chairman and Independent Director	07-03-2020	
		Yaduvendra Mathur	Independent Director	18-04-2023	
		Vijay Kumar Sareen	Executive Director	07-03-2020	
		Aditi Kapur	Independent Director	26-06-2021	
2. Nomination & Remuneration Committee	Yes				
		Ashwani Kumar Jindal	Chairman and Independent Director	07-03-2020	
		Vijay Kumar Bhandari	Nominee Director	06-05-2021	
		Yaduvendra Mathur	Independent Director	18-04-2023	
		Aditi Kapur	Independent Director	03-11-2021	
3. Risk Management Committee(if applicable)	NA				
4. Stakeholders Relationship Committee'	Yes				
		Ashwani Kumar Jindal	Chairman and Independent Director	18-04-2023	
		Vijay Kumar Sareen	Executive Director	06-05-2021	
		Chandan Chugh	Non-Executive Director	06-05-2021	
		Meghal Gupta	Non-Executive Director	06-05-2021	
§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					
III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13-02-2024		Yes	5	2	-
20-02-2024		Yes	7	3	06
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee	Yes	4	3	12-02-2024	-
Nomination and Remuneration Committee	Yes	4	3	12-02-2024	-
Stakeholders Relationship Committee-	Yes	3	1	28-03-2024	44
Nomination and Remuneration Committee	Yes	4	3	29-03-2024	0
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA)	
				<i>refer note below</i>	
Whether prior approval of audit committee obtained				Yes	

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
a. Audit Committee	
b. Nomination & Remuneration Committee	Yes
c. Stakeholders Relationship Committee	Yes
d. Risk management committee (as applicable)	NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	No

Name & Designation – Ms. Shikha Kapoor

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Company Secretary / Compliance Officer / Managing Director / CEO / CFO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.phfleasing.com/wp-content/uploads/2023/09/Details-of-the-business.pdf
b) Terms and conditions of appointment of independent directors	Yes	https://www.phfleasing.com/wp-content/uploads/2023/09/Terms-Conditions-of-appointment-of-Independent-Directors.pdf
c) Composition of various committees of board of directors	Yes	https://www.phfleasing.com/uploads/final-committees.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.phfleasing.com/wp-content/uploads/2023/09/CODE-OF-BUSINESS-CONDUCT-AND-ETHICS-OF-BOARD.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.phfleasing.com/wp-content/uploads/2022/12/Whistle-Blower-Policy.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.phfleasing.com/wp-content/uploads/2023/04/Criteria-for-making-payment-to-Non-Executive-Directors.pdf
g) Policy on dealing with related party transactions	Yes	https://www.phfleasing.com/wp-content/uploads/2023/09/Related-Party-Transaction-policy.pdf
h) Policy for determining 'material' subsidiaries	NA	NA
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.phfleasing.com/uploads/familiarisation-programme.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.phfleasing.com/investor-contact.php
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.phfleasing.com/investor-contact.php

l) Financial results	Yes	https://www.phfleasing.com/financial-results.php
m) Shareholding pattern	Yes	https://www.phfleasing.com/shareholding-pattern.php
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NA
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per regulation 47 (1)	Yes	https://www.phfleasing.com/newspaper-advertisement.php
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.phfleasing.com/crisil-rating.php
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	NA
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.phfleasing.com/disclosure-under-regulation-46.php
b) Materiality Policy as per Regulation 30	Yes	https://www.phfleasing.com/uploads/policy-for-determination-of-materiality.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.phfleasing.com/wp-content/uploads/2022/10/dividendpayoutpolicy.pdf
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes

<i>Meeting of Risk Management Committee</i>	<i>21(3A)</i>	Yes
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) & (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes
<i>Approval for material related party Transactions</i>	<i>23(4)</i>	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	NA
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	NA
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	Yes
<i>Directors and Officers insurance</i>	<i>25(10)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may

be indicated.

2 *If status is "No" details of non-compliance may be given here.*

3 *If the Listed Entity would like to provide any other information the same may be indicated here*

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. - **NOT APPLICABLE**

Name & Designation : Ms. Shikha Kapoor

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Company Secretary / Compliance Officer / Managing Director / CEO / CFO