

To,  
**Head-Listing & Compliance**  
**Metropolitan Stock Exchange of India Ltd (MSEI)**  
Building A, Unit 205A, 2nd Floor,  
Piramal Agastya Corporate Park,  
L.B.S Road, Kurla West, Mumbai - 400 070

**Sub: Submission of Scrutinizer's Report under Section 108 of the Companies Act, 2013 and Disclosure of Voting Results of the Extra-ordinary General Meeting held on March 21, 2024 pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

This is with reference to the Extraordinary General Meeting of the Company which was held on Thursday, March 21, 2024 at 03:00 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), please find enclosed herewith the following documents:

1. Voting Results pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Consolidated Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013.

Kindly take the same on your record.

**For PHF LEASING LIMITED**

PHF LEASING LIMITED  
87, Radio Colony, Jalandhar

*Shikha Kapoor*  
Company Secretary

**Shikha Kapoor**  
**Company Secretary**  
**Membership No: A19146**  
**Add: 65, Paras Estate, Jalandhar**

**Date: March 22, 2024**  
**Place: Jalandhar**

# Voting Results

|   |                     |
|---|---------------------|
|   | PHF LEASING LIMITED |
| Date of the AGM/EGM / last date of Postal Ballot / E-voting                   | 21-03-2024          |
| Total number of shareholders on record date                                   | 320                 |
| No. of shareholders present in the meeting either in person or through proxy: |                     |
| Promoters and Promoter Group:   | 0                   |
| Public:   | 0                   |
| No. of Shareholders attended the meeting through Video Conferencing           |                     |
| Promoters and Promoter Group:   | -                   |
| Public:   | 21                  |

| Resolution No.  | 1  |                        |                         |  |                              |                            |  |  |               |                 |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To consider and approve the Increase in Authorized Share Capital of the Company and consequential amendment in Memorandum of Association of the Company |                        |                         |  |                              |                            |  |  |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No   |                        |                         |  |                              |                            |  |  |               |                 |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group   | E-Voting   | 6,99,980               | 6,79,980                | 97.14  | 6,79,980                     | 0                          | 100  | 0  | 0             | 0               |
|   | Poll   |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | <b>Total</b>   |                        | <b>6,99,980</b>         | <b>6,79,980</b>  | <b>97.14</b>                 | <b>6,79,980</b>            | <b>0</b>   | <b>100</b>   | <b>0</b>      | <b>0</b>        |
| Public- Institutions  | E-Voting   | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Poll   |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | <b>Total</b>   |                        | <b>0</b>                | <b>0</b>   | <b>0</b>                     | <b>0</b>                   | <b>0</b>   | <b>0</b>   | <b>0</b>      | <b>0</b>        |
| Public- Non Institutions  | E-Voting   | 1,16,86,850            | 91,50,080               | 78.29  | 91,50,080                    | 0                          | 100  | 0  | 0             | 0               |
|   | Poll   |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | <b>Total</b>   |                        | <b>1,16,86,850</b>      | <b>91,50,080</b>   | <b>78.29</b>                 | <b>91,50,080</b>           | <b>0</b>   | <b>100</b>   | <b>0</b>      | <b>0</b>        |
| <b>Total</b>  |  | <b>1,23,86,830</b>     | <b>98,30,060</b>        | <b>79.35</b>   | <b>98,30,060</b>             | <b>0</b>                   | <b>100</b>   | <b>0</b>   | <b>0</b>      | <b>0</b>        |

PHF LEASING LIMITED  
87, Radio Colony, Jalandhar  
*Shikha Kapoor*  
Company Secretary

| Resolution No.  | 2  |                        |                         |  |                              |                            |  |  |               |                 |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL- To consider and approve issuance of equity warrants convertible into equity shares on preferential basis to non-promoter category |                        |                         |  |                              |                            |  |  |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No   |                        |                         |  |                              |                            |  |  |               |                 |
| Category  | Mode of Voting   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group   | E-Voting   | 6,99,980               | 6,79,980                | 97.14  | 6,79,980                     | 0                          | 100  | 0  | 0             | 0               |
|   | Poll   |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | <b>Total</b>   |                        | <b>6,99,980</b>         | <b>6,79,980</b>  | <b>97.14</b>                 | <b>6,79,980</b>            | <b>0</b>   | <b>100</b>   | <b>0</b>      | <b>0</b>        |
| Public- Institutions  | E-Voting   | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Poll   |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | <b>Total</b>   |                        | <b>0</b>                | <b>0</b>   | <b>0</b>                     | <b>0</b>                   | <b>0</b>   | <b>0</b>   | <b>0</b>      | <b>0</b>        |
| Public- Non Institutions  | E-Voting   | 1,16,86,850            | 91,50,080               | 78.29  | 91,50,080                    | 0                          | 100  | 0  | 0             | 0               |
|   | Poll   |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | Postal Ballot (if applicable)  |                        | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             | 0               |
|   | <b>Total</b>   |                        | <b>1,16,86,850</b>      | <b>91,50,080</b>   | <b>78.29</b>                 | <b>91,50,080</b>           | <b>0</b>   | <b>100</b>   | <b>0</b>      | <b>0</b>        |
| <b>Total</b>  |  | <b>1,23,86,830</b>     | <b>98,30,060</b>        | <b>79.35</b>   | <b>98,30,060</b>             | <b>0</b>                   | <b>100</b>   | <b>0</b>   | <b>0</b>      | <b>0</b>        |

PHF LEASING LIMITED

87, Radio Colony, Jalandhar

*Shikha Kapoor*  
Company Secretary



**SAGRIKA JAYEE**

PRACTICING COMPANY SECRETARY  
Address: 466, Greater Kailash, Maqsudan,  
Jalandhar-144008, Punjab  
Mobile: +91 9988232660  
E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

**FORM No. MGT-13**  
**REPORT OF SCRUTINIZER**

To  
The Chairman  
PHF LEASING LIMITED  
CIN: L65110PB1992PLC012488  
87, Radio Colony Jalandhar City,  
Punjab, India, 144001

**Sub: Scrutinizer's Report on Remote E-Voting and E-Voting at the Extra-Ordinary General Meeting ("EGM") held on Thursday, March 21, 2024 at 03:00 P.M. conducted through Video Conferencing/Other Audio-Visual Means**

Dear Sir,

I, Sagrika Jayee, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors of PHF Leasing Limited ("**the Company**") pursuant to the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") for the purpose of scrutinizing the process of remote e-voting as well as e-voting in respect of the resolutions proposed at the Extra- Ordinary General Meeting ("EGM") scheduled on Thursday, March 21, 2024 at 03:00 P.M. through Video Conferencing('VC')/Other Audio Visual Means('OAVM') in accordance with General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Government of India.

**Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to remote e-voting prior to and during the EGM on the resolutions contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer was to ensure that the remote e-voting process and e-voting process during the EGM was conducted in a fair and transparent manner and to submit a Scrutinizer's Report of the votes cast in favour or against the resolutions based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), an agency engaged by the Company to provide e-voting facility.





# SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

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Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

## **Dispatch of Notice of EGM:**

The notice dated February 28, 2024, convening the EGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EGM of the Company via email to those Members who had registered their email-ids with Company/Depositories/Registrar on or before February 16, 2024 and the same was hosted on the website of the Company, RTA and MSEI.

## **Cut-off Date:**

The Voting Rights were reckoned as on March 14, 2024, being the cut-off date for the purpose of deciding the entitlement of Members for remote e-voting and e-voting at the EGM.

## **Remote E-Voting:**

The Company had made available remote e-voting facility to its members and the remote e-voting period commenced at 09:00 AM on Monday, March 18, 2024 and ended at 05:00 PM on Wednesday, March 20, 2024. Thereafter, NSDL e-voting platform was disabled.

## **Voting at the EGM:**

The Chairman, at the end of the discussion on the resolutions allowed to vote electronically through e-voting system provided on the NSDL platform to all those members who attended the EGM through VC / OAVM but could not cast their votes.

## **Process of Scrutiny and Counting of votes:**

After the closure of the e-voting at the EGM, the votes casted electronically through the e-voting system provided by the Service Provider during the EGM and the votes casted through remote e-voting facility were simultaneously unblocked by me as a Scrutinizer in the presence of Ms. Tanya Sharma and Mr. Harsh Gupta who acted as the witnesses, as prescribed in Sub-Rule 4 (xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014.

## **Consolidated Voting Results:**

Consolidated voting results with respect to each item on agenda as set out in the notice of the EGM held on March 21, 2024 are enclosed.

It is observed that 50 members casted their votes through remote e-voting. No venue voting was observed during the EGM.





# SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY  
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List of Members for both, remote e-voting as well as e-voting during the EGM, containing details of Members who voted 'FOR' or 'AGAINST' along with all other relevant records, is enclosed with this report.

The total votes casted in favour or against all the resolutions proposed in the Remote E-voting and E-voting during the EGM are as under:

## **SPECIAL BUSINESS:**

### **Resolution No. 1: Ordinary Resolution**

**To consider and approve the increase in Authorized Share Capital of the Company and consequential amendment in Memorandum of Association of the company**

(i) Voted in **favour** of the resolution:

| <b>Mode of Voting</b> | <b>No of members voted</b> | <b>No of Votes cast by members</b> | <b>(%) of total number of votes cast</b> |
|-----------------------|----------------------------|------------------------------------|--|
| Remote e-voting       | 50                         | 9830060                            | 100                                      |
| E-Voting              | -                          | -                                  | -  |
| <b>Total</b>          | <b>50</b>                  | <b>9830060</b>                     | <b>100</b>                               |

(ii) Voted **against** the resolution:

| <b>Mode of Voting</b> | <b>No of members voted</b> | <b>No of Votes cast by members</b> | <b>(%) of total number of votes cast</b> |
|-----------------------|----------------------------|------------------------------------|--|
| Remote e-voting       | -                          | -                                  | -  |
| E-Voting              | -                          | -                                  | -  |
| <b>Total</b>          | <b>-</b>                   | <b>-</b>                           | <b>-</b>                                 |

(iii) Invalid votes:

| <b>Total number of members (in person or by proxy) whose votes were declared invalid</b> | <b>Total number of votes cast by them</b> |
|--|---|
| -  | -   |





# SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY  
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## Resolution No. 2: Special Resolution

To consider and approve issuance of equity warrants convertible into equity shares on preferential basis to non-promoter category

(i) Voted in **favour** of the resolution:

| Mode of Voting  | No of members voted | No of Votes cast by members | (%) of total number of votes cast |
|-----------------|---------------------|-----------------------------|-----------------------------------|
| Remote e-voting | 50                  | 9830060                     | 100                               |
| E-Voting        | -                   | -                           | -                                 |
| <b>Total</b>    | <b>50</b>           | <b>9830060</b>              | <b>100</b>                        |

(ii) Voted **against** the resolution:

| Mode of Voting  | No of members voted | No of Votes cast by members | (%) of total number of votes cast |
|-----------------|---------------------|-----------------------------|-----------------------------------|
| Remote e-voting | -                   | -                           | -                                 |
| E-Voting        | -                   | -                           | -                                 |
| <b>Total</b>    | <b>-</b>            | <b>-</b>                    | <b>-</b>                          |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| -   | -                                  |

Thanking You,



Sagrika Jayee  
Practicing Company Secretary  
M. No. A61678, COP No. 26357  
UDIN: A061678E003613371

Place: Jalandhar  
Date: March 21, 2024