

PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar (Pb.) INDIA
Ph. : 0181-4639903-06
email : phf_leasingltd@yahoo.co.in
Website : www.phfleasing.com
CIN No. : L65110PB1992PLC012488



To
The Head - Listing & Compliance
Metropolitan Stock Exchange of India Limited (MSEI)
Vibgyor Towers, 4th Floor
Plot No. C 62, G Block
Opp. Trident Hotel
BandraKurla Complex
Bandra (E), Mumbai- 400098

Sub : Intimation of the Extra-ordinary General Meeting to be held on March 27, 2021 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Listing Regulations, it is hereby informed that the Extra-ordinary General Meeting of M/s PHF Leasing Limited ("the Company") is scheduled to be held on Saturday, March 27, 2021 at 12:00 P.M. at the registered office of the Company situated at 923, G. .T Road, Jalandhar - 144001, Punjab, India *inter alia* to transact the business listed in the EGM Notice dated March 03, 2021 convening the EGM along with the Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") is enclosed herewith.

Electronic copies of the Notice of the EGM have been sent to all the Members on the email IDs registered with the Company/NSDL/RTA. The Notice is also available on the Company's website www.phfleasing.com.

Further, we also inform you that pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Company is pleased to provide to its Members the facility to exercise their right to vote on Resolution proposed to be considered at the ensuing EGM by electronic means i.e. "Remote e-voting". The facility of casting votes by Members using an electronic voting system from a place other than the venue of the EGM ("Remote e-voting") will be provided by NSDL.

PHF - A Leading Group of Financiers

The facility for voting through ballot/poll paper shall be available at the venue of the EGM. Members who have already cast their vote through remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote at the EGM. The voting rights of Members shall be in the proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, March 19, 2021.

The information contained in this intimation is also available on the Company's website www.phfleasing.com and on the website of NSDL www.evoting.nsdl.com.

This is for your information and records.

Thanking You,

For and on behalf of

M/s PHF Leasing Limited

For PHF Leasing Limited
923 G.T. Road, Jalandhar


Company Secretary
Manpreet Kaur

Company Secretary & Compliance Officer

Mem. No.: A54656

Add :H.No. 5B Gurdev Nagar

Near New Grain Market,

Jalandhar - 144001, Punjab, India

Date: March 04, 2021

Place: Jalandhar

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NOTICE is hereby given that an Extraordinary General Meeting("EGM") of the Members of M/s PHF Leasing Limited ("the Company") will be held on Saturday, March 27, 2021 at 12 P.M. at Hotel President New Court, EH 176, Civil Lines, Opposite Session Courts, Jalandhar- 144001, Punjab to transact the following business:

SPECIAL BUSINESS:

1. Amendment in the Articles of Association:

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 Section 14 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is accorded to insert a new Article No. 37A, immediately after the existing Article No. 37 of the Articles of Association of the Company:

37A. Subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, the provisions of section 42 and 62 of the Companies Act, 2013 and other applicable provisions, the company is authorized to offer, issue and allot equity shares or convertible warrants or any other securities on preferential issue basis/private placement basis.

RESOLVED FURTHER THAT Mr. Shiv Dyal Chugh, Managing Director and Ms. Manpreet Kaur, Company Secretary be and are hereby authorized jointly/severally to do all such acts, deeds and things and take all such steps as may be necessary or incidental to give effect to this resolution."

2. Issue of Equity Shares of Preferential basis

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 Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of

Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchange, where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose); the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential basis, upto 7,40,000 (Seven Lakh Forty Thousand only) equity shares of face value INR 10/- each ("Equity Shares") for cash at an issue price of Rs. 20/- each (i.e. at a premium of INR 10/- each), to the following belonging to the non-promoter group:

S. No.	Name of the Proposed Allottee	No. of Shares to be allotted
1.	Aviator Emerging Market Fund, a SEBI registered Foreign Portfolio Investor (FPI)	3,70,000
2.	Citrus Global Arbitrage Fund, a SEBI registered Foreign Portfolio Investor (FPI)	3,70,000

RESOLVED FURTHER THAT aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- a. The Proposed Allottees shall be required to bring in 100% of the consideration for the Equity Shares to be allotted on or before the date of allotment thereof.
- b. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- c. The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.

- d. The Equity Shares to be allotted shall be in dematerialized form only and shall rank pari-passu in all respects including as to dividend with the existing fully paid up equity shares of face value INR 10/- (Rupees Ten Only) each of the Company.
- e. The Equity Shares so offered, issued and allotted will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- f. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution provided that where any approval or permission by any regulatory authority for the allotment of the Equity Shares is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Equity Shares to be subscribed by the Proposed Allottees, in the form and manner prescribed under the applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder.

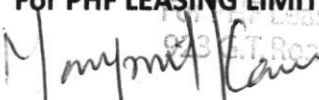
RESOLVED FURTHER THAT the price of the aforesaid Equity Shares has been calculated in accordance with the provisions of the SEBI (ICDR) Regulations and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is 25th February, 2021 (being the date thirty days prior to the date of this extraordinary general meeting).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the new equity shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

For PHF LEASING LIMITED


PHF Leasing Limited
93 G.T. Road, Jalandhar

Manpreet Kaur Company Secretary
Company Secretary

Membership No.: A54656

**Add :H. No. 5B Gurdev Nagar, Near
New Grain Market, Jalandhar-
144008, Punjab, India**

Date: 03/03/2021

Place: Jalandhar

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. Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the time of holding this Extra-ordinary General Meeting ("EGM").
3. Pursuant to Section 113 of the Companies Act, 2013 (the "Act") and rules framed thereunder, the corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the EGM.
4. Change in Member's address, if any may please be intimated to the Company.
5. 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.
6. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and SEBI (ICDR) Regulations relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.
7. The Register of Directors and Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Act alongwith other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the EGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Ltd.
9. SEBI in its press release dated December 03, 2018 has restricted the transfer of securities of listed companies held in physical form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to get their shares held in physical form converted into dematerialized form.

10. The Board of Directors have appointed Ms. Harshita Aggarwal, Practicing Company Secretary (Membership No.ACS 55717), proprietor of M/s Harshita Aggarwal & Associates, Company Secretaries, Jalandhar as the Scrutinizer for conducting the voting through Polling Paper and remote e-voting process in accordance with the law and in a fair and transparent manner and she has consented to act as scrutinizer.
11. Members/Proxies are requested to bring the Attendance Slip duly filled in at the EGM venue.
12. Voting through electronic means

a) The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting through polling paper. Please note that the voting through electronic means is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating remote e-voting.

The facility for voting through Polling Paper shall be made available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through Polling Paper.

b) The voting period begins on Wednesday, March 24, 2021 (9:00 Hours IST) and ends on Friday, March 26, 2021 (17:00 Hours IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, March 3, 2021 may cast their vote electronically. Thereafter, remote e-voting module shall be disabled by NSDL.

c) How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csharshitaagggarwal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) by email to phf_leasingltd@yahoo.co.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to phf_leasingltd@yahoo.co.in.

13. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
14. Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. The Notice of the EGM circulated to the members of the Company will be made available on the Company's website at www.phfleasing.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
16. Members, Proxies and Authorised Representatives are requested to bring to the venue of the EGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours, except on holidays, up to and including the date of the EGM of the Company

Statement under Section 102 of the Companies Act, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

Item No. 1: Amendment of Articles of Association

The Board has proposed to issue equity shares on preferential basis. In order to enable issue of securities, the consent of the members by way of a special resolution is also required for amendment in Articles of Association to incorporate enabling provisions for issue of securities on preferential basis.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, whether directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 2: Preferential issue of Equity Shares

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares. Your Board proposes to issue upto 7,40,000 (Seven Lakh Forty Thousand) equity shares at an issue price of Rs. 20/- (Rupees Twenty Only) each.

Since your Company is a listed company, the proposed issue of equity shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulations, the relevant disclosures/details are given below:

Particulars of the Preferential Issue including date of passing of Board resolution: The Board of Directors at its meeting held on March 03, 2021 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto 7,40,000 (Seven Lakh Forty Thousand) Equity Shares of a face value of Rs. 10/- each at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share on a preferential basis.

Instrument and Numbers: The Company is proposing to issue upto 7,40,000 (Seven Lakh Forty Thousand) Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each to following belonging to the non-promoter group, at an issue price of Rs. 20/- (Rupees Twenty Only) each, aggregating to Rs. 14,80,000/- (Rupees Fourteen Lakh and Eighty Thousand Only) :

S. No.	Name of the Proposed Allottee	No. of Shares to be allotted
1.	Aviator Emerging Market Fund, a SEBI registered Foreign Portfolio Investor (FPI)	3,70,000
2.	Citrus Global Arbitrage Fund, a SEBI registered Foreign Portfolio Investor (FPI)	3,70,000

Pending Preferential Issue: No allotment on preferential basis has been made during the financial year and further there is no preferential allotment under process except as proposed in this notice.

Relevant Date: As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price of the Equity Shares is February 25, 2021.

Issue Price: The equity shares of the Company are listed at the Metropolitan Stock Exchange of India Limited (MSEI). There is in-frequent trading of shares of the Company on MSEI. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Company has obtained a valuation certificate dated March 02, 2021 from Mr. Subodh Kumar, 210, Wadhwa Complex, Street No. 10, Laxmi Nagar, Delhi – 110092, India. The present issue price of Rs. 20/- (Rupees Twenty Only) per equity share as per the valuation arrived as per the valuation certificate.

Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Re-computation of Price: The Company shall re-compute the issue price of the Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottees.

Payment: In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; the entire (100%) of the issue price in respect of the issue of Equity Shares shall be payable before the allotment of the Equity Shares. The equity shares will be issued against the funds received as share application money through banking channel from the proposed allottees.

Identity & particulars of proposed allottees and pre & post issue holding of the proposed allottees: Present preferential issue of Equity Shares is proposed to be made to the following, belonging to the non-promoter group.

1. Aviator Emerging Market Fund, a SEBI registered Foreign Portfolio Investor (FPI)
2. Citrus Global Arbitrage Fund, a SEBI registered Foreign Portfolio Investor (FPI)

The identity and the pre-issue & post issue shareholding of the proposed allottees is shown in the table below:

S. No.	Name & Address	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee	No. of Equity Shares proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding	
					No. of Shares	%	No. of Shares	%
1.	Aviator Emerging Market Fund, Public company with limited liability, incorporated under the laws of Mauritius and having registered office at 8th Floor, Ebene Tower, Cybercity, Ebene,	Non-Promoter Public Category (a SEBI registered foreign portfolio investor (FPI))	Mr. Raman Anand	3,70,000	Nil	Nil	3,70,000	9.925

	Mauritius							
2.	Citrus Global Arbitrage Fund, Public company with limited liability, incorporated under the laws of Mauritius and having registered office at 8th Floor, Ebene Tower, Cybercity, Ebene, Mauritius	Non-Promoter Public Category (a SEBI registered foreign portfolio investor (FPI))	Mr. Neeraj Gupta	3,70,000	Nil	Nil	3,70,000	9.925

There is no pre-preferential allotment shareholding of the proposed allottees and accordingly there is no requirement for lock-in of pre-preferential shareholding. Further, the proposed allottees have not sold/transferred any shares of the Company during the six months period prior to the Relevant Date.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees is debarred or prohibited to access the capital market. Further, neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees is a willful defaulter or has been declared as a fugitive economic offender. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Shares; there shall not be any change in control of the Company.

Lock-in Period: The Equity Shares to be allotted to the proposed allottees shall be locked-in for a period of one year from the date of trading approval by the stock exchange or such other period as per the SEBI (ICDR) Regulations, 2018.

Intention of promoters/directors/key management persons to subscribe: No promoter or any director or key management person intend to subscribe to the present preferential issue.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company (based on the shareholding pattern as on February 26, 2021) is as below:

S.No.	Category	Pre-Issue Shareholding		Post-issue Shareholding	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A.	Promoters' holding				
	Indian				
1	Individual	6,79,980	22.76	6,79,980	18.24
2	Body Corporate	0	0.00	0	0.00
3	Others – HUF	0	0.00	0	0.00
	Sub Total	6,79,980	22.76	6,79,980	18.24
1	Foreign Promoters	0	0.00	0	0.00
	Sub Total	0	0.00	0	0.00
	Total Promoters Holding (A)	6,79,980	22.76	6,79,980	18.24
B.	Non-Promoters' holding				
1	Institutional Investors	0	0	7,40,000	19.85
2	Non-Institution:				
	Body Corporate	7,90,000	26.44	7,90,000	21.19
	Indian Public	15,17,820	50.80	15,17,820	40.72
	Other (Including NRIs)	0	0	0	0
	Total Non-Promoters Holding (B)	23,07,820	77.24	30,57,820	81.76
	Grand Total (A+B)	29,87,800	100.00	37,27,800	100.00

Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized for the purpose of meeting fund requirement for expansion of business activities, meeting working capital requirements and other general corporate purposes.

Proposed time of Allotment: The allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary statutory approvals.

Subject to the aforesaid, in terms of Companies Act, 2013 and the FEMA Regulations, the allotment of the equity shares shall be made within 60 days of the receipt of the share application money from the proposed allottees.

Undertaking with regard to re-computation of issue price: In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the equity shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

Auditor's Certificate: The certificate from the M/s MSKA & Associates, Statutory Auditors of the Company confirming that the Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations will be placed before the members in the meeting.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Accordingly, the Board recommends the Special Resolution as set out in Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, whether directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar (Pb.) INDIA
Ph. : 0181-4639903-06
email : phf_leasingltd@yahoo.co.in
Website : www.phfleasing.com
CIN No. : L65110PB1992PLC012488



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 THE COMPANY:	PHF LEASING LIMITED
REGISTERED OFFICE:	923, G.T. Road, Jalandhar-144001

Name of the Shareholder:	
Registered address:	
E-Mail ID:	
Folio No.	
DP ID/Client ID (If any)	

I/We being the shareholder of Shares of the above named company, hereby appoint:

1)

Name:	
Address:	
Mail ID:	
Signatures:	

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or failing him

2)

Name:	
Address:	
Mail ID:	
Signatures:	

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of PHF Leasing Limited to be held on Saturday, March 27, 2021 at 12.00 Noon at the registered office of the Company and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution nos.

1

2

Signed thisday of.... 20.....

AFFIX REVENUE STAMP

(Signatures of Shareholder)
Signature of Proxy holder(s)

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.

PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar (Pb.) INDIA
Ph. : 0181-4639903-06
email : phf_leasingltd@yahoo.co.in
Website : www.phfleasing.com
CIN No. : L65110PB1992PLC012488



ATTENDANCE SLIP

CIN:	L65110PB1992PLC012488
NAME OF THE COMPANY:	PHF LEASING LIMITED
REGISTERED OFFICE:	923, G.T. Road, Jalandhar-144001

PLEASE COMPLETE THE ATTENDANCE SLIP AND BRING THIS ATTENDANCE SLIP AND HANDED IT OVER AT THE ENTRANCE OF MEETING HALL.

Name and Address of Shareholder (IN BLOCK LETTER)	
Regd. Folio No.	
DP. ID/Client ID	
No. of Shares held	

I, hereby record my presence at Extraordinary General Meeting of PHF Leasing Limited held on Saturday, March 27, 2021 at Hotel President New Court, EH 176, Civil Lines, Opposite Session Courts, Jalandhar- 144001, Punjab.

(Signature of Member/Proxy)

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ROUTE MAP

