

PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar (Pb.) INDIA
Ph. : 0181-4639903-04
email : phf_leasingltd@yahoo.co.in
Website : www.phfleasing.com
CIN No. : L65110PB1992PLC012488



To,

Head – Listing
Metropolitan Stock Exchange of India Limited (MSE)
Building A, Unit 205A, 2nd Floor,
PiramalAgastya Corporate Park, L.B.S Road,
Kurla West, Mumbai - 400 070

Sub: Application for listing of 9,62,200 equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018

Dear Sir,

In connection with the application for “listing of equity shares”, we hereby submit herewith the following documents and information:

Sr. No.	Particulars	Annexure
1	Listing Application Letter	
2	Certified true copy of the Resolution passed by the shareholders at the AGM /EGM approving for allotment of securities on Preferential basis and increase in the AuthorizedShare Capital wherever applicable.	Enclosed
3	Certified true copy of the Resolution passed by the Board of Directors for allotment of Convertible Securities on Preferential basis, applicable only where the allotment of equity shares is pursuant to conversion of convertible instrument.	N.A.
4	Certified true copy of the resolution passed by board of directors for allotment of equity shares.	Enclosed
5	Certificate from Statutory Auditors as per format enclosed as Annexure I.	Enclosed
6	Certificate from the Statutory Auditors/ Practicing Chartered Accountant/ Practicing Company Secretary for compliance, as per format given in Annexure II.	Enclosed
7	Undertaking from the Managing Director/ Company Secretary as per format enclosed as Annexure III.	Enclosed
8	Certified copy of compliance certificate from the Statutory Auditor placed before the shareholders in the general meeting.	Enclosed
9	Pre and Post allotment Shareholding pattern of the Company, in the format given as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Enclosed

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

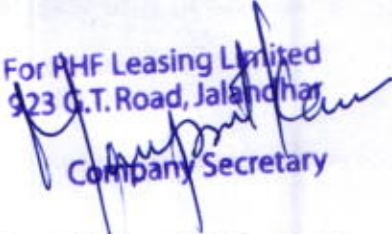
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Company Secretary

Sr. No.	Particulars	Annexure
10	Copies of In principle approval granted by other stock exchanges for allotment of securities on preferential basis. (if Applicable)	N.A.
11	Listing Application and Brief particular of the securities issued as per format enclosed as Annexure IV.	Enclosed
12	Certified copy of the order passed by High Court/ BIFR/ Scheme approved by CDR, if applicable.	N.A.
13	Confirmation for authentication on SEBI for SCORES.	Enclosed

Date: October 1, 2021

Place: Jalandhar

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

 Company Secretary

Signature of ~~Managing Director~~/ Company Secretary

PHF LEASING LIMITED

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY 'PHF LEASING LIMITED' HELD ON THURSDAY, SEPTEMBER 23, 2021 AT 01:00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM')

SPECIAL BUSINESS: Special Resolution

Item No. 8: To consider and approve further issue of equity shares on preferential basis

"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 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 9,62,200 (Nine Lakh Sixty Two Thousand and Two Hundred) equity shares of face value INR 10/- (Rupees Ten Only) each ("Equity Shares") for cash at an issue price of Rs. 20/- (Rupees Twenty Only) 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	Mr. Kalyana Chakravarthy Pilla	2,50,000
2	Ms. Nalini Rampilla	2,50,000
3	Mr. Rampilla Chaitanya	90,000
4	Ms. Maheshwari Rampilla	1,50,000
5	Mr. Manthan Gupta	74,000
6	Agile Finserv Private Limited	1,48,200

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

Company Secretary

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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 offer cum application 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 24th August, 2021 (being the date thirty days prior to the date of the annual 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

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

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.

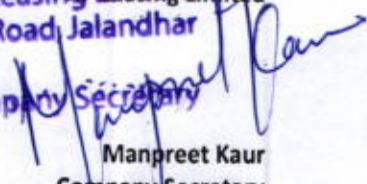
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

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."

Certified to be true Copy

For & on behalf of Board
For PHF Leasing Limited
923 G.T. Road, Jalandhar

Company Secretary


Manpreet Kaur
Company Secretary
M.No. A54656

PHF LEASING LIMITED

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CIN No. : L65110PB1992PLC012488



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PHF LEASING LIMITED HELD ON TUESDAY, THE 28th DAY OF SEPTEMBER, 2021 AT 01:30 P.M. AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT 87, RADIO COLONY, JALANDHAR-144001, PUNJAB

TO CONSIDER THE ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS

“RESOLVED THAT pursuant to the consent of the shareholders of the Company obtained through a special resolution passed at the Annual General Meeting held on September 23, 2021 and in-principal approval letter received from the Metropolitan Stock Exchange of India Limited (MSEI) dated September 13, 2021 and in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and any other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and enabling provisions of Memorandum and Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) including applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), as amended up to date, the guidelines issued by the Reserve Bank of India, and any other law in force, the consent of the Board be and is hereby accorded to allotment of 9,62,200 (Nine Lacs Sixty Two Thousand and Two Hundred) fully paid up Equity shares having a face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 20/- (Rupees Twenty Only) including a premium of Rs. 10/- each to the below-mentioned persons (under the non-promoter category) on preferential and private placement basis under the distinctive numbers from 3002301 to 3964500.

S.No	Name	Address	No. of Shares	Nominal value (in Rs.)	Premium (in Rs.)	Amount (including Premium) (in Rs.)
1.	Mr. Kalyana Chakravarthy Pilla	Flat No. 103, Building No. 21, Priri CHS, Krishnachandra Marg, Near Rang Sharda, Bandra Reclamation, Bandra (West), Mumbai – 400050, Maharashtra, India	2,50,000	10	10	50,00,000
2.	Ms. Nalini Rampilla	5-7/4-16, 4th Line, Near Small Church, Chittinagar, Vijayawada (Urban), Krishna, Andhra Pradesh, 520001	2,50,000	10	10	50,00,000
3.	Mr. Rampilla Chaitanya	Ho. No. 14-24/6/4, Plot No. 10/C, Jaya Lakshmi Nagar, Road No. 9, Phase 2, Beeramguda,	90,000	10	10	18,00,000

		Ammenapur, Meak, Telangana – 502032				
4.	Ms. Maheshwari Rampilla	14-24/6/4, Road No – 9, Jayalaxmi Colony, Beeramguda, Ameenapur, Medak, Telangana – 502032	1,50,000	10	10	30,00,000
5.	Mr. Manthan Gupta	H. No. 76, Green Park, Jalandhar – I, 44001, Punjab	74,000	10	10	14,80,000
6.	Agile Finserv Private Limited	11, Ground Floor, City Square Building, Near Kesar Petrol Pump, EH-197, Civil Line, Jalandhar- 144001, Punjab	1,48,200	10	10	29,64,000
	Total		9,62,200			1,92,44,000

RESOLVED FURTHER THAT the aforesaid shares shall be issued to the above mentioned allottees in DEMAT form and shall be credited to the demat account of the allottees as available in the company's records through Registrar and Transfer Agent.

RESOLVED FURTHER THAT Mr. Vijay Kumar Sareen, Whole Time Director and/or Mr. Meghal Gupta, Director and/or Ms. Manpreet Kaur, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things in connection with the allotment of aforesaid equity shares including but without limitation filing return of allotment and any other necessary documents with the concerned Registrar of Companies and liaising with the stock exchanges for listing and trading approvals and other ancillary matters, issuing instructions to the Company's depository i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (as the case may be) to credit the aforesaid Equity Shares to the designated demat accounts of the allottees as the legal and beneficial owner of the aforesaid Equity Shares in the records of such depository, providing certified true copies of the aforesaid instructions and filings, and to do all other acts, deeds, matters and things which may be necessary or expedient to implement the aforesaid issuance and allotment of Equity Shares."

Certified to be true copy

For and on behalf of Board
PHF Leasing Limited

Manpreet Kaur

Manpreet Kaur
Company Secretary
Mem No: A54656

PHF Leasing Limited
923 G.T. Road, Jalandhar

Company Secretary

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

Dear Sir,

Sub: Application for listing of 9,62,200 equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018.

We, GSA & Associates LLP, have checked all the relevant documents/records with respect to allotment of securities on Preferential Basis and hereby certify that:

1. We confirm that the company has complied is with sub-regulation (4) of Regulation 169 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 including Section 42(6) of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. All the relevant documents including records of Bank Statements of each allottee regarding subscription money received from their respective bank accounts are maintained by the issuer.
2. The company has realized the Application/ Allotment Money aggregating to Rs.1,92,44,000/- from the bank account of the respective allottees against the allotment of 9,62,200 equity shares on or before September 28, 2021 and there is no circulation of funds or mere passing of book entries in this regard.

UDIN - 21529619AAAAFC5452

For GSA & Associates LLP
Chartered Accountants
Firm Registration No.: 000257N/N500339



Tanuj Chugh
Partner
Membership No.: 529619
Place: New Delhi
Date: 01st October, 2021

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

Dear Sir,

Sub: Application for listing of 9,62,200 Equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018.

We, GSA & Associates LLP, have verified the relevant records and documents with respect to the proposed preferential allotment and certify that:

1. The company has complied with all the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 including Section 42 and Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Further the company has also complied with all the legal and statutory formalities for allotment of aforesaid equity shares issued on a preferential basis.
2. Allotment of shares has been made only to such persons to whom offer / invitation was made.
3. No statutory/regulatory authority has restrained the company for issuing 9,62,200 equity shares to 6 Allotees on preferential basis.
- ~~4. In the case of convertible instruments, the allottees have exercised the option to convert the instrument within a period of 18 months from the date of allotment of the instrument. **(Strike off if not applicable).**~~
5. The company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
6. None of the promoters or directors of the issuer is a fugitive economic offender as defined under Regulation 2(1) (p) of SEBI (ICDR) Regulations, 2018.
7. None of the allottee has breached investment limit prescribed by any regulator.



8. None of the allottees have sold any equity shares of the company for a period of six months preceding relevant date till the date of preferential allotment of securities.

Pre-preferential shareholding of the allottees					
Name of the allottee	Pre-preferential shareholding as on Relevant Date	Pre-preferential shareholding immediately prior to the allotment of securities for which in-principle approval was sought	Quantity of shares under locked in	Lock-in details	
				From	To
Manthan Gupta	1,80,000	1,80,000	1,80,000	27/08/2021	30/05/2022
Agile Finserv Private Limited	5,90,000	5,90,000	5,90,000	27/08/2021	30/05/2022

9. At the time of allotment the pre-preferential shareholding (if any) of all the allottees were held in dematerialized form only and no allotment has been made to any allottee whose pre-preferential shareholding was in physical form or was in the process of dematerialization, further no allotment has been made to an allottee who did not have PAN at the time of allotment, unless the entity is exempt from PAN and none of the allottee has breached investment limit prescribed by any regulator.
10. Neither the issuer nor any of its promoters or directors is a willful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018
11. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.

UDIN - 21529619AAAAFC5452

For GSA & Associates LLP

Chartered Accountants

Firm Registration No.: 000257N/N500339




Tanuj Chugh

Partner

Membership No.: 529619

Place: New Delhi

Date: 01st October, 2021

PHF LEASING LIMITED

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Annexure III

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

Sub: Application for listing of 9,62,200 equity shares issued on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018

I, Manpreet Kaur (~~Managing Director~~/Company Secretary) of the Company hereby certify that:

1. The equity shares issued rank pari-passu with the existing equity shares of the Company in all respects including dividend.
2. The company has complied with all the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act 2013 including Section 42, Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Further the company has also complied with all the legal and statutory formalities for allotment of aforesaid equity shares issued on a preferential basis and there is no restraint on the company by any regulatory authority from raising the capital or altering its capital structure in any manner.
3. The allotment of Equity Shares issued on preferential basis is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
4. Allotment of shares has been made only to such persons to whom offer / invitation was made further none of the allottees have been debarred from accessing the capital market by any regulatory authority.
5. The securities issued pursuant to the aforesaid preferential issue are allotted in dematerialized form.
6. The documents filed by the company with the Exchange are same/ identical in all respect which has been filed by the company with Registrar of Companies/ SEBI/ Reserve Bank of India/ FIPB in respect of the allotment of these shares issued on a preferential basis as well as enlistment of the aforesaid on the Exchange.

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


Company Secretary

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7. The lock-in of pre preferential holding (if any) of the allottees would be further extended upto 6 months from the last date of trading approval granted for equity shares or 6 months from the last date of trading approval granted for last conversion of convertible securities into equity shares of respective allottee from all the stock exchanges to be in compliance with Regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018.
8. The shares allotted under the preferential issue shall be kept under lock-in as given below

Name of the allottee	Qty	Distinctive nos.		Lock-in upto date
		From	To	
Mr. Manthan Gupta	74,000	3002301	3076300	One / three years from the last date of trading approval from all the Stock Exchanges
Agile Finserv Private Limited	1,48,200	3076301	3224500	One / three years from the last date of trading approval from all the Stock Exchanges
Mr. Kalyana Chakravarthy Pilla	2,50,000	3224501	3474500	One / three years from the last date of trading approval from all the Stock Exchanges
Ms. Nalini Rampilla	2,50,000	3474501	3724500	One / three years from the last date of trading approval from all the Stock Exchanges
Mr. Rampilla Chaitanya	90,000	3724501	3814500	One / three years from the last date of trading approval from all the Stock Exchanges
Ms. Maheshwari Rampilla	1,50,000	3814501	3964500	One / three years from the last date of trading approval from all the Stock Exchanges

9. The specified securities allotted under the preferential issue shall not be transferred by the allottees till trading approval is granted for such securities by all the recognized stock exchanges where the equity shares of the company are listed.
10. "Neither the issuer nor any of its promoters or directors is a wilful defaulter as defined under Regulation 2 (1) (zn) of SEBI (ICDR) Regulations, 2018";

OR

"~~Name of the issuer / <name>, the promoter(s) of the issuer / <name> the director(s) of the issuer is a wilful defaulter as defined under Regulation 2 (1) (zn) of SEBI (ICDR) Regulations, 2018 and disclosures in this regard has been made at <place of disclosure> as per the format given in said regulation.~~"

11. None of the promoters or directors of the issuer is a fugitive economic offender as defined under

For PNF Leasing Limited
913 G.T. Road, Gandhinagar
Company Secretary

Regulation 2(1) (p) of SEBI (ICDR) Regulations, 2018.

12. The company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
13. There is no restraint on the company by any regulatory authority from raising the capital or altering its capital structure in any manner.
14. "We hereby confirm that the company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017."

Date: October 1, 2021

Place: Jalandhar

For PHF Leasing Limited

928 G.T. Road, Jalandhar

Company Secretary

Signature of Managing Director/ Company Secretary

Independent Auditor's certificate on the compliance with the conditions of proposed preferential allotment of upto 9,62,200 ordinary equity shares by PHF Leasing Limited in terms of chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018

To,

The Board of Directors
PHF Leasing Limited
923, G.T Road, Jalandhar (Pb.)India

Dear Sir/Madam,

1. This certificate is issued in accordance with the terms of our engagement letter dated 26 August 2021 with PHF Leasing Limited (hereinafter 'the Company') in relation to the proposed preferential issue of upto 9,62,200 ordinary equity shares are in compliance with the requirements of "Chapter V - Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations 2018, as amended (hereinafter referred to as "the Regulations"), Section 42 and 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
2. In terms of the SEBI Regulations, the company has issued a notice along with the explanatory statement dated 20 August 2021 (together referred to as 'Notice') to the shareholders of the company pursuant to provisions of section 108 of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014 as amended and other applicable provisions of the Act, if any, seeking the consent of the shareholders to approve the proposed issue of upto 9,62,200 ordinary equity shares of the Company of face value of Rs. 10 each, fully paid up, on a preferential basis, at a price of Rs. 20 per equity share (the 'Preferential Issue') as per Item No. 9 to the Notice.
3. As required, we have examined the compliance with the Regulation 159, 160, 161, 163(1), 165 and 167(1) of the Chapter V of the SEBI Regulations (the 'Regulations') for preferential issue of the ordinary equity shares of the Company approved by the Board of Directors in its meeting held on 13 August 2021 and subsequently amended on 20 August 2021.

4. Management's Responsibility

- The compliance with the aforesaid SEBI Regulations for the preferential allotment of ordinary equity shares and preparation of the aforesaid Notice, including its content in respect of item No. 9 is the responsibility of management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - a) Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
 - b) Determination of the minimum price for issue of equity shares;
 - c) Compliance with the requirements of the ICDR Regulations;



5. Auditor's responsibility

- Pursuant to the requirements of sub-Para 2 of Para 163 of Part III of chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue provided in the Statement is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue, Section 42 and 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- We conducted our examination of the details in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.
- For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the proposed preferential issue of equity shares is not in accordance with the requirements of the Regulations:
 - a) With respect to conditions specified in Regulations 159 & 160 of the SEBI Regulations, we have performed the following procedures to confirm the compliance with required conditions, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014;
 - Examined certified copy of the resolution for board meeting held on 13 August 2021, subsequently amended in its meeting held on 20 August 2021 in respect of the proposed preferential issue of 9,62,200 ordinary equity shares and verified that the company has determined the 'Relevant Date' as defined in the Regulation 161 of SEBI ICDR Regulations 2018;
 - Checked Article of association of the company for authorization of proposed issue (The resolution in respect to the amendment in AOA related to authorization of Preferential Issue will be placed in the AGM. The same is mentioned in the AGM notice as well);
 - Verified valuation report dated 12 August 2021 issued by independent valuer determining value of shares as required in Regulation 165 of the SEBI (ICDR) Regulations, 2018;
 - Obtained Confirmation regarding that the proposed allottees have not sold or transferred any equity shares of the Company during the six months preceding the relevant date (August 24, 2021) from skyline Financial Services Private Limited (Registrar and Transfer agent) in terms of explanation to Regulation 161 of SEBI ICDR Regulations;



- Obtained the copy of Notice along with explanatory statement sent to shareholders for the proposed preferential issue of ordinary equity shares as approved by the Board of Directors in their meeting held on 20 August 2021 as required in Regulation 160 of the SEBI (ICDR) Regulations, 2018;
 - Verified Shareholders 'pre-preferential holding' of equity shares of the Company as disclosed in Notice of AGM sent to shareholders of the Company from shareholding pattern.
 - Obtained confirmation from Central Depository Services (India) Limited, regarding lock in of entire Pre-Preferential shareholding upto six months from the date of trading approval i.e. 20 May 2022 as per Regulation 167(6) of the SEBI ICDR Regulations;
 - Examined shareholding pattern received from Registrar and Transfer agent including shareholding pattern of the Promoter & Promoter group;
 - Obtained Management confirmation that the proposed allottees do not belong to promoter or promoter group as required in Regulation 160 of the SEBI (ICDR) Regulations, 2018;
 - Obtained Management confirmation that there is only one Registrar and Transfer agent appointed by the company as required in Regulation 160 of the SEBI (ICDR) Regulations, 2018;
 - Obtained Confirmation about the holding of securities of the proposed allottee is held in Dematerialized form as required in Regulation 160 of SEBI ICDR Regulations 2018;
 - Verified that the Company has obtained Permanent Account Number ('PAN') of the proposed allottee as required in Regulation 160 of the SEBI (ICDR) Regulations, 2018;
 - Performed necessary inquiries with the management and obtained necessary representation from management
- b) Read the Notice and verified that the following disclosures have been made in accordance with Regulation 163(1) of the SEBI Regulations in the Notice:
- Objects of the preferential issue;
 - Maximum number of specified securities to be issued;
 - Shareholding pattern of the issuer before and after the preferential issue;
 - Time frame within which the preferential issue shall be completed;
 - Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;
 - Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter.

6. Other Matters

We have been appointed as Statutory Auditor of the Company by Board of Directors in its Board meeting held on 13 August 2021 to fill the casual vacancy caused by Resignation of M/s MSKA & Associates. The said appointment is to be approved by the shareholders in upcoming Annual General Meeting of the company.



7. Conclusion

Based on our examination as mentioned above, and the information and explanations given to us by the company, we can conclude that the Company has complied with the requirements of “Chapter V - Preferential Issue” of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations 2018, as amended, Section 42 and 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

8. Restriction of use

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the extraordinary general meeting of shareholders considering the proposed preferential issue of Securities and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

UDIN - 21529619AAAADL5871

For GSA & Associates LLP

Chartered Accountants

Firm Registration No.: 000257N/N500339



Tanuj Chugh

Partner

Membership No.: 529619

Place: New Delhi

Date: 31st August, 2021

Format of holding of specified securities

1. Name of Listed Entity: PHF LEASING LTD.
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
- a. If under 31(1)(b) then indicate the report for Quarter ending 24/09/2021 PRE ISSUE
- b. If under 31(1)(c) then indicate date of allotment/extinguishment
4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		No
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has any shares against which depository receipts are issued?		No
4. Whether the Listed Entity has any shares in locked-in?	Yes	
5. Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

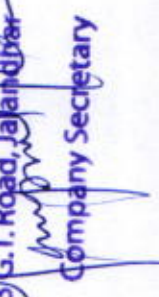
For PHF Leasing Limited
923 G.T. Road, Jalandhar
Company Secretary

Table 1: Summary Statement of Holding of specified securities

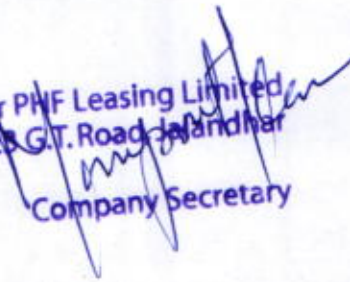
Category	Category of shareholder	No. of shares held	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C)	No. of Voting Rights		Shareholding as a % of outstanding equity shares (calculated as per SCRR, 1957) As a % of (A+B+C)	No. of Shares Underlying Outstanding Depository Receipts	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class Equity	Class Preference			(A)	(B)		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)
(A)	Promoter & Promoter Group	3	679981	0	0	679984	22.76	679981	0	679981.00	22.76	0	0	0	679984
(B)	Public	877	2307810	0	2307810	77.24	77.24	2307810	0	2307810.00	77.24	770000	0	0	2307810
(C)	Non Promoter- Non Public	0	0	0	0	0	0.00	0	0	0.00	0.00	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0.00	0.00	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0.00	0.00	0	0	0	0
	Total	880	2307810	0	2307810	3085690	100.00	2307810	0.00	2307810.00	100.00	770000	0	0	2307810

For PHF Leasing Limited
 92B G.T. Road, Jalandhar
 Company Secretary

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. shares held	Shareholding % calculated as per SCRT, 1957 As a % of (A+B+C)	Number of Voting Rights held in each class of securities			Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form (Not Applicable)	
								No. of Voting Rights				Total as a % of Total Voting Rights	No.	As a % of total Shares held	No.		As a % of total shares held (Not applicable)
								Class X	Class Y	Total							
	(ii)	(iii)	(iv)	(v)	(vi)	(vii)=(iv)+(v)+(vi)	(viii)	(ix)	(x)	(xi)=(ix)-(x)	(xii)	(xiii)	(xiv)	(xv)			
C1 Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0		
C2 Employees Benefit Trust (Under SEBI (Share Based Employee Benefits Regulations 2014))		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0		
Total Non Promoter Non Public Shareholding (C1)+(C2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0		

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

 Company Secretary

(a)		Bodies Corporate									
Sr.No	Part Number	Name of Shareholders	FP Shares	PP Shares	Total Shares	%age	Non Value	Debit/Share	Code	Category	
1	AAACM2167Q	AGILE FINSERV PRIVATE LIMITED	590000	0	590000	15.7470	5900000.00	0	B3E1	1.TD - BODIES CORPORATE-DOMESTIC	
2	AAACI5846G	HAMCO ISPAT PRIVATE LIMITED	200000	0	200000	6.6959	2000000.00	0	B3E1	1.TD - BODIES CORPORATE-DOMESTIC	
3	AAACB26643H	GLOBEC SUB BROKER AND MARKETING SERVICES	167000	0	167000	5.5894	1670000.00	0	B3E1	1.TD - BODIES CORPORATE-DOMESTIC	
4	AAACP7871M	PHF INVESTMENT LIMITED	20000	0	20000	0.6694	200000.00	0	B3E1	1.TD - BODIES CORPORATE-DOMESTIC	
5	AAACN4590M	NORTHERN INDIA CONSULTANTS PRIVATE LIMITED	12500	0	12500	0.4184	125000.00	0	B3E1	1.TD - BODIES CORPORATE-DOMESTIC	
6	Not Available	CHATHA FINANCIERS LTD	1500	0	1500	0.0502	15000.00	0	B3E1	1.TD - BODIES CORPORATE-DOMESTIC	
Total					991000	33.1682	9910000	0			

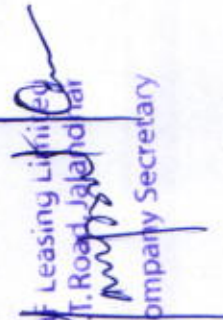
For PWF Leasing Limited
 92B G.T. Road, Jalandhar

 Company Secretary

(e3) Sr.No	HUF Pan Number	Name of Shareholders	FP-Shares	PP-Shares	Total Shares	%age	Nom. Value	Debentures	Code	Category
1	AALHS5465C	SHANT KUMAR GUPTA HUF	109770	0	109770	3.6739	1097700.00	0	B3E3	HUF - RESIDENT HUF /APOS
2	Not Available	IQBAL SINGH HUF	2500	0	2500	0.0837	25000.00	0	B3E3	HUF - RESIDENT HUF /APOS
3	AAEHD8576N	DINESH GUPTA HUF	500	0	500	0.0167	5000.00	0	B3E3	HUF - RESIDENT HUF /APOS
	Total				112770	3.7743	1127700	0		

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

Individual Shareholders Holding Nominal Share Capital Above Rs. 2 Lac

Sr.No	Pan Number	Name of Shareholders	FP-Shares	PP-Shares	Total Shares	%age	Nom. Value	Debentures	Code	Category
1	CFHPG9244N	MANTHAN GUPTA	180000	0	180000	6.0245	1800000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
2	BONPG6885F	MEGHAL GUPTA	120000	0	120000	4.0163	1200000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
3	AAXPG7144C	NEHA GUPTA	115230	0	115230	3.8567	1152300	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
4	ABTPS3532P	SUMAN	80000	0	80000	2.6776	800000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
5	AENPG0414P	DINESH GUPTA	74100	0	74100	2.4801	741000	0	B3A	PUB - RESIDENT INDIAN
6	ATSPGR753F	GILL JASPAL	55800	0	55800	1.8676	558000	0	B3A	PUB - RESIDENT INDIAN
7	ACLPS5741D	CHAMAN LAL SHARMA	50000	0	50000	1.6735	500000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
8	ADVPS3875P	V K SAREEN	42200	0	42200	1.4124	422000	0	B3A	PUB - RESIDENT INDIAN
9	ALVPC3785C	NITIKA SHIKHA CHUGH	40000	0	40000	1.3388	400000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
10	BNEPS2359Q	NITIKA SHARMA	30000	0	30000	1.0041	300000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
11	EFIPS0093N	GURNAM SINGH	28000	0	28000	0.9371	280000	0	B3A	PUB - RESIDENT ORDINARY
12	ADGPB1123N	KULDIP BHANDARI	20700	0	20700	0.6928	207000	0	B3A	PUB - RESIDENT ORDINARY
	Total		836030	0	836030	27.9815	8360300	0		

For PHL Leasing Limited
 92 T. Road Jalandhar

 Company Secretary

PHF LEASING LTD.

DISTRIBUTION OF 2987800 EQUITY SHARE CAPITAL AS ON :24/09/2021

PAN CONSOLIDATION

Share or Debenture holding Nominal (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	194	51.05	801700.00	2.68
5001 To 10,000	99	26.05	920500.00	3.08
10001 To 20,000	39	10.26	573500.00	1.92
20001 To 30,000	9	2.37	241000.00	0.81
30001 To 40,000	4	1.05	149500.00	0.50
40001 To 50,000	5	1.32	243000.00	0.81
50001 To 1,00,000	6	1.58	431000.00	1.44
1,00,000 and Above	24	6.32	26517800.00	88.75
Total	380	100.00	29878000.00	100.00

PAN CONSOLIDATION

No. of Shares or Debentures	Number of Shareholders	% to Total Numbers	Share or Debenture Held	% to Holding
1	2	3	4	5
Up To 500	194	51.05	80170.00	2.68
501 To 1000	99	26.05	92050.00	3.08
1001 To 2000	39	10.26	57350.00	1.92
2001 To 3000	9	2.37	24100.00	0.81
3001 To 4000	4	1.05	14950.00	0.50
4001 To 5000	5	1.32	24300.00	0.81
5001 To 10000	6	1.58	43100.00	1.44
10000 and Above	24	6.32	2651780.00	88.75
Total	380	100.00	2987800.00	100.00

WITHOUT PAN CONSOLIDATION

Share or Debenture holding Nominal (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	199	51.82	826700.00	2.77
5001 To 10,000	98	25.52	910500.00	3.05
10001 To 20,000	40	10.42	593500.00	1.99
20001 To 30,000	8	2.08	211000.00	0.71
30001 To 40,000	4	1.04	149500.00	0.50
40001 To 50,000	5	1.30	243000.00	0.81
50001 To 1,00,000	6	1.56	431000.00	1.44
1,00,000 and Above	24	6.25	26512800.00	88.74
Total	384	100.00	29878000.00	100.00

WITHOUT PAN CONSOLIDATION (SHARES)

No. of Shares or Debentures	Number of Shareholders	% to Total Numbers	Share or Debenture Holding	% to Total Shareholding
1	2	3	4	5
Up To 500	199	51.82	82670.00	2.77
501 To 1000	98	25.52	91050.00	3.05
1001 To 2000	40	10.42	59350.00	1.99
2001 To 3000	8	2.08	21100.00	0.71
3001 To 4000	4	1.04	14950.00	0.50
4001 To 5000	5	1.30	24300.00	0.81
5001 To 10000	6	1.56	43100.00	1.44
10000 and Above	24	6.25	2651280.00	88.74
Total	384	100.00	2987800.00	100.00

For PHF Leasing Limited
92, G.T. Road, Jalancha
[Signature]
Company Secretary

Table V - Statement Showing Details of Significant beneficial Owners (SBOs)

Sr.No.	Details of the SBO		Details of the Registered Owner				Details of Holding/ exercise of right of the SBO in the reporting company. Whether direct or Indirect			Date of creation / acquisition of significant beneficial interest
	(I)		(II)		(III)			(IV)		
	Name	Nationality	PAN/Passport No. in case of a foreign national	Name	Nationality	PAN/Passport No. in case of a foreign national	Nationality		Whether by Virtue of :	
								Shares Voting Rights Rights of distributable dividend or any other distribution	% % %	
								Exercise of control Exercise of significant influence		

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted for each of the categories.

* This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

.....accordingly

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

Format of holding of specified securities

1. Name of Listed Entity: PHF LEASING LTD.
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 a. If under 31(1)(b) then indicate the report for Quarter ending 30/09/2021-Post issue
 b. If under 31(1)(c) then indicate date of allotment/extinguishment
4. Declaration: The Listed Entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		No
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has any shares against which depository receipts are issued?		No
4. Whether the Listed Entity has any shares in locked-in?	Yes	
5. Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For PHF Leasing Limited
 928 G.T. Road, Jalandhar
 Company Secretary

Table 1 - Summary Statement holding of specified securities

Category	Category of shareholder	No. of shares held	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VI) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C)	No. of Voting Rights		Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % excluding full conversion of convertible securities (as a percentage of allotted shares excepted)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class Equity	Class Debt				No. (A)	% of total (Share held) (B)		
(A)	(B)	(C)	(D)	(E)	(F)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)	(XVII)
(A)	Promoter & Promoter Group	2	40000	0	0	40000	1.01	0	0	40000.00	0	0.01	0	0	0	40000
(B)	Public	341	3910000	0	0	3910000	98.99	3910000.00	98.99	3910000.00	0	98.99	770000	0	0	3140000
(C)	Non Promoter Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	343	3910000	0	0	3910000	100.00	3910000.00	100.00	3910000.00	0	100.00	770000	0	0	3140000

Note - The allotted shares are yet to be credited in the demat account of the allottees

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

Table IV - Statement showing the holding pattern of the Non Promoter Non Public Shareholder

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Shareholding % calculate as per SCRR, 1957 As a % of (A+B+C)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Total shareholding as convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form (Not Applicable)	
								No of Voting Rights					As a % of Total Voting rights	No.	As a % of total Share as held	No.		As a % of total shares held (Not applicable)
								Class X	Class Y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)	(xviii)		
C1 Custodian/DI Holder			0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0	
C2 Employee Benefit Trust (Under SEBI (Share Based Employee Benefit Regulation, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0	
Total Non Promoter Non Public Shareholding (C1)-(C2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0	

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

(e)	Bodies Corporate									
Sr. No	Pan Number	Name of Shareholders	FP - Shares	PP - Shares	Total Shares	%age	Nom. Value	Debit/Share	Code	Category
1	AAACM2167Q	AGILE FINSERV PRIVATE LIMITED	738200	0	738200	18.6886	7382000.00	0	B3E1	LTD - BODIES CORPORATE-DOMESTIC
2	AAACT3846G	BAMCO ISPAT PRIVATE LIMITED	200000	0	200000	5.0633	2000000.00	0	B3E1	LTD - BODIES CORPORATE-DOMESTIC
3	AAACE6643B	GLOBEC SUB BROKER AND MARKETING SERVICES	167000	0	167000	4.2278	1670000.00	0	B3E1	LTD - BODIES CORPORATE-DOMESTIC
4	AAACT9711M	PHF INVESTMENT LIMITED	20000	0	20000	0.5063	200000.00	0	B3E1	LTD - BODIES CORPORATE-DOMESTIC
5	AAACN4590M	NORTHERN INDIA CONSULTANTS PRIVATE LIMITED	12500	0	12500	0.3165	125000.00	0	B3E1	LTD - BODIES CORPORATE-DOMESTIC
6	Not Available	CHIATHA FINANCIALS LTD	1500	0	1500	0.0380	15000.00	0	B3E1	LTD - BODIES CORPORATE-DOMESTIC
	Total				1139200	28.8405	11392000	0		

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

Company Secretary

(e3)	HUF	Name of Shareholders	FP-Shares	PP-Shares	Total Shares	%age	Nom. Value	Debitures	Code	Category
Sr.No	Pan Number									
1	AAALHS5465C	SHANT KUMAR GUPTA HUF	109770	0	109770	2.7790	1097700.00	0	B3E3	HUF - RESIDENT HUF /APOS
2	Not Available	EQBAL SINGH HUF	2500	0	2500	0.0633	25000.00	0	B3E3	HUF - RESIDENT HUF /APOS
3	AAEH28576N	DINESH GUPTA HUF	500	0	500	0.0127	5000.00	0	B3E3	HUF - RESIDENT HUF /APOS
	Total				112770	2.8549	1127700	0		

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

Company Secretary

Individual Shareholders Holding Nominal Share Capital Above Rs. 2 Lac

Sr.No	Pan Number	Name of Shareholders	FP -Shares	PP- Shares	Total Shares	%age	Nom. Value	Debentures	Code	Category
1	ALVPC3785C	NITIKA SHIKHA CHUGH	679980	0	679980	17.2147	6799800	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
2	CFHPG9244N	MANATHAN GUPTA	254000	0	254000	6.4304	2540000	0	B3A	PUB - RESIDENT ORDINARY
3	AMZPR3480L	NALINI RAMPILLA	250000	0	250000	6.3291	2500000	0	B3A	PUB - RESIDENT ORDINARY
4	AIJPK1722C	KALYANA CHAKRAVARTHY PILLA	250000	0	250000	6.3291	2500000	0	B3A	PUB - RESIDENT ORDINARY
5	COEPR9676F	MAHESHWARI RAMPILLA	150000	0	150000	3.7975	1500000	0	B3A	PUB - RESIDENT ORDINARY
6	BONPG6885F	MEGHAL GUPTA	120000	0	120000	3.0380	1200000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
7	AAXPG7144C	NEHA GUPTA	115230	0	115230	2.9172	1152300	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
8	BDJPR8529J	RAMPILLA CHAITANYA	90000	0	90000	2.2785	900000	0	B3A	PUB - RESIDENT ORDINARY
9	ABTPS3532P	SUMAN	80000	0	80000	2.0253	800000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
10	AENPG0414P	DINESH GUPTA	74100	0	74100	1.8759	741000	0	B3A	PUB - RESIDENT INDIAN
11	ATSPG8753F	GILL JASPAL	55800	0	55800	1.4127	558000	0	B3A	PUB - RESIDENT INDIAN
12	ACLPS5741D	CHAMAN LAL SHARMA	50000	0	50000	1.2658	500000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
13	ADVPS3875P	V K SAREEN	42200	0	42200	1.0684	422000	0	B3A	PUB - RESIDENT INDIAN
14	BNEPS2359Q	NITIKA SHARMA	30000	0	30000	0.7595	300000	0	B3A	PUB - RESIDENT INDIVIDUAL-NEGATIVE NOMINATIONS
15	EEIP0093N	GURNAM SINGH	28000	0	28000	0.7089	280000	0	B3A	PUB - RESIDENT ORDINARY
16	ADGPPB1123N	KULDIP BHANDARI	20700	0	20700	0.5241	207000	0	B3A	PUB - RESIDENT ORDINARY
Total					2290010	57.9749	22900100	0		

For PHF Leasing Limited
 923 G.J. Road, Jaipur

 Company Secretary

PHF LEASING LTD.

DISTRIBUTION OF 3950000 EQUITY SHARE CAPITAL AS ON :30/09/2021

PAN CONSOLIDATION

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	194	50.65	801700.00	2.03
5001 To 10,000	99	25.85	920500.00	2.33
10001 To 20,000	39	10.18	573500.00	1.45
20001 To 30,000	9	2.35	241000.00	0.61
30001 To 40,000	4	1.04	149500.00	0.38
40001 To 50,000	5	1.31	243000.00	0.62
50001 To 1,00,000	6	1.57	431000.00	1.09
1,00,000 and Above	27	7.05	3613980.00	91.49
Total	383	100.00	39500000.00	100.00

PAN CONSOLIDATION

No. of Shares or Debentures	Number of Shareholders	% to Total Numbers	Share or Debenture Held	% to Holding
1	2	3	4	5
Up To 500	194	50.65	801700.00	2.03
501 To 1000	99	25.85	920500.00	2.33
1001 To 2000	39	10.18	573500.00	1.45
2001 To 3000	9	2.35	241000.00	0.61
3001 To 4000	4	1.04	149500.00	0.38
4001 To 5000	5	1.31	243000.00	0.62
5001 To 10000	6	1.57	431000.00	1.09
10000 and Above	27	7.05	3613980.00	91.49
Total	383	100.00	39500000.00	100.00

WITHOUT PAN CONSOLIDATION

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	199	51.29	826700.00	2.09
5001 To 10,000	98	25.26	910500.00	2.31
10001 To 20,000	40	10.31	593500.00	1.50
20001 To 30,000	8	2.06	211000.00	0.53
30001 To 40,000	4	1.03	149500.00	0.38
40001 To 50,000	5	1.29	243000.00	0.62
50001 To 1,00,000	6	1.55	431000.00	1.09
1,00,000 and Above	28	7.22	3613480.00	91.48
Total	388	100.00	39500000.00	100.00

WITHOUT PAN CONSOLIDATION (SHARES)

No. of Shares or Debentures	Number of Shareholders	% to Total Numbers	Share or Debenture Holding	% to Total Shareholding
1	2	3	4	5
Up To 500	199	51.29	826700.00	2.09
501 To 1000	98	25.26	910500.00	2.31
1001 To 2000	40	10.31	593500.00	1.50
2001 To 3000	8	2.06	211000.00	0.53
3001 To 4000	4	1.03	149500.00	0.38
4001 To 5000	5	1.29	243000.00	0.62
5001 To 10000	6	1.55	431000.00	1.09
10000 and Above	28	7.22	3613480.00	91.48
Total	388	100.00	39500000.00	100.00

For PHF Leasing Limited
923 G.T. Road, Jalandhar
[Signature]
Company Secretary

PHF LEASING LIMITED

Regd. & Corp. Office : 923, G.T. Road, Jalandhar (Pb.) INDIA
Ph. : 0181-4639903-04
email : phf_leasingltd@yahoo.co.in
Website : www.phfleasing.com
CIN No. : L65110PB1992PLC012488



Annexure IV

Listing Application

October 1, 2021

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

Dear Sir / Madam,

In conformity with the listing requirements of Metropolitan Stock Exchange of India Limited (MSE), we hereby apply for admission of the following securities of the Issuer for dealings on the MSE (Please tick, wherever applicable):

Equity

Debentures

Warrants

Any Other (Please specify) _____

Further, we undertake to be bound by all requirements, terms and provisions and conditions relating to listing of securities as contained in the Rules, Bye-Laws and Regulations of Metropolitan Stock Exchange of India Limited (MSE), Securities and Exchange Board of India (SEBI) and any other applicable law, rules and regulations.

Yours faithfully **For PHF Leasing Limited**
923 G.T. Road, Jalandhar

Authorized Signatory **Company Secretary**

Name: Manpreet Kaur

Designation: Company Secretary

Date: October 1, 2021

Place: Jalandhar

PHF - A Leading Group of Financiers

Company Details		
Sr. No.	Particulars	Details
1.	Name of the Company	PHF LEASING LIMITED
2.	Symbol	PHF
3.	ISIN	INE405N01016
4.	Face Value	Rs. 10/- (Rupees Ten Only)
5.	Paid-up Capital (Pre Issue)	Rs. 2,98,78,000/- divided into 29,87,800 equity shares of Rs. 10/- each
6.	Paid-up Capital (Post Issue)	Rs. 3,95,00,000/- divided into 39,50,000 equity shares of Rs. 10/- each
7.	Authorized Share Capital	Rs. 10,00,00,000/- divided into 1,00,00,000 equity shares of Rs. 10/- each

Issue Details		
Sr. No.	Particulars	Details
1.	Number of Securities	9,62,200
2.	Type of Securities (Equity/Warrants/CCPS/CCDs etc.)	Equity
3.	Consideration (cash/other than cash/Loan conversion)	Cash
4.	Distinctive Numbers	3002301 to 3964500
5.	Minimum Issue Price	Rs. 20/- (Rupees Twenty Only)
6.	Issue Price	Rs. 20/- (Rupees Twenty Only)
7.	Issue Size	9,62,200 Equity Shares
8.	No. of Allottees	6 (Six)
9.	Relevant Date	24/08/2021

Additional Information in case of convertible securities (if applicable)		
Sr. No.	Particulars	Details
1.	Coupon Rate	N.A.
2.	Interest payment date	N.A.
3.	Date of Redemption	N.A.
4.	Redemption price (Rs.)	N.A.

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

Company Secretary

Company Details		
Sr. No.	Particulars	Details
1.	Name of the Company	PHF LEASING LIMITED
2.	Symbol	PHF
3.	ISIN	INE405N01016
4.	Face Value	Rs. 10/- (Rupees Ten Only)
5.	Paid-up Capital (Pre Issue)	Rs. 2,98,78,000/- divided into 29,87,800 equity shares of Rs. 10/- each
6.	Paid-up Capital (Post Issue)	Rs. 3,95,00,000/- divided into 39,50,000 equity shares of Rs. 10/- each
7.	Authorized Share Capital	Rs. 10,00,00,000/- divided into 1,00,00,000 equity shares of Rs. 10/- each

Issue Details		
Sr. No.	Particulars	Details
1.	Number of Securities	9,62,200
2.	Type of Securities (Equity/Warrants/CCPS/CCDs etc.)	Equity
3.	Consideration (cash/other than cash/Loan conversion)	Cash
4.	Distinctive Numbers	3002301 to 3964500
5.	Minimum Issue Price	Rs. 20/- (Rupees Twenty Only)
6.	Issue Price	Rs. 20/- (Rupees Twenty Only)
7.	Issue Size	9,62,200 Equity Shares
8.	No. of Allottees	6 (Six)
9.	Relevant Date	24/08/2021

Additional Information in case of convertible securities (if applicable)		
Sr. No.	Particulars	Details
1.	Coupon Rate	N.A.
2.	Interest payment date	N.A.
3.	Date of Redemption	N.A.
4.	Redemption price (Rs.)	N.A.

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

5.	Put/call option or Early redemption date	N.A.
6.	Terms of put/ call or early redemption	N.A.
7.	Date of conversion	N.A.
8.	Terms of conversion	N.A.
9.	Credit Rating (if any, please enclose letter)	N.A.
10.	Rating Agency	N.A.
11.	ISIN Code	N.A.
12.	No. of securities in Lock-in (if applicable)	N.A.

Allotment Details		
Sr. No.	Particulars	Details
1.	Date of Board Meeting approving the Preferential Issue	13/08/2021 & 20/08/2021
2.	Relevant Date	24/08/2021
3.	Date of shareholder's approval i.e. EGM/AGM	23/09/2021
4.	Date of in principle approval <ul style="list-style-type: none"> • MSE • NSE • BSE • Approval from any Regulatory Body or Central Government (if applicable) 	13/09/2021
5..	Date of Board Meeting for allotment of securities i.e. Equity, Warrants ,CCPS, FCDs etc.	28/09/2021
6..	Date of Board Meeting allotment of Equity Shares pursuant to conversion of warrants/convertible securities (if applicable)	N.A.

Security Details		
Sr. No.	Particulars	Details
1	Number of Securities for which in principle approval was granted	9,62,200 Equity Shares
2	Number of Securities allotted	9,62,200 Equity Shares
3	Number of securities converted (including current application)	N.A.
4	Number of securities outstanding for conversion	N.A.
5	Distinctive Numbers (current application)	3002301 to 3964500

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

Shareholding Details						
Name of the Allottee	Category (Promoter/Non Promoter)	Pre-preferential shareholding		New Shares allotted	Post-Preferential shareholding	
		No. of Shares	Percentage		No. of Shares	Percentage
Mr. Kalyana Chakravarthy Pilla	Non-Promoter	-	-	2,50,000	250,000	6.33%
Ms. Nalini Rampilla	Non-Promoter	-	-	2,50,000	250,000	6.33%
Mr. Rampilla Chaitanya	Non-Promoter	-	-	90,000	90,000	2.28%
Ms. Maheshwari Rampilla	Non-Promoter	-	-	1,50,000	150,000	3.80%
Agile Finserv Private Limited	Non-Promoter	5,90,000	19.74%	1,48,200	738,200	18.69%
Mr. Manthan Gupta	Non-Promoter	1,80,000	6.02%	74,000	254,000	6.43%

Shareholding pattern of the company pre and post allotment				
Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	6,79,980	22.76	6,79,980	17.21
Public (B)	23,07,820	77.24	32,70,020	82.79
Total (A) + (B)	29,87,800	100.00	39,50,000	100.00
Custodian (C)	--	--	--	--
Grand Total (A) + (B) + (C)	29,87,800	100.00	39,50,000	100.00

Issued & paid up capital	
Before allotment	Rs.2,98,78,000/- (Rupees Two Crores Ninety Eight Lakhs and Seventy Eight Thousand Only) consisting of 29,87,800 equity shares of face value of Rs.10/- each fully paid.

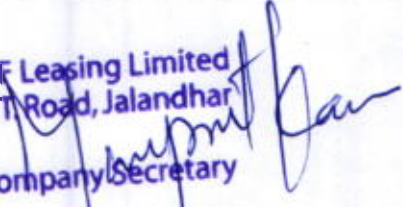
For PHF Leasing Limited
923 G.T. Road, Jalandhar
Company Secretary

After allotment	Rs.3,95,00,000/-(Rupees Three Crores and Ninety Five Lakhs Only) consisting of 39,50,000 equity shares of face value of Rs.10/- each fully paid.
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Date: October 1, 2021

Place: Jalandhar

Signature of ~~Managing Director~~ Company Secretary

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

Company Secretary

Complaints Status as on: 01/10/2021

Total Complaints Received	0
Total Resolved Complaints	0
Total Pending Complaints	0
Total Complaints Withdrawn	0
ATR/REPLY Sent and Pending With SEBI	0
Review(s) received	Click Here
Direct complaint(s) received from investor	Click Here
New Complaints from SEBI (For Assessment)	--
Clarification Sought By SEBI/Higher Organization	--
Action Taken Report Received	--
Action Taken Report Sent	--
Pending Complaints(Within Our Office)	--
Pending Complaints(With Investor)	--
Pending Complaints(With Subordinate Organisations)	--
Pending Complaints(With Subordinate Organisations - Atr not Received)	--
Reminder/Clarification received from investor/SEBI	--
Clarification sought from subordinate organisation	--


 for PHF Leasing Limited
 923 G.T. Road, Jalandhar
 Company Secretary

Pre and post allotment shareholding of the allottee(s)

Sr. No.	Name of the Allottee	Category (Promoter/ Non-promoter)	Permanent Account Number (PAN)	Pre Issue holding as on relevant date		Shareholding immediately prior to the allotment	New shares allotted	Post Issue holding	
				No of shares	%			No. of shares	%
1	Mr. Kalyana Chakravarthy Pilla	Non-Promoter	AUJPK1722C	-	-	-	250,000	250,000	6.33%
2	Ms. Nalini Rampilla	Non-Promoter	AMZPR3480L	-	-	-	250,000	250,000	6.33%
3	Mr. Rampilla Chaitanya	Non-Promoter	BDJPR8529J	-	-	-	90,000	90,000	2.28%
4	Ms. Maheshwari Rampilla	Non-Promoter	COEPR9676F	-	-	-	150,000	150,000	3.80%
5	Agile Finserv Private Limited	Non-Promoter	AABCM2167Q	590,000	19.74%	590,000	148,200	738,200	18.69%
6	Mr. Manthan Gupta	Non-Promoter	CFHGG9244N	180,000	6.02%	180,000	74,000	254,000	6.43%

For PHF Leasing Limited
G.T. Road, Jalandhar

MANAGING DIRECTOR/COMPANY SECRETARY

Company Secretary