

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,

Piramal Agastya Corporate Park, L.B.S Road,

Kurla West, Mumbai - 400 070

Sub: Application for “In-principle approval” for issue and allotment of 9,62,200 Equity Shares to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

In connection with the application for “In-Principle approval”, we hereby submit herewith the following documents and information:

Sr. No.	Particulars	Annexure
1.	Covering letter for “In-principle approval” for issue and allotment of Securities on a preferential basis under Regulation 28(1) of the SEBI (LODR), Regulations, 2015 as per Annexure I	Enclosed
2.	Copy of the resolution passed by the Board of Directors for the proposed Preferential Issue.	Enclosed
3.	Copy of the notice convening the AGM/EGM where proposal for Preferential Issue is to be considered for approval. Kindly note that disclosures given under regulation 163 (1) shall be included in the notice.	Enclosed
4.	Undertaking from the Managing Director/ Company Secretary as per format enclosed as Annexure II .	Enclosed
5.	A confirmation from the Company, if the allottee(s) belong to promoter / promoter group, Confirmation from the Company that: a) No person belonging to promoter(s) or the promoter group has sold his equity shares during the six months preceding the relevant date till date b) No person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations.	N.A. [All proposed allottees belong to non-promoter group]

M. J. Singh
For PHF Leasing Limited
923 G.T. Road, Jalandhar

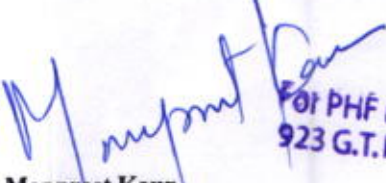
PHF - A Leading Group of Financiers **Company Secretary**

Sr. No.	Particulars	Annexure
6.	Certificate from Statutory Auditors / Practicing Chartered Accountant / Practicing Company Secretary as per format enclosed as Annexure III	Enclosed
7.	In case if the prior holding of the allottee is under pledge with banks/ financial institution(s), company needs to provide an undertaking/ confirmations from the banks/ financial institutions, company and allottee(s) as per format enclosed as Annexure IV .	N.A. [As prior holding of the allottee is not under pledge with banks/ financial institution(s)]
8.	Brief particulars of the proposed preferential issue as per format enclosed as Annexure V .	Enclosed
9.	Pricing certificate by Independent Valuer as per format enclosed as Annexure VI. In case the securities of the company are infrequently traded, pricing certificate from an Independent Valuer shall be provided as prescribed under the Regulation 166 of SEBI (ICDR) Regulation, 2018.	Enclosed
10.	Lock-in confirmation from the depositories for the entire pre-preferential holdings. (If applicable)	Enclosed
11.	Where allotment is : I) for consideration other than cash a) Certified copy of valuation report b) Certified copy of Shareholders Agreements. c) Certified copy of approval letters from FIPB and RBI if applicable. II) pursuant to a resolution plan approved by NCLT under Insolvency and Bankruptcy Code, 2016 (IBC)/ CDR Scheme/ Order of High Court/ BIFR a) Certified copy of resolution plan approved by NCLT under IBC (Extract of the relevant resolution) /relevant scheme/ order III) pursuant to conversion of loan of financial Institutions: a) Certified copy of the Loan Agreement executed by the company.	N.A.
12.	Certified copy of the Loan Agreement executed by the company in case the proposed preferential issue is pursuant to conversion of loan of financial institutions. (if applicable)	N.A.
13.	Certified copy of latest SEBI Scores Screenshot	Enclosed
14.	Certified Copy of the scheme/order approved under the Corporate Debt Restructuring framework of RBI (if applicable)	N.A.
15.	Non-refundable Processing Fees of Rs. 100,000/- + GST @ 18% by way of Cheque/DD/NEFT in favor of "Metropolitan Stock Exchange of India Limited"	Paid vide NEFT 000107911918 Transaction id 1C16 Bank dated 01/09/2021


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

Sr. No.	Particulars	Annexure
16.	Scanned copy of all the documents as specified in the checklist shall be mailed on listing@msei.in	E-mailed

For PHF Leasing Limited


For PHF Leasing Limited
923 G.T. Road, Jalandhar
Manpreet Kaur
Company Secretary
Membership No.: A54656
Company Secretary
Add :H. No. 5B Gurdev Nagar, Near New Grain Market,
Jalandhar-144008, Punjab, India

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CIN No. : L65110PB1992PLC012488

Annexure I

Date: August 31, 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,

Sub: Application for “In-principle approval” for issue and allotment of 9,62,200 Equity Shares to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In terms of Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby seek your “In-principle approval” prior to issue and allotment of 9,62,200 Equity Shares to ~~promoters and/or~~ other than promoters on a preferential basis in accordance with provisions specified under Chapter V of SEBI (ICDR) Regulations, 2018.

1. The brief particulars of the proposed preferential issue are given as Annexure V.
2. The particulars of other issues (in sequential order) in respect of which approvals are pending with the Exchange are given hereunder:

Type of Issue (e.g. Amalgamation/ Arrangement, Bonus, Rights, etc.)	Size of Issue	Date of Allotment (if applicable)	Stage of Approval Pending (Tick any one which is applicable)
N.A			

3. Details of processing fee remitted are given hereunder:

Processing Fee (including GST)	Rs. 1,18,000
TDS, if any	Rs. 10,000
Net amount remitted after TDS	Rs. 1,08,000
UTR No./Cheque/Demand Draft No.	000107911918
Dated	01/09/2021
Drawn on	CICI BANK

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

Company Secretary

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4. In case of any queries / clarifications the under-mentioned official may be contacted:

Contact Details	
Name & Designation of Contact Person	Vijay Kumar Sareen, Whole-time Director
Telephone Nos. (landline & mobile)	+91 98 14 534365
Email – id	yksareen@phfleasing.com

5. Details of PAN/ DIN of the company/directors/promoters/promoter group/ compliance officers

i) Details of PAN of the company

Sr. No.	Name of the company	PAN of the company
1.	PHF LEASING LIMITED	AAACP7603B

ii) Details of the PAN of the promoters, entities belonging to promoter group, Directors and Compliance Officer

Sr. No.	Name of the entities	Category (Promoter/Promoter group/ Director/ Compliance officer)	PAN of the person	DIN - only in case of Directors
1.	Mr. Shiv Dyal Chugh	Promoter	ACUPC6489R	-
2.	Mr. Chandan Chugh	Promoter/ Director	ACUPC0923G	01519390
3.	Mr. Rohin Chugh	Promoter	ABEPC7932L	-
4.	Mr. Vijay Kumar Bhandari	Director	AAPPB5117J	00052716
5.	Mr. Ashwani Kumar Jindal	Director	ACGPJ1265M	00670384
6.	Mr. Subhash Chander Sikka	Director	ANJPS6601B	01871492
7.	Ms. Aditi Kapur	Director	AXKPK6118Q	06597596
8.	Mr. Vijay Kumar Sareen	Director	ADVPS3875P	07978240
9.	Mr. Meghal Gupta	Director	BONPG6885F	09179500
10.	Ms. Manpreet Kaur	Compliance Officer	CIRPK4038F	-

I hereby confirm that the information provided in the application and enclosures is true and correct.

Thanking you,

Yours faithfully,


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

Manpreet Kaur

Company Secretary

Membership No.: A54656

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

Date: 31.08.2021

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CIN No. : L65110PB1992PLC012488

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF PHF LEASING LIMITED HELD ON FRIDAY, THE 13TH AUGUST, 2021 AT 02:00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 923, GT ROAD, JALANDHAR-144001, PUNJAB

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 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) and further subject to the approval of members of the Company by way of special resolution; the consent and approval of the Board be and is hereby accorded to create, offer, issue and allot on a preferential basis, upto 7,40,000 (Seven Lacs and Forty Thousand) equity shares of face value INR 10/- each ("Equity Shares") for cash at an issue price of INR. 20/- (i.e. at a premium of INR 10/- each), to the following belonging to the non-promoter group:


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

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S. No.	Name of the Proposed Allottee	No. of Shares to be allotted
1.	Mr. Kalyana Chakravarthy Pilla	2,50,000
2.	Ms. NaliniRampilla	2,50,000
3.	Mr. Rampilla Chaitanya	90,000
4.	Ms. MaheshwariRampilla	1,50,000

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 Mr. Vijay Kumar Sareen, Whole-time Director and Mr. Meghal Gupta, Additional Director of the Company be and are hereby authorized, jointly or severally to do all such acts, deeds and things, as may be required in connection with this resolution, including signing and filing of in-principle approval application with the stock exchange, filing of documents with the Registrar of Companies and other authorities."



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

Company Secretary

Certified to be true copy

For and on behalf of Board
PHF Leasing Limited

V.K. Sareen

Vijay Kumar Sareen
Whole Time Director
DIN: 07978240

Manpreet Kaur

Manpreet Kaur
Company Secretary
Mem No.: A54656
For PHF Leasing Limited
923 G.T. Road, Jalandhar

Company Secretary

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CIN No. : L65110PB1992PLC012488



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF PHF LEASING LIMITED HELD ON FRIDAY, THE 20TH AUGUST, 2021 AT 05:00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 923, GT ROAD, JALANDHAR-144001, PUNJAB

TO CONSIDER AND APPROVE FURTHER ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

RESOLVED THAT in supersession of the resolution passed by the Board of Directors in their meeting held on August 13, 2021 with respect to further issue of equity shares on preferential basis and 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) and further subject to the approval of members of the Company by way of special resolution; the consent and approval of the Board be and is hereby accorded to further create, offer, issue and allot on a preferential basis, upto 9,62,200 (Nine Lakhs Sixty Two Thousand and Two Hundred) equity shares of face value INR 10/- each ("Equity Shares") for

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

Company Secretary

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cash at an issue price of INR. 20/- (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. KalyanaChakravarthyPilla	2,50,000
2	Ms. NaliniRampilla	2,50,000
3	Mr. Rampilla Chaitanya	90,000
4	Ms. MaheshwariRampilla	1,50,000
5	Mr. Manthan Gupta	74,000
6	AgileFinserv Private Limited	1,48,200

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.


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

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 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 this annual general meeting).

RESOLVED FURTHER THAT Mr. Vijay Kumar Sareen, Whole-time Director and Mr. Meghal Gupta, Additional Director of the Company be and are hereby authorized, jointly or severally to do all such acts, deeds and things, as may be required in connection with this resolution, including signing and filing of in-principle approval application with the stock exchange, filing of documents with the Registrar of Companies and other authorities."

Certified to be true copy

For and on behalf of Board
PHF Leasing Limited

V.K. Sareen
Vijay Kumar Sareen
Whole Time Director
DIN: 07978240

Manpreet Kaur
Manpreet Kaur
Company Secretary
Mem No: A54656
PHF Leasing Limited
923 G.T. Road, Jalandhar

Company Secretary

PHF LEASING LIMITED



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PHF LEASING LIMITED (THE COMPANY) WILL BE HELD ON THURSDAY, THE 23RD DAY OF SEPTEMBER, 2021 AT 01:00 P.M. THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Appointment of Mr. Vijay Kumar Sareen (DIN: 07978240) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Vijay Kumar Sareen (DIN: 07978240) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijay Kumar Sareen (DIN: 07978240), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation."

3. Appointment of Statutory Auditors and to fix their remuneration

To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

a) To fill the casual vacancy:

"RESOLVED THAT in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide Notification Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April 2021 ("RBI Guidelines") and pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s), clarifications, exemptions or re-enactment(s) thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s GSA

For PHF Leasing Limited
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Company Secretary

& Associates LLP, Chartered Accountants, New Delhi, having FRN: 000257N/N500339, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants, Gurugram, having FRN: 502896.

RESOLVED FURTHER THAT M/s GSA & Associates LLP, Chartered Accountants, New Delhi, having FRN.: 000257N/N500339, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 13th August, 2021, until the conclusion of the ensuing 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors.

b) For a period of three years:

"RESOLVED THAT in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide Notification Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April 2021 ("RBI Guidelines") and pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s GSA & Associates LLP, Chartered Accountants, New Delhi, having FRN.: 000257N/N500339, as the Statutory Auditors of the Company to conduct the statutory audit for a period of three years commencing from the conclusion of this 29th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors ("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)."

SPECIAL BUSINESS

4. Appointment of Mr. Meghal Gupta (DIN: 09179500) as a Director of the Company

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


"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Appointment & Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Meghal Gupta (DIN: 09179500) who was appointed as an Additional Director of the Company under the category of Non-Executive Director of the Company in the professional capacity with effect from May 20, 2021 and who holds office until the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors ("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) be and is hereby authorised to do all acts and take all such steps as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution."

5. Appointment of Ms. Aditi Kapur (DIN: 06597596) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules,


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

2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), RBI guidelines (to the extent applicable) and applicable provisions of Articles of Association of the Company, Ms. Aditi Kapur (DIN: 06597596) who was appointed as an Additional (Non-Executive) in the capacity of an Independent Director of the Company with effect from June 26, 2021 and who holds office only upto this Annual General Meeting in terms of section 161 of the Act, and who has submitted a declaration that she meets the criteria for independence as provided under the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Independent Director and in accordance with the recommendation of the Nomination & Remuneration Committee and the Board of Directors, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 26, 2021 to June 25, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors ("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) be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution."

6. Appointment of Mr. Vijay Kumar Sareen (DIN: 07978240) as a Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and applicable provisions, if any of the Companies Act, 2013 ("the Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof) RBI guidelines (to the extent applicable), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vijay Kumar Sareen as a Whole-time Director of the Company for a period of 5 years with effect from May 6, 2021, on the remuneration and on such terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Vijay Kumar Sareen, subject to the same not exceeding the limit specified under Schedule V of the Act or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of services of Mr. Vijay Kumar Sareen, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Act.


RESOLVED FURTHER THAT the Board of Directors ("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) be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution."

7. Amendment in the Articles of Association of the Company

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 statutory 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 hereby 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."*


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RESOLVED FURTHER THAT the Board of Directors ("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) be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution."

8. Increase In Authorised Share Capital of the Company and consequential amendment In Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing INR 4,50,00,000/- (Rupees Four Crores and Fifty Lacs Only) divided into 45,00,000 (Forty Five Lacs) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of INR. 10/- (Rupees Ten Only) each ranking *paripassu* in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

"V. *The Authorised Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each Only.*"

RESOLVED FURTHER THAT Board of Directors ("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) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. To consider and approve further issue of equity shares on 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 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:

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S. No.	Name of the Proposed Allottee	No. of Shares to be allotted
1	Mr. KalyanaChakravarthyPilla	2,50,000
2	Ms. NaliniRampilla	2,50,000
3	Mr. Rampilla Chaitanya	90,000
4	Ms. MaheshwariRampilla	1,50,000
5	Mr. Manthan Gupta	74,000
6	AgileFinserv Private Limited	1,48,200

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:

- 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.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- 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.
- 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.
- 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.

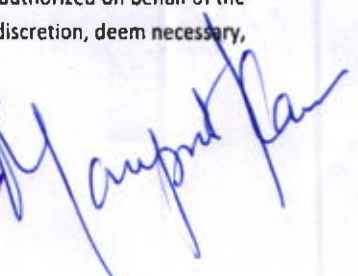
RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded for the issuance of a private placement offer cum application letter and application form in respect of the Equity Shares to be subscribed by the 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,

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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


Manpreet Kaur
Company Secretary

Membership No.: AS4656

Add :H. No. 58 Gurdev Nagar, Near New Grain
Market, Jalandhar-144008, Punjab, India

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

Date: 20/08/2021

Place: Jalandhar

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular nos. dated 02/2021 dated January 13, 2021 read with Circular nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", Circular no. 20/2020 dated May 5, 2020 and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM") through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out the material facts concerning business in respect of Item No. 3, 4, 5, 6, 7, 8 and 9 as set out above is annexed hereto.
3. Details pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors retiring by rotation / seeking appointment/ re-appointment at this Meeting are provided in the "Annexure" to the Notice.

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4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
6. The Company's Registrar and Transfer Agent for its Share Registry work (physical and electronic) is Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi – 110020, India.
7. Participation of members through VC/ OAVM facility will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

Procedure for Inspection of Documents:

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 23, 2021. Members seeking to inspect such documents can send an email to phf_leasingltd@yahoo.co.in.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 16, 2021 by sending e-mail on phf_leasingltd@yahoo.co.in. The same will be replied by the Company suitably.

Dispatch of Annual Report through Electronic Mode:

10. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2020-21 has been uploaded on the Company's website www.phfleasing.com. The Notice can also be accessed from the website of the stock exchange, Metropolitan Stock Exchange of India at www.msei.in and on the website of the NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingnsdl.com.
11. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at phf_leasingltd@yahoo.co.in or to RTA at admin@skylinerta.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
12. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on Friday, August 20, 2021. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

IEPF Related Information:

13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-13, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

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14. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary, at the Company's registered office or at phf_leasingltd@yahoo.co.in for revalidation and encashment before the due dates. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred by the Company to the demat account of IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/>.

Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2013-14 and thereafter, are as under:

Financial Year	Declaration Date	Due Date
2013-2014	August 8, 2014	September 14, 2021
2014-2015	September 16, 2015	October 22, 2022

Procedure for 'remote e-voting' and e-voting at the AGM

15. A. E-Voting Facility:

- (i) Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing to its members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: September 20, 2021 at 09:00 A.M

End of remote e-voting: September 22, 2021 at 05:00 P.M

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 16, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 16, 2021.

- (ii) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e. Thursday, September 16, 2021, such person may obtain the user id and password by mailing to the Company at phf_leasingltd@yahoo.co.in or RTA at admin@skylinerta.com.
- (iii) The Company has appointed Ms. Harshita Aggarwal (M No.: A55717), Practicing Company Secretary and in her absence, Ms. Nikita Arora (M No.: F8402), Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in accordance with the law in a fair and transparent manner. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting.

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and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of NSDL, the e-voting agency & on the Company's website at www.phfleasing.com.

B. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

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:

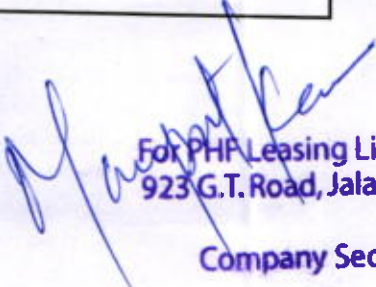
Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.


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	<p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/mveasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/mveasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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

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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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 csharshitaaggarwal@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.

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

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 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address phf_leasingltd@yahoo.co.in.

Process for those shareholders whose email ids are not registered with the depositories/ company 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.
2. 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above-mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

C. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

D. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (ii) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

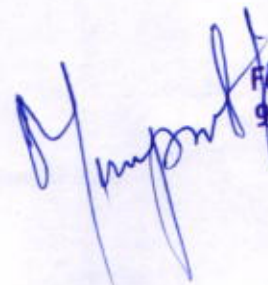
For PHF Leasing Limited
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Company Secretary

- (III) Members are encouraged to join the Meeting through Laptops for better experience.
- (iv) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation In their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vi) Shareholders who would like to speak during the meeting must register themselves as a speaker by sending their request in advance by Thursday, September 16, 2021 mentioning their name, demat account number/folio number, email id, mobile number at phf_leasingltd@yahoo.co.in. The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Other Information:

16. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
17. Members holding shares in physical mode are:
- a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA , if not registered / updated with the Company /RTA, as mandated by SEBI. Alternatively, such Members may write to the Company at phf_leasingltd@yahoo.co.in or to RTA at admin@skylinerta.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.
- b) are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Company at its registered office.
18. Members holding shares in electronic mode are:
- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with which they are maintaining their demat accounts.
- b) advised to contact their respective DPs for registering nomination.
19. Non-Resident Indian Members are requested to Inform the Company/RTA (if shareholding is in physical mode)/ respective DPs (if shareholding is in demat mode), Immediately on:
- a) Change in their residential status on return to India for permanent settlement;
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.


For PHF Leasing Limited
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to ordinary business and special businesses mentioned in the accompanying Notice of Annual General Meeting:

Item No. 3: Object and Purpose:

Though not mandatory, this statement is provided for reference.

The Reserve Bank of India vide its Circular No. RBI/2021- 22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular"), has issued guidelines w.r.t. appointment of Statutory Auditors in Banks including NBFCs and FAQs released subsequently. The guidelines will be applicable to the NBFCs for Financial year 2021-22 and onwards in respect of appointment/ re-appointment of Statutory Auditors. Pursuant to the said guidelines in order to protect the independence of the auditors, the Company will have to appoint the Statutory Auditors for a continuous period of three years subject to the firm satisfying the eligibility norms each. Further, an audit firm would not be eligible for reappointment in the same Entity for six years (two tenures) after completion of full or part of one term of the audit tenure.

The members of the Company had approved the appointment of M/s MSKA & Associates, Chartered Accountant in the 28th Annual General Meeting of the Company to hold the office for the period of 2 years till the conclusion of 30th Annual General Meeting of the Company. However, pursuant to the RBI Circular No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, the existing Statutory Auditors have reached the maximum limit for the number of audits to be undertaken in the current year, therefore, the firm has tendered their resignation on August 13, 2021 expressing their inability to continue as Statutory Auditors as they have reached the maximum limit for the number of audits to be taken in the year, resulting in a casual vacancy in the office of the Auditors of the Company as per section 139(8) of the Companies Act, 2013.

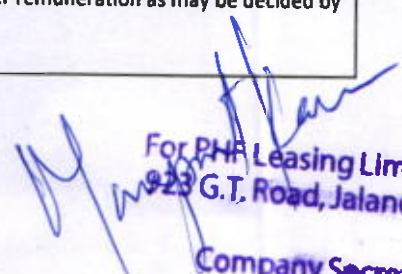
In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from M/s GSA & Associates LLP, Chartered Accountants (FRN: 000257N / N500339) on their eligibility, the Board recommends to the members for the appointment of M/s GSA & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company:

- a) to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants, Gurugram and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting; and
- b) for a period of three five years, from the conclusion of the 29th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2024.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

Terms of Appointment	<p>In terms of the applicable provisions of the Companies Act, the appointment of M/s GSA & Associates LLP, Chartered Accountants is to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants, Gurugram and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting; and</p> <p>In terms of RBI Circular, the Statutory Auditors of the Company is being appointed for the period of 3 years starting from the conclusion of this AGM till the conclusion of 32nd AGM of the Company to be held in calendar year 2024.</p>
Proposed Audit fees payable to Auditor and material change in fee payable	<p>Rs. 5 Lacs (Indian Rupees Five Lacs Only) from conclusion of 29th AGM till the conclusion of 32nd AGM in addition to applicable GST and reimbursement of out of pocket expenses, if any and/or such other remuneration as may be decided by the Board of Directors from time to time.</p>


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	Further, the remuneration payable to old Auditors was fixed at Rs. 5.50 Lacs in addition to applicable taxes and reimbursement of out of pocket expenses, if any during the 2020-21. Apart from the statutory audit fees in line with industrial practice, there are no material changes in the fee payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors.
Basis of recommendation and Auditor credentials	M/s GSA & Associates LLP was established in the year 1975 and has its head office at Delhi and branch offices at Jammu, Surat and Gurugram. The firm is empanelled with C&AG, RBI, MCX, SFIO, IBA and several others. Its clientele includes several large Public sector units, telecommunication companies, Banks and Private Sector Corporates.

The said appointment of M/s GSA & Associates LLP, Chartered Accountants shall be pursuant to applicable provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015 and terms as contained in SEBI circular No.CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said Resolution.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

Item No. 4: Object and Purpose:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Meghal Gupta (DIN: 09179500) as an Additional Director of the Company with effect from May 20, 2021. Mr. Meghal Gupta holds office up to the date of this Annual General Meeting.

The Company has also received candidature letter under Section 160 of the Act.

Mr. Meghal Gupta is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Board is of the view that the appointment of Mr. Meghal Gupta as a Director is desirable and would be beneficial to the Company.

Mr. Meghal Gupta may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends this resolution for the approval of members as an Ordinary Resolution

Item No. 5: Object and Purpose:

Based on recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors had appointed, subject to the approval of the members at the AGM, Ms. Aditi Kapur (DIN: 06597596) as an Additional Director in an Independent capacity of the Company, not liable to retire by rotation, to hold the office for a period of 5 years with effect from June 26, 2021.

The Company has received necessary declaration(s) from Ms. Kapur confirming that she meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Further, Ms. Aditi Kapur is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. A brief profile and other details required the Companies Act, 2013 and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.


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In the opinion of the Board, Ms. Aditi Kapur possess appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and that she is independent of the management. Ms. Aditi Kapur confirmed that she satisfies the fit and proper criteria as prescribed under Non-Banking Financial Companies (NBFCs) – Corporate Governance (Reserve Bank) Directions, 2015. Ms. Kapur also confirmed that she is not debarred from holding the office of director by virtue of any order from any regulatory Board or any such authority.

The Company has also received candidature letter under Section 160 of the Act. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Ms. Aditi Kapur as an Independent Director is now being placed before the Members for their approval. A copy of appointment letter setting out terms and conditions of her appointment and all other documents referred to in the accompanying Notice and this Statement are available for inspection through electronic mode.

Except Ms. Aditi Kapur, being appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

The Board of Directors recommends this resolution for the approval of members as an Ordinary Resolution

Item No. 6: Object and Purpose:

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 6th May, 2021, approved the appointment of Mr. Vijay Kumar Sareen, as a Whole-time Director of the Company for a period of 5 years, with effect from 6th May, 2021, subject to the approval of shareholders at the forthcoming Annual General Meeting on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed.

(1) Remuneration at the rate of Rs. 50,000/- (Rupees Fifty Thousand Only) per month with effect from May 6, 2021, which may be reviewed by the Board.

(2) Reimbursement of expenses incurred by him on account of the business of the Company in accordance of the Company's policy.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

Additional information alongwith brief profile in respect of Mr. Vijay Kumar Sareen, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

Except Mr. Vijay Kumar Sareen, none of the Directors, Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

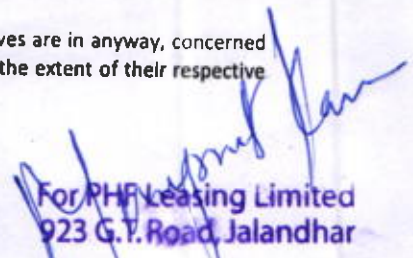
The Board of Directors recommends this resolution for the approval of members as an Ordinary Resolution.

Item No. 7: Object and Purpose:

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.

A copy of the proposed amended Articles of Association (AOA) is available for inspection through electronic mode.

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.


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The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8: Object and Purpose:

The present Authorised Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lacs Only) comprising of 45,00,000 (Forty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 20th August, 2021, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lacs Only) divided into 45,00,000 (Forty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only), subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from existing Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lacs Only) divided into 45,00,000 (Forty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection through electronic mode.

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.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9: Object and Purpose:

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 9,62,200 (Nine Lacs Sixty Two Thousand and Two Hundred) 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 meetings held on August 13, 2021 and subsequently amended in its meeting held on August 20, 2021 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto 9,62,200 (Nine Lacs Sixty Two Thousand and Two Hundred) Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) 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 9,62,200 (Nine Lacs Sixty Two Thousand and Two Hundred) 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. 1,92,44,000/- (Rupees One Crore Ninety Two Lacs and Forty Four Thousand Only):


For PHF Leasing Limited
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S. No.	Name of the Proposed Allottee	No. of Shares to be allotted
1	Mr. KalyanaChakravarthyPilla	2,50,000
2	Ms. NaliniRampilla	2,50,000
3	Mr. Rampilla Chaitanya	90,000
4	Ms. MaheshwariRampilla	1,50,000
5	Mr. Manthan Gupta	74,000
6	AgileFinserv Private Limited	1,48,200

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 August 24, 2021.

Issue Price: The equity shares of the Company are listed at the Metropolitan Stock Exchange of India Limited (MSEI). There is infrequent 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 August 12, 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

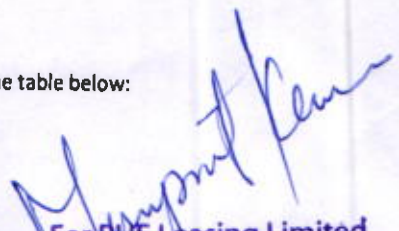
Re-computation of Price: The Company shall re-compute the issue price of the Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of Issue price is not paid within the time stipulated 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. Mr. KalyanaChakravarthyPilla, an Indian Resident
2. Ms. NaliniRampilla, an Indian Resident
3. Mr. Rampilla Chaitanya, an Indian Resident
4. Ms. MaheshwariRampilla, an Indian Resident
5. Mr. Manthan Gupta, an Indian Resident
6. AgileFinserv Private Limited, a company incorporated under the laws of India

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


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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.	Mr. KalyanaChakravarthyPilla Add: Flat No. 103, Building No. 21, Priri CHS, Krishnachandra Marg, Near Rang Sharda, Bandra Reclamation, Bandra (West), Mumbai – 400050, Maharashtra, India	Non- Promoter Public Category (an Indian Resident)	Self	2,50,000	Nil	Nil	2,50,000	6.33
2.	Ms. NaliniRampilla Add: 5-7/4-16, 4 th Line, Near Small Church, Chittinagar, Vijayawada (Urban), Krishna, Andhra Pradesh, 520001	Non- Promoter Public Category (an Indian Resident)	Self	2,50,000	Nil	Nil	2,50,000	6.33
3.	Mr. Rampilla Chaitanya Add: Ho. No. 14-24/6/4, Plot No. 10/C, Jaya Lakshmi Nagar, Road No. 9, Phase 2, Beeramguda, Ammenapur, Meak, Telangana – 502032	Non- Promoter Public Category (an Indian Resident)	Self	90,000	Nil	Nil	90,000	2.28
4.	Ms. MaheshwariRampilla Add: 14-24/6/4, Road No – 9, Jayalaxmi Colony, Beeramguda, Ameenapur, Medak, Telangana - 502032	Non- Promoter Public Category (an Indian Resident)	Self	1,50,000	Nil	Nil	1,50,000	3.80
5.	Mr. Manthan Gupta Add: H. No. 76, Green Park, Jalandhar – 1, 44001, Punjab	Non- Promoter Public Category (an Indian Resident)	Self	74,000	1,80,000	6.02	2,54,000	6.43
6.	AgileFinserv Private Limited Add: 11, Ground Floor, City Square Building, Near Kesar Petrol Pump, EH- 197, Civil Line, Jalandhar- 144001, Punjab	Non- Promoter Public Category (a company incorporated under the laws of India)	Mr. Ashish Bhandari	1,48,200	5,90,000	19.75	7,38,200	18.69

All the pre-preferential shareholding of the proposed allottees shall be under lock-in as per the SEBI (ICDR) Regulations. 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.

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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 August 20, 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	17.21
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	17.21
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	17.21
B.	Non-Promoters' holding				
1	Institutional Investors	0	0	0	0
2	Non-Institution:				
	Body Corporate	9,67,800	32.39	11,16,000	28.26
	Indian Public	13,40,020	44.85	21,54,020	54.53
	Other (Including NRIs)	0	0	0	0
	Total Non-Promoters Holding (B)	23,07,820	77.24	32,70,020	82.79
	Grand Total (A+B)	29,87,800	100.00	39,50,000	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 the Companies Act, 2013, 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.


Auditors' Certificate: A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

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

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.

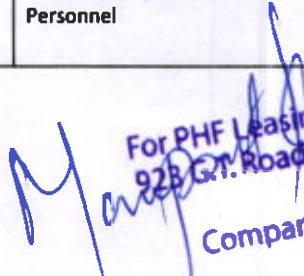
The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Accordingly, the Board recommends the Special Resolution as set out in Item No. 9 in the accompanying notice for your approval.

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.

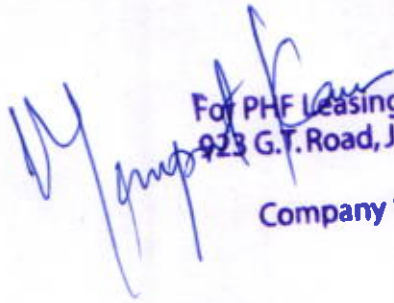

For PHF Leading Limited
923 G.V. Road, Jalandhar
Company Secretary

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / ALTER IN THEIR TENURE AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY (PURSUANT TO PARA 1.2.5 OF SECRETARIAL STANDARD 2 AND SEBI (LODR) REGULATIONS, 2015)

S.NO.	PARTICULARS	Meghal Gupta	Aditi Kapur	Vijay Kumar Sareen
1.	DIN	09179500	06597596	07978240
2.	Date of First Appointment at the Board	20/05/2021	26/06/2021	07/03/2020
3.	Date of Birth	20/01/1995	29/09/1987	24/12/1959
4.	Age	26 Years	34 Years	60 Years
5.	Qualification	B. Tech	Law Graduate and Company Secretary	Post Graduate
6.	Experience (including expertise in specific functional area) / Brief Resume	Mr. Meghal Gupta has a wide experience in NBFC and finance sector. For detailed profile, please refer to Company's website https://phfleasing.com/about_us.html	Ms. Aditi Kapur is an Advocate by profession and her expertise includes corporate laws, management consultancy and BPR solutions. For detailed profile, please refer to Company's website https://phfleasing.com/about_us.html	Mr. V.K. Sareen is Ex-Vice-Principal and Head of PG Department at D.A.V. College, Jalandhar. For detailed profile, please refer to Company's website https://phfleasing.com/about_us.html
7.	Terms and conditions of appointment/ re-appointment	To be appointed as a Non-Executive Director in professional capacity	5 years as an Independent Director	As per the terms and conditions of as approved by the Board/ Shareholders Further, the appointment for 5 years as Whole Time Director is proposed
8.	Remuneration sought to be paid	As per the terms of the Board	Sitting fee as may be approved by the Board	As per the terms of the Board
9.	Remuneration last drawn	Rs. 50,000/ per month	-	-
10.	Shareholding in the Company as on March 31, 2021	4.02%	-	-
11.	Relationship with other Directors, Manager and Key Managerial	Not related to any Director Manager and Key Managerial Personnel	Not related to any Director Manager and Key Managerial Personnel	Not related to any Director Manager and Key Managerial Personnel


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

	Personnel in the Company			
12.	No. of Board Meetings attended during the year (2020-2021)	-	-	10
13.	Directorships of other Boards as on March 31, 2021	-	-	1
14.	Membership/ Chairmanship in committees of other Entities	-	-	-


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

Undertaking from the Managing Director/ Company Secretary

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,

Sub: Application for “In-principle approval” prior to issue and allotment of 9,62,200 Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In connection with above application for in-principle approval, we hereby confirm and certify that:

1. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018; Section 42, Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the company will comply with all legal and statutory formalities.
2. No statutory authority has restrained the company from issuing these proposed securities. Further none of the Proposed Allottees has been debarred from accessing the capital market or have been restrained by any regulatory authority from acquiring the aforesaid securities.
3. The Proposed Allottee(s) shall comply with the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and the amendments, thereof. (if applicable)
4. The equity shares to be issued shall rank pari-passu with the existing shares of the company in all respects including dividend.


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

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5. The current authorized capital is sufficient to accommodate the proposed preferential issue.
6. The proposed allottees have not sold any shares of the company during the six months period prior to the relevant date.
7. The allotment of equity shares will be made only in dematerialized form.
8. 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 from all the Stock Exchanges to be in compliance with Regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018.
9. Offers have been made only to such persons whose names are recorded by the Company prior to the invitation to subscribe as per the requirements of Section 42 of the Companies Act, 2013.
10. Total number of person to whom offer /invitation to subscribe to the securities has been made, including any previous offer/ invitation, is not more than 200 persons in aggregate in a financial year.
11. Allotment w.r.t invitation made earlier of the security offered under present issue or any other kind of security made earlier have been completed / withdrawn / abandoned.
12. "Neither the issuer nor any of its promoters or directors is a wilful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018";
13. 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.
14. 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.
15. 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: 31.08.2021

Place: Jalandhar


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


Manpreet Kaur

Company Secretary

Membership No.: A54656

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

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

Company Secretary

To,
Head – Listing
Metropolitan Stock Exchange of India Limited (MSEI)
4th Floor, Vibgyor Tower,
Plot No. C-62. Opp. Trident Hotel,
Bandra Kurla Complex, Bandra East,
Mumbai – 400098.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 9,62,200 Equity shares on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015.

We, GSA & Associates LLP, have verified the relevant records and documents of PHF Leasing Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. The pre-preferential shareholding of each of proposed allottees has been locked in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from 24 August 2021 (Relevant Date) till 30 May 2022 (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	BO ID	Qty	Lock-in details	
			From	To
Manthan Gupta	1206620000052769	1,80,000	27/08/2021	30/05/2022
Agile Finserv Private Limited	1206620000056782	5,90,000	27/08/2021	30/05/2022
	Total	7,70,000		

2. None of the proposed allottees has sold any equity shares of the company during the six months period preceding the relevant date till the date of commencement of Lock-in.
3. None of the proposed allottees belonging to promoters or the promoter group has sold any equity shares during the six months preceding the relevant date till relevant date. Further no person belonging to promoters or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations (not applicable as proposed allottees are does not belong to promoters or the promoter group)



4. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
5. None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018 (not applicable as proposed allottees are does not belong to promoters or the promoter group)

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

Note - 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.

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 V

Company Details	
Name of the Company	PHF LEASING LIMITED
Symbol	PHF
ISIN No.	INE405N01016
Face Value	Rs. 10/- (Rupees Ten Only)
Paid-up Capital (Pre Issue)	Rs. 2,98,78,000 divided into 29,87,800 equity shares of Rs. 10/- each
Paid-up Capital (Post Issue)	Rs. 3,95,50,000 divided into 39,50,000 equity shares of Rs. 10/- each
Authorized Share Capital	Rs. 4,50,00,000 divided into 45,00,000 equity shares of Rs. 10/- each

Issue Details	
Type of Instrument	Equity
Number of Securities	9,62,200
Minimum Issue Price	Rs. 20/-
Issue Price	Rs. 20/-
Relevant Date	August 24, 2021
Date of Board Meeting	August 13, 2021 & August 20, 2021
Date of Shareholders Meeting	September 23, 2021
Consideration (cash/ other than cash/conversion of loan)	Cash
Any other regulatory approval is required for the issue. If yes, provide details	N.A

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

Company Secretary

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Details of security proposed to be issued			
	Promoters	Non-promoters	Total
Equity (Nos.)	0	9,62,200	9,62,200
Warrants (Nos.)	0	0	0
Others (PCD/FCD, preference shares, etc) (Nos.)	0	0	0
In case of convertible instrument, period when the same can be exercised/ converted	N.A.	N.A.	N.A.

Allottee Details						
Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
Mr. KalyanaChakravarthy Pilla	Non-Promoter	AIJPK1722C	Self	2,50,000	Non QIB	6.33
Ms. NaliniRampilla	Non-Promoter	AMZPR3480L	Self	2,50,000	Non QIB	6.33
Mr. Rampilla Chaitanya	Non-Promoter	BDJPR8529J	Self	90,000	Non QIB	2.28
Ms. MaheshwariRampilla	Non-Promoter	COEPR9676F	Self	1,50,000	Non QIB	3.80
Mr. Manthan Gupta	Non-Promoter	CFHPG9244N	Self	74,000	Non QIB	6.43
Agile Finserv Private Limited	Non-Promoter	AABCM2167Q	Mr. Ashish Bhandari	1,48,200	Non QIB	18.69



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

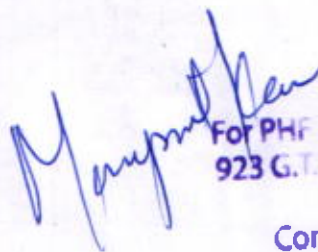
Company Secretary

Pre-preferential shareholding of the allottees						
Name of the Allottee	Pre-preferential shareholding (No. of shares)	Whether pre-preferential shareholding in physical/demat	Lock in Details		Pledge Details	
			Date From	Date To	No of shares	Name of institution
Mr. Manthan Gupta	1,80,000	Demat	27/08/2021	30/05/2022	N.A	N.A
Agile Finserv Private Limited	5,90,000	Demat	27/08/2021	30/05/2022	N.A	N.A
TOTAL	7,70,000					

*In cases where the pre-preferential shareholding of the Allottee(s) is in physical form, allotment to such Allottee(s) shall be made only if such pre-preferential shareholding is dematerialized before the allotment.

Shareholding pattern of the company pre and post proposed preferential issue

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)	0	0	0	0
Grand Total (A) + (B) + (C)	29,87,800	100.00	39,50,000	100.00


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

For further clarifications, the under-mentioned official may be contacted

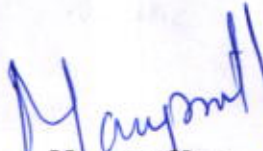
Contact Details	
Name	Mr. Vijay Kumar Sareen
Designation of Contact Person	Whole-time Director
Telephone Nos. (landline & mobile)	9814534365
Email – id	vksareen@phfleasing.com

Details of Fees paid

Processing Fees	Rs. 1,00,000/-
+ GST @ 18%	Rs. 18,000/-
Total	Rs. 1,18,000/-
(-) TDS	Rs. 10,000/-
Net Fees paid	Rs. 1,08,000/-

Date: 31.08.2021

Place: Jalandhar


For PHF Leasing Limited
923 G.T. Road, Jalandhar
Manpreet Kaur
Company Secretary
Membership No.: A54656
Company Secretary
Add :H. No. 5B Gurdev Nagar, Near New Grain Market,
Jalandhar-144008, Punjab, India

(Private and Confidential)

Valuation Report
Of
Equity share
Of
PHF Leasing Limited
CIN: L65110PB1992PLC012488

Prepared By:

Mr. Subodh Kumar
(IBBI Registered Valuer)
Reg. No. IBBI/RV/05/2019/11705

Contact Details

Office:

210, 2nd Floor Wadhwa Complex
Street No-10, Laxmi Nagar New Delhi - 110092
Ph: +91 9354214767
Email Id: rvkumarsubodh@gmail.com

Valuation Date: 31st March, 2021



Date: 12th August, 2021

To

The Board of Directors

M/s PHF Leasing Limited,

923, G.T. Road Jalandhar Punjab Pb 144001 IN

Dear Sir,

Subject :- Report on Valuation of Fair Value of Equity Shares/Convertible Securities.

M/s PHF Leasing Limited has requested me Subodh Kumar, Registered Valuer ('the valuer'), to offer Share Valuation of Equity Share of PHF Leasing Limited ('PHFLL' or 'the Company') for the purpose of proposed issuance of Equity Shares.

We understand that the objective for the exercise is to obtain an independent opinion on the share value of the equity shares of the Company as on the valuation date for the purpose of proposed issuance of Equity Shares.

Based on the information, material data made available to us, and working thereto, to best our knowledge and belief, the methodologies used, the Fair value of equity share of PHF Leasing Limited as on 31st March, 2021 ('Valuation Date') is Rs. 20.00/-per share. A detailed Share Valuation Report is annexed hereto.

Yours Sincerely,



SUBODH KUMAR
(Registered Valuer)

IBBI Regn- IBBI/RV/05/2019/11705

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1. Purpose of the Report:

I Subodh Kumar, having a place of business at 210, 2nd floor Wadhwa Complex, street No-10, Laxmi Nagar New Delhi-110092, Registered Valuer under the Companies Act, 2013 and having its IBBI Regn. No. IBBI/RV/05/2019/11705 (hereinafter referred to as (“Registered Valuer”) has been mandated by the Board of Directors on behalf of the Company, PHF Leasing Limited, a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 923, G.T. Road Jalandhar Punjab Pb 144001 IN (hereinafter referred to as “Public Limited Company”) for valuation of its Equity Shares for the purpose of proposed issuance of Equity Shares (herein after referred to as Proposed Investor) in accordance with the requirement of Section 42, 55 & 62(1)(c), 71 of the Companies Act, 2013 and for any other basis as required for determining the fair market price per share of the Companies Act, 2013 and in accordance with Regulation 165 of SEBI (ICDR) Regulations.

The scope of services is to conduct the valuation of Equity Shares to determine the fair value in accordance with internationally accepted valuation standards/ICMAI Valuation Standards for the limited purpose of compliance under the Companies Act, 2013 and SEBI (ICDR) Regulations and may not be used for any other purpose. Even though the Fair value proposed here is said to be true and fair as per underlying guidelines of valuation but the valuation done here is not in accordance with rule 11UA of Income tax rules and it may be relied upon in any such Income tax matters with required modification as per said rules.

Based on the Discussion with the management, we have considered the valuation cut- off date as closure of business hours of 31st March, 2021.

2. Scope of the Report:

Our scope of services under this letter is restricted to the services specified in scope of work as above and does not cover any other services including, illustratively, the following:

- Legal advice, opinion and representation in any form;
- Accounting and taxation matters, opinion and representation in any form;
- Any other certification services. Reliance would be placed on the information that may be provided by the Company. We will not independently verify the accuracy of data provided to us for review.

The valuation in the present case involves valuation of Equity Share of the Company is not envisaged pursuant to the Scheme. Therefore, this valuation is performed on a limited scope basis.



3. Company Background information:

M/s PHF Leasing Limited, ("PHFLL" / "Company"), was incorporated on 20th July, 1992 as a Public Limited Company vide registration No. 012488. PHFLL's registered address is situated at 923, G.T. Road Jalandhar Punjab Pb 144001 IN. PHF Leasing Limited is a Non-govt company and further PHF Leasing Limited is classified as a company limited by shares. PHFLL is incorporated and registered under its relevant statute by the Registrar of Companies (i.e. ROC), ROC-Chandigarh. The Equity Shares of the Company are listed on Metropolitan Stock Exchange of India.

PHF Leasing Ltd. founded in 1992, is a pioneer in providing loans and financing of vehicles to customers. Company is primarily engaged in financing of all types of Vehicles, Moveable assets, Commercial Vehicles, Two Wheelers and Three Wheelers which are either generating income or has economic value to the customer in India. It is also engaged in mortgage loans (LAP). Company classifies its customers as 'Borrowers'. Company's core business is investing in hypothecations of Commercial Vehicles, Two Wheelers & Three Wheelers which have profitable worth and financing / providing loans and certain other basic financial services to its progressive poor and other Borrowers. Our Borrowers are predominantly located in rural areas in India and Company makes available loans and finance to them mainly for use for the personal consumption, businesses or for other income generating activities.

4. Capital structure:

The authorised share capital of PHFLL as on 31.03.2021 is 45,00,000 equity shares of Rs. 10/- each aggregating to Rs. 4,50,00,000 and subscribed and paid-up share capital as on date is Rs. 2,98,78,000.



5. Sources of Information:

For the purpose of arriving at the Valuation, we have essentially relied on the information provided to us by the Management which we believe to be reliable and our conclusions are dependent on such information being complete and accurate in all material respect.

In particular, we were provided with the following information by the management for the purpose of our value analysis:

1. Memorandum and Articles of Association of the Company.
2. Certified True Copy of Audited financial Statement with auditors Responsibility Statement and Notes to Accounts for the period ended March 31, 2021, 2020 and 2019.
3. Management Certified Projections for the 4 years from April 01, 2021 to March 31, 2025 with assumption sheet.
4. Brief Profile of the Company.

In addition to the above, we have also obtained explanations and other information as considered necessary by us for our exercise from the management of Company.

6. Valuation Methods:

Commonly used valuation methodologies are as follows:

- a) Net Asset Value Method
- b) Discounted Cash Flow Method
- c) Market Price Method
- d) Comparable Company Multiples (CCM) Method

Deriving a value is influenced by the following factors:

- The objective or purpose of valuation
- The industry and business of the entities involved
- The commercial viability of the most appropriate method/s
- The unique facts of the case as relating to the entities involved
- The compliance of regulatory framework for the purpose of valuation
- Management decision on desired capital
- Dividend paying capacity



Each method proceeds on different fundamental assumptions which have a greater or lesser relevance and at times no relevance, to a given situation. Thus, the methods to be adopted for a particular valuation exercise must be judiciously chosen.

A. Net Asset Value (NAV) Method:

Valuation of shares on asset basis attempts to measure the value of net assets of a Company against each share. This method is simply value based upon the accounting books of the business. Under this method, the value of the company is considered in terms of the net assets of the company. In this method, we consider all the assets of the company at their respective historical costs. All the assets, tangibles and intangibles, as shown in the Balance Sheet are taken at book value. The explicit as well as off Balance Sheet items are also taken into consideration. From the amount of value of total assets of the company, the value of total liabilities, if any, are deducted to arrive at Net Assets of the Company. In other way round, the aggregate of Equity Shareholder's Fund (i.e. the aggregate of Share Capital and Reserves) of the company gives the Value of Business. The value obtained is then adjusted for Goodwill, if any.

In other words, the genesis of the method of valuation lies in the total assets that the Company owns. The values of intangibles are excluded. Loan funds are deducted. The diminution, if any, in the value of assets, not reflected in the accounts is deducted. Contingent liabilities, to the extent, that they impair the net worth of the Company, are also deducted. The resultant figure represents the net worth of the Company on the given day.

B. Discounted Cash Flow (DCF) Method:

The DCF Method is a good tool for valuation since it focuses on the company's ability to generate cash, which is actually what is important in the long run, both for the investors and for the existence of the company itself. Another reason is that the Discounted Cash Flow model is widely used in practice in different adjusted forms. This model allows one to adjust it to the characteristics that are applicable to the company one is analyzing. The model is applied for analyzing a company on the basis of its historical performances and the performance forecasted on which one applies the continuing (perpetuity) formula.



This valuation method based on free cash flow is considered a strong tool because it concentrates on cash generation potential of a business. This valuation method uses the future free cash flow of the company (after meeting all the liabilities) discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by Beta.

The objective of the organization is to create wealth using existing and future resources. To create wealth, present value of future cash inflows must exceed the present value of future cash outflows. The present value of net inflows over the period gives valuation of the organization and after deducting liabilities if any, the valuation attributable to the shareholders can be obtained.

In this method, the following factors are used:

- Determination of total inflow and outflow of funds i.e. future maintainable free cash flows, capital expenditure to be incurred and change in net working capital
- Ascertaining the discount factor and taking into account the beta of the company
- Determining the enterprise value by summation of present value of cash flows and perpetuity value and making necessary adjustments
- Determining the corresponding value of equity share by dividing the enterprise value from outstanding number of equity shares

Under this method cost of operations and returns from the project for a considerable period in future should be estimated. This method requires data regarding cash flow from the business. This implies that cost of operations and returns from the project for a considerable period in future should be estimated.

C. Market Price Method:

The market price of equity share quoted on a stock exchange is normally considered as the value of equity share of the Company, if such shares are frequently traded subject to speculative support that may be inbuilt in the value of such shares. The market price also reflects the investors' view of the ability of the management to deliver a return on the capital it is using.

D. Comparable Company Multiples (CCM) Method:

Under CCM Method, value of equity shares of a company/business undertaking is arrived at using multiple derived from valuation of comparable companies as manifest through stock exchange val



uation of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to the valuation. Relevant multiples need to be chosen carefully and adjusted for difference between the circumstances.

7. Procedure adopted and valuation method(s) followed for the assignment:

A. Approach Considered in our Value Analysis:

(I) General Principle for Valuation:

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

(II) Selection of Valuation Methodology:

The objective of the valuation process is to make a best reasonable judgment of the value of the shares of the Company. There are several commonly used and accepted methods for determining the value of equity shares of a Company as described above., which has been considered in the present case, to the extent relevant and applicable, including:

a. Net Asset Value (NAV) Method:

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on book value basis or realizable value basis or on replacement cost basis. The net asset value ignores the future returns the asset can produce and is calculated using historical accounting data. This valuation approach is mainly used in the case where the assets base dominates earnings capability. Thus, in the present case we have used NAV Method for the valuation.

b. Discounted Cash Flow (DCF) Method:

In general, the DCF method is strong and widely accepted valuation tools, as it concentrates on cash generation potential of business considering that this method is based on future potential and widely



accepted. Thus, in present case we have considered DCF Method for evaluation of equity Share of PHF Leasing Limited.

c. Market Price Method :

Equity Shares of the company are not traded on any stock exchanges and therefore, Market Price Method is not relevant for the present valuation exercise. Hence, we have not considered this method for the valuation.

d. Comparable Company Multiples (CCM) Method:

We have not found any listed peers which can be compared with other company for considering its projected business model in coming few years due to nature of business, geographical differences and comparable size of the business at valuation date. Therefore, this method is not suitable in the present case and accordingly we have not considered this method for our valuation exercise.

B. Basis for arriving at Fair Value of Equity Shares:

Based on the discussions in the preceding paragraphs w.r.t valuation methodologies as well as regulatory requirements, we have considered Weighted Average of NAV Method and DCF Method for the evaluation of Equity Shares of the company considering it as most appropriate method in the present case.

8. Valuation:

A. NAV Method:

The Net Asset Value per Equity Share of PHF Leasing Limited based on audited financial statements for the year ended March 31, 2021 is as follows:

Particulars	Amount
Net Asset Value (Rs. In Cr)	5.02
Number of Equity Shares as on Dec 31, 2020	2987800
Net Asset Value per Share (In Rs.)	16.80



B. DCF Method:

The value per Share of PHF Leasing Limited as per Discounted Cash Flow Method is as under (Detailed workings are attached as Annexure A to this report):

PARTICULARS	AMOUNT (INR Crore) except Number of Shares Outstanding
Present Value of Free Cash Flows	₹2.03
Add: Terminal Value	₹87.37
Add: Cash & Non-Current Investment	₹2.17
Total Present Value of Free Cash Flows	₹91.57
Less: Debt	19.58
Number of Shares Outstanding as on date of Valuation	2987800
Per Share Price	24.09

C. Final Valuation of equity shares:

We have formed an opinion on the Fair Value of Equity Shares of PHF Leasing Limited, based on the information provided by the Management of PHF Leasing Limited. We are of the opinion that as on March 31, 2021 the fair value of one Share of PHF Leasing Limited is:

Fair Valuation			
A Methods	B Weight	C Value (Per Share)	D=B*C Products
NAV Method	1	₹16.80	16.80
DCF Method	1	₹24.09	24.09
Fair Valuation			₹20.45
Rounded Off Price			₹20.00

9. Disclaimer/Limitations on the Valuation of Equity Shares:

Our report is subject to the scope of limitations detailed hereinafter. As such the report is to be read in totality and not in parts. This report has been prepared solely for the purpose set out in this report and should not be made available to any other person, distributed, published or reproduced (in part or otherwise) in any other document whatsoever, without our written consent save and except for the limited purpose of this report.



Our study did not include the following:-

Any audit of the financial statements supplied by management and available at MCA site.

Carrying out a market survey / technical and financial feasibility for the Business.

Financial and Legal due diligence.

Any other assurance advisory services in connection with the cash flow and valuation.

Our valuation is based on the premise that the information provided to us being complete and accurate in all material aspect.

Our value analysis is based on the information made available to us by the management of the Company and the information obtained by us from public domain as mentioned in the report. Any subsequent changes/modifications/revisions (either positive or negative) to the financial parameters and other information provided to us, may alter the result of value analysis set out in this report, positively or negatively.

Our work did not constitute an audit in accordance with Indian GAAP/ International Financial Reporting Standards and all other applicable accounting practices and procedures and examination/review of internal controls or other attestation or review services. Accordingly, we do not express an opinion on the information presented.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us by the management and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We have reviewed the information made available to us for overall consistency and have not carried out any detailed tests in the nature of audit to establish the accuracy of such statements and information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by management of the Company.

We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above. We have not made any independent verification of the physical assets and accept no responsibility for the same.



It should be noted that for the purpose of determining Fair Value of Equity Shares of the company as on Valuation date, we have not considered the impact of any events on the valuation of equity share which have occurred post the date of the valuation except mentioned in this report.

Our scope of work does not include verification of data submitted by the management and has been relied upon by us as such.

We understand that the management during our discussions with them, would have drawn our attention to all such information and matters, which may have had an impact on our valuation. In this report we have included all such information and matters as was received by us from the management.

This valuation report should not be regarded as a recommendation to invest in or deal in any form of securities of the Company and should also not be considered as its final equity value.

The Management or related parties of the company, its Shareholders and its subsidiaries/ associates/ group companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

We will receive a fee for our services in connection with the delivery of this Valuation Report from the company and our fee is not contingent upon the result of proposed transaction and suitability of valuation to the company and other stakeholders.

This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified as above, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.

In no event, will valuer and its employees, be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this engagement.



SUBODH KUMAR

(Registered Valuer)

IBBI Regn- IBBI/RV/05/2019/11705

Annexure - A

Valuation of Shares		
PHF Leasing Limited		
Valuation as on March 31, 2021		
Net Asset Value Method		
<i>Based on Management certified audited Financials as on March 31, 2021</i>		
Particulars	Amount in INR	
Non Current Assets: Fixed Assets	14,00,000.00	
Non Current Investment	-	
Investment in SLR securities	45,00,000.00	
Deffered Tax Asset	13,85,740.98	
Loan and Advances	20,44,50,000.00	
Right of Use Asset (ROU)	94,00,000.00	
Total of Non Current Assets		22,11,35,740.98
Current Assets		
Cash and its Equivalents	2,17,14,259.02	
Loans	6,81,50,000.00	
Investments		
Other Financial Assets	2,97,00,000.00	
Total Current Assets		11,95,64,259.02
Total Assets		34,07,00,000
Less:-		
Liabilities		
Non Current Liabilities		26,22,00,000.00
Current Liabilities		2,83,00,000.00
Total Liabilities		29,05,00,000.00
Net Assets		5,02,00,000.00
Shareholders Funds		
Equity Share Capital	2,99,00,000.00	
Reserves and Surplus	2,03,00,000.00	
Net Shareholders Funds		5,02,00,000.00
Net Assets valur attributable to Equity Shareholders		5,02,00,000.00
Less Contingent Liabilities (Default Int)		-
Adjusted Net Assets Value		5,02,00,000.00
Diluted No. of Equity shares (Face Value of Rs. 10 each) as on		29,87,800.00
Net Asset Value Per Ordinary Share		16.80



Discounted Cash Flow Analysis - PHF LEASING LIMITED						
WACC :			9.92%			
GROWTH RATE :			2.00%	Amount In INR Crore		
	FY	2022 (12 M)	2023	2024	2025	Terminal
	PARTICULARS					
Turnover		13.16	23.65	37.00	56.95	
	Growth rate %		79.72%	56.44%	53.91%	
PBT		3.78	5.02	8.06	13.90	
Less : Direct Taxes Paid		0.98	1.29	2.07	3.55	
PAT		2.81	3.73	5.98	10.36	
	PAT Margin%	21.32%	15.75%	16.17%	18.19%	
Add : Depreciation and Amortization		0.17	0.35	0.60	0.89	
Less : Capital Expenditure		0.92	(0.08)	(0.08)	(0.08)	
Less: Change in Non Cash Working Capital		8.29	5.06	2.73	3.32	
Free Cash Flows		-6.23	-0.91	3.93	8.01	127.53
Discounting Factor		0.91	0.83	0.75	0.69	0.69
Present value of Cash flow		(5.67)	(0.75)	2.96	5.49	87.37
Cumulative present value of Cash Flows from Operations		89.39				
Add: Cash & Non Current Investments as on March 31, 2021		2.17				
Enterprise Value		91.56				
Less: Debt as on March 31, 2021		19.58				
Equity Value		71.98				
No. of Shares as on 31.03.2021 (As represented by Management)		29,87,800				
Value per Equity Share (INR)		24.09				

Risk free rate (Rf)	6.18%
Sensex as on	
2010	20,509.09
2021	52,482.71
Number of years	11
Market rate of return - ER(m)	8.92%
Industry Beta	1.00
Add: Additional Risk Premium (unsystematic risk)	1.00%
Cost of Equity (Ke)	9.92%



Fair Valuation			
A	B	C	D=B*C
Methods	Weight	Value (Per Share)	Products
NAV Method	1	₹16.80	16.80
DCF Method	1	₹24.09	24.09
Fair Valuation			₹20.45
Rounded Off Price			₹20.00





Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2021-22/CA-442516.001

August 30, 2021

The Company Secretary,
Phf Leasing Limited
923, G.T. Road
Jalandhar
Jalandhar, Punjab,
India - 144001

Dear Sir,

Sub:- Lock-In Of Securities

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at Central Depository Services (India) Limited. The details of the same are as follows:

ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities	Lock in Upto Date
Credit ISIN INE405N01016	Phf Leasing Limited- Equity Shares	27-Aug-2021	2	770000	30-May-2022
Debit ISIN INE405N01016	Phf Leasing Limited- Equity Shares	27-Aug-2021	2	770000	-

Thanking you,

Yours faithfully,
For Central Depository Services (India) Limited

Vinifer T Kodia
Asst. Vice President- Operations

c.c Skyline Financial Services Private Limited

For PHF Leasing Limited
923 G.T. Road, Jalandhar
Company Secretary
Digitally signed by VINIFER TEHMTON KODIA
Date: 2021.08.30 11:23:47 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com



MAX GROWTH CAPITAL PRIVATE LIMITED (12066200)
 DP Of Central Depository Services (I) Limited
 15, BSF COLONY MARKET, OPP. HMV COLLEGE, G.T. ROAD, JALANDHAR, PUNJAB
 Phone: 0181-5045031, 0181-5045032
 Email: dp@maxgrowthcap.com, info@maxgrowthcap.com
 CIN: U93000CH2009PTC032256
 Compliance Name:
 Compliance Ph:
 Compliance Email:
 sebi regno:



Transaction Statement

To, **DP ID :** 12066200 **Client ID :** 00056782
AGILE FINSERV PRIVATE LIMITED
MAND COMPLEX KAPURTHALA CHOWK

BLANK AND SIGNED DELIVERY INSTRUCTION
SLIPS SHOULD NOT BE LEFT WITH
YOUR DP/BROKERS

JALANDHAR-144001

Account Status : Active **Bo Status :** Regular BO
Forzen Status : Not Frozen **Bo Substatus :** Domestic
BSDA Flag : N **Rgess Flag :** N

STATEMENT OF ACCOUNT AS ON: 31-08-2021
 FOR THE PERIOD FROM: 01-04-2010 To 31-08-2021

INE405N01018 PHF LEASING - EQ

Date	Transaction Particulars	Settlement Id	Counter Settlement Id	Credit	Debit	Current Balance
	Opening Balance					0.000
1-04-2019	OF-CR TD:520167 TX:941366 1206620000035937			7500.000		7500.000
1-04-2019	OF-CR TD:520168 TX:941367 1206620000052695			7500.000		15000.000
17-02-2020	OF-CR TD:245660 TX:235867 1206620000035937			200000.000		215000.000
17-02-2020	OF-CR TD:245659 TX:235866 1206620000052695			375000.000		590000.000
27-08-2021	CA-Lock-In of Securities 00442516 0000000000000002 CREDIT	2021162	19216735	590000.000		1180000.000
27-08-2021	CA-Lock-In of Securities 00442516 0000000000000002 DEBIT	2021162	19216735		590000.000	590000.000
	Closing Balance					590000.00

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



MAX GROWTH CAPITAL PRIVATE LIMITED [12066200]
OP Of Central Depository Services (I) Limited
15, BSF COLONY MARKET OPP. HIMY COLLEGE, G.T. ROAD JALANDHAR, PUNJAB
Phone : 0181-5035001/0181-5045552
Email : dp@maxgrowth.com, info@maxgrowth.com
CIN : U91000-PB-2007-0000001
Company Name :
Company No :
Company Email :
DP ID : 12066200



Transaction Statement

To, DP ID : 12066200 Client ID : 00052769

MANTHAN GUPTA
HNO.76 GREEN PARK
JALANDHAR -I

JALANDHAR-144001

**BLANK AND SIGNED DELIVERY INSTRUCTION
SLIPS SHOULD NOT BE LEFT WITH
YOUR DP/BROKERS**

Account Status : Active

Bo Status : Regular BO

Forzen Status : Not Frozen

Bo Substatus : Individual- Resident Negative No

BSDA Flag : 0

Rgess Flag : N

STATEMENT OF ACCOUNT AS ON: 31-08-2021
FOR THE PERIOD FROM: 01-04-2010 To31-08-2021

INE405N01016 PHF LEASING - EQ

Date	Transaction Particulars	Settlement Id	Counter Settlement Id	Credit	Debit	Current Balance
	Opening Balance					0.000
1-09-2020	OF-CR TD:445444 TX:964896 1206620000035937			150000.000		150000.000
16-09-2020	OF-CR TD:559044 TX:440630 1206620000035994			30000.000		180000.000
27-08-2021	CA-Lock-In of Securities 00442516 0000000000000001 CREDIT	2021162	19216730	180000.000		360000.000
27-08-2021	CA-Lock-In of Securities 00442516 0000000000000001 DEBIT	2021162	19216730		180000.000	180000.000
	Closing Balance					180000.00

1. In case of any discrepancy, the same must be reported within 15 days.
2. An interest @ 2% per month will be charged for late payment of dues.
3. Blank and Signed Delivery Instruction slips should not be left with your dp/brokers


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

Securities and Exchange Board of India
Welcome: Gurvinder Kaur, Admin. Officer, PHF Leasing Ltd

SCORES

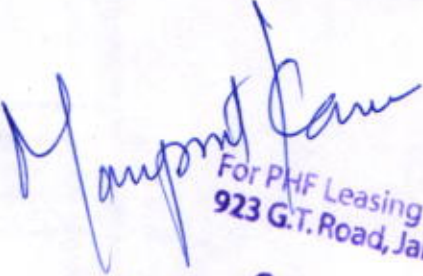
[Complaint](#) [Search](#) [Change Password](#) [View Login Usage](#) [Edit Profile](#) [User Manual](#) [Logout](#)

Last Successful Login on :
 Last Unsuccessful Login on :

Complaints Status as on: 30/08/2021

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	-

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

List of Proposed Allottee

Sr.No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	No. of securities to be allotted	Allottee is *QIB/ Non QIB	Pre-preferential shareholding (No. of shares)	Whether pre-preferential shareholding in physical/ demat	Lockin Details		PLEDGE DETAILS	
								FROM	TO	FROM	TO
1	Mr. Kalyana Chakravarthy Pilla	Non-Promoter	AJPK1722C	2,50,000	Non QIB	0	N.A.	N.A.	N.A.	N.A.	N.A.
2	Ms. Nalini Rampilla	Non-Promoter	AMZPR3480L	2,50,000	Non QIB	0	N.A.	N.A.	N.A.	N.A.	N.A.
3	Mr. Rampilla Chaitanya	Non-Promoter	BDJPR8529J	90,000	Non QIB	0	N.A.	N.A.	N.A.	N.A.	N.A.
4	Ms. Maheehwari Rampilla	Non-Promoter	COEPR9676F	1,50,000	Non QIB	0	N.A.	N.A.	N.A.	N.A.	N.A.
5	Mr. Manthan Gupta	Non-Promoter	CFHPC9244N	74,000	Non QIB	1,80,000	Demat	27-08-21	30-05-22	N.A.	N.A.
6	Agile Finserv Private Limited	Non-Promoter	AABCM2167Q	1,48,200	Non QIB	5,90,000	Demat	27-08-21	30-05-22	N.A.	N.A.

TOTAL	7,70,000
-------	----------

MANAGING DIRECTOR / COMPANY SECRETARY / AUTHORIZED SIGNATORY

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

Company Secretary

PHF - A Leading Group of Financiers