



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PHF LEASING LIMITED (THE COMPANY) WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 04:00 P.M. AT HOTEL KINGS, G.T ROAD, JALANDHAR TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the financial year ended on March 31, 2019, including the Audited Balance Sheet as on March 31, 2019 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Chandan Chugh (holding DIN: 01519390), who pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, Ms. Gurpreet Kaur, Chartered Accountant, (Membership No. 546668) be and is hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy due to the resignation Ms. Bindu Sharma, Chartered Accountant and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company at a remuneration to be mutually decided by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of earlier resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter called the "Board") which term shall be deemed to include any committee thereof, which the Board may hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or person(s) to mortgage and/or charge any of its movable and/or



immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of the undertaking(s) and to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and in such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings of the Company in favour of any bank(s) or body/bodies corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 500Crore (Rupees Five Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari-passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may deemed necessary or expedient, to give effect to this resolution and to file necessary e-forms/returns with the Concerned Authorities and to do all such other acts which are necessary to give effect to the above resolution."

5. To consider and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT in supersession of earlier resolutions and pursuant to the provisions of Section 180(1) (c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of Company be and is hereby accorded to authorize the Board of Directors to borrow moneys in excess of the aggregate of the paid up capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from the temporary loans obtained/to be obtained from the Company's Banker in the ordinary course of business, shall not be in excess of Rs. 500 Crore (Rupees Five Hundred Crore) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may deemed necessary or expedient, to give effect to this resolution and to file necessary e-forms/returns with the Concerned Authorities and to do all such other acts which are necessary to give effect to the above resolution."

**By Order of the Board
For PHF Leasing Limited**

Davinder Kaur

Company Secretary

CIN: L65110PB1992PLC012488

Regd. & Corp. Office: 923, G.T. Road, Jalandhar, Punjab -144001,

Ph: 0181-4639903-06; **Website:** www.phfleasing.com

Email: phf_leasingltd@yahoo.co.in

Place: Jalandhar

Date: September 03, 2019



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.**
2. Change in Member's address, if any may please be intimated to the Company.
3. All relevant documents with regard to the above business will be available for inspection during business hours on all working days at the registered office of the Company
4. Explanatory statement pursuant to Sec 102 of the Companies Act, 2013 is enclosed.
5. Members are requested to bring copies of Annual Report at the meeting.
6. Shareholders desiring any information as regards the Accounts are requested to write to the company at least seven working days prior to meeting so as to enable the management to keep the information ready.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive).
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Ltd.
9. SEBI in its press release dated December 03, 2018 has restricted the transfer of securities of listed companies held in physical form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to get their shares held in physical form converted into dematerialized form.
10. The Board of Directors have appointed Mr. Mahesh Kumar, Practicing Company Secretary (Membership No. ACS 38766), Jalandhar as the Scrutinizer and Ms. Harshita Aggarwal Practicing Company Secretary (Membership No. ACS 55717), Jalandhar as the Additional Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
11. **Voting through electronic means**
 - a) The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating remote e-voting.

- b) The voting period begins on Tuesday, September 24, 2019 (9:00 Hours IST) and ends on Thursday, September 26, 2019 (17:00 Hours IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2019 may cast their vote electronically or at the AGM through Polling Papers. Thereafter remote e-voting module shall be disabled by NSDL.
 - c) The Members should log on to the e-voting website <https://www.evoting.nsdl.com/>
 - d) Click on Shareholders/Members tab.
 - e) Enter your User ID. For CDSL: 16 digits beneficiary ID and for NSDL: 8 Character DP ID followed by 8 Digits Client ID and for Members holding shares in Physical Form should enter Folio Number registered with the Company. Thereafter, enter the Image Verification as displayed and click on Login.
 - f) If you are holding shares in demat form and voted on an earlier voting of any company, then your existing password is to be used.
 - g) 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. The procedure to retrieve your 'initial password' is as follows:
 - a) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 - i. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - iii. Now, you will have to click on "Login" button.
 - iv. After you click on the "Login" button, Home page of e-Voting will open.
 - v. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - vi. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - vii. Select "EVEN" of the Company.
 - viii. Now you are ready for e-Voting as the Voting page opens.
 - ix. 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.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
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- xii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - xiii. General Guidelines for shareholders (Non - Individual Shareholders and Custodians)
 - 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 at csmaheshbhardwaj@gmail.com to 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.
 - xiv. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at Downloads sections of www.evoting.nsdl.com. You may also contact Ms. Davinder Kaur, Company Secretary to address the grievances connected with remote e-voting at Corporate Office, Tel. No. 0181-4639903-06, Email id- secretarial.phfleasing@gmail.com.
 - xv. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 20, 2019 being cut-off date.
 - xvi. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2019, may obtain the login ID and password by sending a request at <https://www.evoting.nsdl.com> or www.secretarial.phfleasing@gmail.com.
 - xvii. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - xviii. At the end of discussion on the resolutions on which voting is to be held, the Chairman shall allow voting with the assistance of scrutinizer, by use of polling paper or by using electronicsystem for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xix. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and the Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or any director or any person appointed by the Chairman of the Company.
 - xx. The Results declared along with the report of the Scrutinizer shall be hosted on the Company's website at www.phfleasing.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result and will also be communicated to the Metropolitan Stock Exchange of India Limited (MSEI).
 - 12. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail Id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
 - 13. Electronic copy of the Annual Report and Notice of the 27th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
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14. The Notice of the AGM and Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at www.phfleasing.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
15. Members, Proxies and Authorised Representatives are requested to bring to the venue of the 27th AGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours, except on holidays, up to and including the date of the AGM of the Company
17. As required by Regulation 36(3) of the Listing Regulations, the particulars of Directors who are proposed to be appointed are given below:

Agenda Item No	2	
Name	ChandanChugh	
Age	38 Years	
Qualifications	Graduate in Hotel Management	
Brief profile including expertise	Expertise in Management, Administration, Educational & Social Work Mr. ChandanChugh, is Promoter and Non -Executive Director of the Board of the Company since 20/09/2000. He is graduate in Hotel Management. He is the Managing Director of PHF Finance Limited . He is having more than 18 years of experience in the NBFC industry and having wide knowledge of all aspects of NBFC business.	
Directorships in other listed companies in India	N.A	
Committee memberships	He is member of Risk Management Committee and Investors/Stakeholders grievance Redressal Committee of PHF Leasing Limited.	
Relationship with other Directors and KMP	Name and Category	Relationship with the Director /KMP
	Mr. Shiv DyalChugh – Managing Director	Son
	Mr.RohinChugh – Director	Brother
Shareholding in PHF Leasing Limited	Holding 0.67% Equity Shares in the company.	
Attendance in the meetings in the last financial year	Disclosed in the Board's Report.	



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3: Object and Purpose:

Ms. Bindu Sharma, Chartered Accountant, was appointed as the Statutory Auditor of the company in the 26th Annual General Meeting of the Company to hold the office to until the conclusion of 31st Annual General Meeting of the Company but due to Relocation of Ms. Sharma abroad, she has resigned for the post of the Statutory Auditor of the company on June 29, 2019.

Therefore in compliance of the Act and to fulfill the casual vacancy occurred due to the resignation of Ms. Bindu Sharma, the Company in its Board Meeting held on 02/08/2019 has appointed Ms. Gurpreet Kaur, Chartered Accountant (M No. 546668), Jalandhar as the Statutory Auditor of the Company, to hold the office upto the ensuing Annual General Meeting.

As per the Act, the company has to take prior approval from the members of the company for appointment of the Statutory Auditor and the approval of the members is being sought by way of an Ordinary resolution pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, to appoint the Statutory Auditor of the company.

The Directors commend this Ordinary Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel, Promoters of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 3.

Item No-4 & 5: Object and Purpose

The Company is a Non-Banking Finance Company (Category-A) registered with the Reserve Bank of India (RBI) and is engaged in the business of General and Auto finance. The Company has huge growth opportunities and needs additional funds to fulfill expansion requirements. Such funds may be acquired by securing assets of the company in favour of lenders. The borrowing of additional funds may also exceed the limits prescribed under section 180(1)(c) of the Companies Act, 2013

For this purpose company is required to obtain approval from the members through Special Resolution under section 180(1)(a) of Companies Act, 2013 for securing the assets and borrow moneys in excess of ceiling prescribed the company also requires additional funds which may cross the ceiling limits prescribed under section 180(1)(c).



Accordingly the said resolutions have been proposed for higher limits uptoRs. 500Crores/- (Rupee Five HundredCrores Only) seeking approval of the members under Section 180(1)(a) and 180(1)(c) of the Companies Act 2013, authorizing the Board of Directors for Mortgaging and/or charging the properties of the companies and to borrow additional that may cross the ceiling limits prescribed under section 180uptoRs. 500.00 Crores.

The Directors commend this Special Resolution at Item No. 5 and 6 of the accompanying Notice, for the approval of the Members of the Company.

None of the Promoter, Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 4 and 5.



**FORM NO.MGT-11
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014)

CIN	L65110PB1992PLC012488
Name of Company	PHF LEASING LIMITED
Registered Office	923, G.T. Road, Jalandhar-144001

Name of Shareholder	
Registered address	
E-mail ID	
Folio No./	
DP ID/Client ID	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint:

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of PHF LEASING LIMITED, to be held on Friday, September 27, 2019 at 04:00 P.M Hotel Kings, G.T. Road, Jalandhar-144001 and at any adjournment thereof in respect of such resolutions as are indicated below:
Resolution Nos.

- 1 4
- 2 5
- 3

Signed this day of 2019

Signature of shareholder:
Signature of Proxy holder(s):



Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2. For resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

**ATTENDANCE SLIP**

CIN	L65110PB1992PLC012488
Name of Company	PHF LEASING LIMITED
Registered Office	923, G.T. Road, Jalandhar-144001

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

Name & Address of Shareholder (in Block letters)	
Regd. Folio No.	
DP. ID/Client ID	
No. of Shares held	

I, hereby record my presence at 27th Annual General Meeting of PHF LEASING LIMITED held on Friday, September 27, 2019 at 04:00 P.M at Hotel Kings G.T. Road, Jalandhar-144001.

(Signatures of the Member/Proxy)
