



**MAHESH KUMAR AND ASSOCIATES
COMPANY SECRETARIES**

B.Com., LL.B (Hons.), LL.M, ACS

Address: 67, Tower Enclave Phase-2, Jalandhar-144001

Mobile: 94653-76477; E-mail: csmaheshbhardwaj@gmail.com

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

*[Pursuant to sections 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Amendment Rules, 2014]*

To,
The Chairman
PHF LEASING LIMITED
CIN: L65110PB1992PLC012488
923, G.T Road, Jalandhar-144001

Sub: Scrutinizer's Report on Remote E-Voting & Vote by Poll Conducted for the Annual General Meeting (AGM) of the Shareholders of 'PHF LEASING LIMITED' held on Friday, September 27, 2019 AT 04:00 P.M at Hotel Kings, G.T Road, Jalandhar.

Dear Sir,

I, Mahesh Kumar, Practicing Company Secretary (CP No. 15752) was appointed as the Scrutinizer by the Board of Directors of 'PHF LEASING LIMITED' ('the Company') for the purpose of scrutinizing e-voting process (remote e-voting) and voting by Poll at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolution proposed at the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, September 27, 2019 AT 04:00 P.M. at Hotel Kings, G.T Road, Jalandhar City, Punjab-144001, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of Poll by the shareholders on the resolutions proposed in the Notice of Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and voting by Polls at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited(<https://www.evoting.nsdl.com>) and the report generated electronically for voting by Polls at the meeting.





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2. The advertisement as stipulated under section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and (Amendment Rules 2015), were published in 'ROZANA MEHNAT' (Punjabi) on 04th September, 2019 and 'YUGMARG' (English) on 04th September, 2019.
3. In accordance with the Notice of Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 as amended from time to time on September 04, 2019 the remote e-voting commences on Tuesday, September 24, 2019 (9:00 A.M. IST) and ends on Thursday, September 26, 2019 (5:00 P.M. IST).
4. The Equity Shareholders holding shares as on September 20, 2019 "cut-off date" were entitled to vote on the resolution stated in the Notice of Annual General Meeting of the Company.
5. After declaration of voting by use of poll by the Chairman at the meeting, polling boxes were locked and kept for voting duly marked by identification mark placed on them. The polling boxes subsequently on close of voting hours, were opened in the presence of two witnesses viz. MR. ANUJ MAKOL & MRS. NEHA VASHISHT, who are not the employees of the Company, and Ballot Papers received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents (R&TA) of the Company and authorizations/ proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e; on remote e-voting as well as by use of Poll. As per the information given by the Company the shareholders who had voted through e-voting facility were not allowed to vote again through Poll and ballot papers serially numbered were issued only to those members who were present at the Annual General Meeting and who had not voted through remote e-voting.
6. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. The votes on remote e-voting were unblocked at around 06:10 P.M., after conclusion of voting at the AGM in the presence of two witnesses viz. MR. ANUJ MAKOL & MRS. NEHA VASHISHT, who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) and the same are being handed over to the Chairman.





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8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS:

- a) **Ordinary Resolution No 1 - Adoption of Audited Financial Statements together with the reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2019**

- (i) Voted in favour of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	53	2399280	89.69%
Voting by Poll	147	275700	10.31%
Total	200	2674980	100.00%

- (ii) Voted against the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

- (iii) Invalid Votes:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM dated September 27, 2019 has been passed with a total of **2674980** valid assenting votes.





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b) Ordinary Resolution No 2 - Appointment of Director in place of Mr. Chandan Chugh, who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	53	2399280	89.69%
Voting by Poll	147	275700	10.31%
Total	200	2674980	100.00%

(ii) Voted against the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

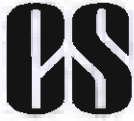
Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM dated September 27, 2019 has been passed with a total of 2674980 valid assenting votes.

SPECIAL BUSINESS:

c) Ordinary Resolution No 3 - Appointment of Ms. Gurpreet Kaur, Chartered Accountant, as Statutory Auditor of the Company and fixing her remuneration.





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(i) Voted in favour of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	53	2399280	89.69%
Voting by Poll	147	275700	10.31%
Total	200	2674980	100.00%

(ii) Voted against the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM dated September 27, 2019 has been passed with a total of 2674980 valid assenting votes.

d) **Special Resolution No 4 - Increasing the powers of the Board of Directors to create security on the properties/assets of the Company under Section 180 (1)(a) of the Companies Act, 2013.**

(i) Voted in favour of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	53	2399280	89.69%
Voting by Poll	147	275700	10.31%
Total	200	2674980	100.00%





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

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Based on the aforesaid result, I report that the **Special Resolution** as set out in Item No. 4 of the Notice of the AGM dated September 27, 2019 has been passed with a total of 2674980 valid assenting votes.

e) **Special Resolution No 5 - Increasing the Borrowing Powers of the Board of Directors under Sections 180(1)(c) of the Companies Act, 2013.**

(i) Voted in favour of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	53	2399280	89.69%
Voting by Poll	147	275700	10.31%
Total	200	2674980	100.00%

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

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0





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(iii) Invalid Votes:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Based on the aforesaid result, I report that the **Special Resolution** as set out in Item No. 5 of the Notice of the AGM dated September 27, 2019 has been **passed with a total of 2674980 valid assenting votes.**

8. A Compilation of Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The relevant records of remote e-voting and Poll papers at the AGM were sealed and handed over to the Chairman for safe keeping.

Thanking You

**For Mahesh Kumar and Associates
Company Secretaries**

**CS Mahesh Kumar
(Proprietor)
COP No. 15752**



Place: Jalandhar

Date: September 27, 2019