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April 22, 2022

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

Sub: Undertaking for non-applicability of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on March 31, 2022

Dear Sir/Ma'am

This is in furtherance to the submission of undertaking on Corporate Governance on April 21, 2022 for non-applicability of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, for the quarter ended on March 31, 2022. It is hereby informed that as on the last day of the previous financial year i.e. March 31, 2021, the paid-up share capital of M/s PHF Leasing Limited ("the Company") was Rs. 3,95,00,000/- (Rupees Three Crores and Ninety Five Lacs Only) and net worth was Rs. 4,69,03,137/- (Rupees Four Crores Sixty Nine Lacs Three Thousand One Hundred and Thirty Seven Only) and as on the last day of the financial year ended on 31.03.2022, the paid up capital of the Company was Rs. 5,50,00,000*/- (Rupees Five Crores and Fifty Lacs Only) and net worth was Rs. 10,49,11,750**/- (Rupees Ten Crores Forty Nine Lacs Eleven Thousand Seven Hundred and Fifty Only) that does not exceed the threshold limit as prescribed under Regulation 15(2) of the Listing Regulations. Thus, the Company is not required to submit the Report on Corporate Governance under Regulation 27(2) of the Listing Regulations for the quarter ended on March 31, 2022.

Further, whenever the stated regulations becomes applicable to the Company at a later date, the Company ensures to comply with the requirements of the above regulations within six months from the date on which the provisions becomes applicable to the Company.

This is for your information and records.

*15,50,000 Equity shares of face value of Rs. 10/- each were allotted for cash at an issue price of Rs. 20/- each to the allottees belonging to non-promoter group on 31/03/2022 but the same were not credited into the demat account of the shareholders as on 31/03/2022

**Net worth is calculated on the basis of NOF figure as on the end of last quarter i.e. 31st December, 2021 plus Rs. 3,10,00,000/- raised through equity issue on preferential issue of equity shares on private placement during the quarter ended on March 31, 2022

Thanking You

For M/s PHF Leasing Limited

Shikha Kapoor Company Secretary Membership No. A19146 Add: H. No. 65, Paras Estate, Near Kapurthala Chowk, Jalandhar-144008, Punjab, India