

PHF LEASING LIMITED



Regd. & Corp. Office : 923, G.T. Road, Jalandhar (Pb.) INDIA
Ph. : 0181-4639903-06
email : phf_leasingltd@yahoo.co.in
Website : www.phfleasing.com
CIN No. : L65110PB1992PLC012488

Date: September 04, 2020

To,
Head-Listing & Compliance
Metropolitan Stock Exchange of India Ltd (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G-Block,
Opp. Trident Hotel
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Sub: Notice of 28th Annual General Meeting

Ref:Pursuant to Regulation 34(1), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the provisions of Regulation 34(1) of the SEBI LODR Regulations, 2015, please find enclosed herewith the Notice of the 28th Annual General Meeting of the company PHF Leasing Limited.

Kindly take the same on your record.

For PHF LEASING LIMITED

Shiv DyalChugh
Managing Director
DIN: 00993747

PHF - A Leading Group of Financiers

NOTICE IS HEREBY GIVEN THAT 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY PHF LEASING LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 28, 2020 AT 03:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS 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, 2020, including the Audited Balance Sheet as on March 31, 2020 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 (DIN: 01519390), who pursuant to the provisions of Section 152(6) of the Companies Act, 2013, retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and if thought fit, to pass the following resolution as a Special 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 and SEBI (Listing Obligations and Disclosure Requirements), 2015 including any statutory enactment or modification thereof, M/s MSKA & Associates, Chartered Accountant, (FRN: 105047W) be and is hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy caused due to the resignation Ms. Gurpreet Kaur (Membership No. 546668), Chartered Accountant and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 30th 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.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and any other applicable provision of the Companies Act, 2013 and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vijay Kumar Sareen (DIN- 07978240) was appointed as Additional Director of the Company with effect from March 07, 2020 and holds office upto the Annual General Meeting, in respect of whom the Company has received the notice in writing proposing his candidature for the office of Director of the Company, the consent of the members of the Company, be and is hereby accorded to appoint Mr. Vijay Kumar Sareen as the Director of the Company.

RESOLVED FURTHER THAT Mr. Shiv Dyal Chugh, Managing Director of the Company, be and is hereby authorized, to do all such acts, deeds, matters and things and give such directions as it may be deemed necessary or expedient, to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ashwani Kumar Jindal (DIN- 00670384) was appointed as Additional Independent Director of the Company with effect from March 07, 2020 and holds office upto the Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, the consent of the members of the Company, be and is hereby accorded to appoint Mr. Ashwani Kumar Jindal as the Independent Director of the Company, not liable to retire by rotation, for a period of Five Consecutive Years.

RESOLVED FURTHER THAT Mr. Shiv Dyal Chugh, Managing Director of the Company, be and is hereby authorized, to do all such acts, deeds, matters and things and give such directions as it may be deemed necessary or expedient, to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Subhash Chander Sikka (DIN: 01871492), who holds office of Independent Director up to November 30, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of Five consecutive years commencing from December 01, 2019 upto November 30, 2024.”

“RESOLVED FURTHER THAT Mr. Shiv Dyal Chugh, Managing Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Neelam Kohli (DIN: 02628811), who holds office of Independent Director up to December 15, 2019 and who has submitted a declaration that she meets

the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of Five consecutive years commencing from December 16, 2019 upto December 15, 2024.”

“**RESOLVED FURTHER THAT** Mr. Shiv Dyal Chugh, Managing Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in furtherance of the special resolution passed in the 25th Annual General Meeting held on August 11, 2017 (regarding re-appointment of Managing Director and Fixation of Remuneration), and pursuant to recommendation of Nomination and Remuneration Committee of the company, the consent of shareholders of the Company be and is hereby accorded to fix the remuneration of Mr. Shiv Dyal Chugh (DIN: 00993747), for a further period of (2) two years commencing from August 01, 2020 to July 31, 2022.

RESOLVED FURTHER THAT the remuneration to be paid to Mr. Shiv Dyal Chugh shall be as specified in the explanatory statement below and all other existing terms and conditions of appointment of Mr. Shiv Dyal Chugh shall remain unaltered unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT whereas in any financial year during the tenure of the said Managing Director, the Company has no profits or inadequate profits, the remuneration shall be paid in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

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

**Place: Jalandhar
Date: September 04, 2020**

**Sd/-
Shiv Dyal Chugh
Managing Director
DIN: 00993747**

Notes

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. The Board of Directors of the Company at its meeting held on August 14, 2020 considered that the special business under Item No. 4,5,6 & 7 being considered unavoidable, be transacted at the 28th Annual General Meeting of the Company.
2. In view of the outbreak of COVID-19 global pandemic, and pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the physical attendance of the members at the AGM Venue is not required and the AGM be held through video conferencing (VC) or other audio visual means (OAVM). In compliance of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM).
3. **IN TERMS OF THE MCA CIRCULARS AS MENTIONED ABOVE, THE PHYSICAL ATTENDANCE OF THE 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 TO THIS NOTICE**
4. Since the AGM will be held through VC/OAVM Facility at the registered office of the company, the Route Map is not annexed with this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. For all the resolutions passed through special resolution, an explanatory statement regarding the same is annexed hereto along with the notice.
7. The Notice is being electronically sent to all the members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from the Registrar and Transfer Agent (RTA) on Friday, September 04, 2020 and who have registered their e-mail addresses with the Company and/or with the Depository. It is however, clarified that all the persons who are members of the Company as on the closing hours of September 18, 2020 including those members who may not have received this Notice due to non- registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice. The Notice has also been hosted on the website of the Company and the recognized stock exchange on Metropolitan Stock Exchange of India.
8. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send the Annual report and AGM notice in electronic form only on the registered and e-mail id's of the members registered with the company. The hard copy of Annual Report and AGM notice along with annexures will not be sent to the members in accordance with the requirements specified under the MCA Circulars.
9. The deemed venue for 28th AGM shall be the Registered Office of the Company at 923, G.T. Road, Jalandhar, Punjab, 144001.

10. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement dated August 31, 2020 in Economic Times (English) and Nawa Zamana (Punjabi), both having a wide circulation in the District along with their electronic editions, inter alia, advising the members whose e-mail id's are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail id's with them.
11. The members whose shareholding is in physical form or who have not yet registered their e-mail ids with the Company may contact Mrs. Gurvinder Kaur on his email phf_leasingltd@yahoo.co.in or at phone +91-98726-66615 for registering their e-mail id's. The Company shall take all necessary steps to register the email Addresses of all members who have not registered their email addresses with the Company.
12. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Company at registered office of the company 923, G.T. Road, Jalandhar, Punjab, 144001 or at registered email of the company at phf_leasingltd@yahoo.co.in, authorizing its representative(s) to attend and vote through VC/ OAVM on their behalf and to vote through remote e-voting at the Meeting, pursuant to Section 113 of the Act.
13. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for FY 2019-20.
14. Only those members, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, shall be allowed to vote through e-voting system
15. 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, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company or RTA in case the shares are held by them in physical form.
16. 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. The facility of participation at the AGM through VC/OAVM will be made available for all the shareholders, large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction.
17. The recorded transcript of the meeting shall be maintained by the Company.
18. The meeting shall ensure two-way teleconferencing for the ease of the participation of the members. The members are allowed to ask questions or express their views on the items of the business to be transacted during the AGM.
19. The company ensure that all other compliances associated with the provisions relating to general meetings viz making of disclosures, inspection of related documents/registers by members, or authorizations for voting by bodies corporate, etc as provided in the Act and the articles of association of the company are made through electronic mode.

20. The Register of Members and the Share Transfer books of the Company will remain closed from September 21, 2020 to September 28, 2020, both days inclusive.
21. 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 facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.phfleasing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on September 25, 2020 at 09:00 A.M. and ends on September 27, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 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.
- 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.

Details on Step 2 is given below:

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

1. 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.
2. 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.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 csanujmakol@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.

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.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, DEMAT account number/folio number, email id, mobile number at (company email id).
7. Shareholders who would like to express their views/have questions may send their questions in advance but not later than 05:00 PM on September 24, 2020 mentioning their Name, DEMAT account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

ANNEXURE TO NOTICE

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

Item No 3: Object and Purpose

Appointment of M/S MSKA & ASSOCIATES, Chartered Accountants (FRN: 105047W) as Auditor of the Company:

Ms. Gurpreet Kaur, Chartered Accountant, was appointed as the Statutory Auditor of the Company in the 27th Annual General Meeting of the Company to hold office until the conclusion of 32nd Annual General Meeting of the Company but due to personal engagements, she has resigned as the Statutory Auditor of the company on September 01, 2020.

Therefore, in compliance of the Act and to fulfill the casual vacancy occurred due to the resignation of Ms. Gurpreet Kaur, Chartered Accountant (Membership No.: 546668), the Company in its Board meeting held on September 03, 2020 has appointed M/s MSKA & Associates, Chartered Accountant (FRN: 105047W), 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 a Special 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 Special 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: Object and Purpose

Regularization and Appointment of Mr. Vijay Kumar Sareen as Director of the Company:

The Board of Directors of the Company in their Meeting held on March 07, 2020 had appointed Mr. Vijay Kumar Sareen as the Non-Executive Additional Director of the Company. As per the provisions of Section 152 of the Companies Act, 2013 Mr. Vijay Kumar Sareen can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Nomination & remuneration Committee and Board of Directors of the Company has recommended his candidature for appointment as a Director of the Company.

Brief Profile

Mr. V.K.Sareen is Ex-Vice-Principal and Head of PG Department at D.A.V.College, Jalandhar. After passing M.Com (with distinction) from University Business School, Punjab University, Chandigarh, he joined D.A.V. College in 1980. He has done M.Phil. from Guru Nanak Dev University, Amritsar and the topic of dissertation was “Voluntary Corporate Disclosure Practices in India.”

None of the other Directors, Promoters or KMP's along with their relatives except Mr. Vijay Kumar Sareen, is interested in the Ordinary Resolution as set out at item No. 3 of the Notice. The Board recommends this Ordinary Resolution for your approval.

Item No 5: Object and Purpose

Regularization and Appointment of Mr. Ashwani Kumar Jindal as Independent Director of the Company:

The Board of Directors of the Company in their Meeting held on March 07, 2020 had appointed Mr. Ashwani Kumar Jindal as the Independent Additional Director of the Company. As per the provisions of Section 152 of the Companies Act, 2013 Mr. Ashwani Kumar Jindal can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Board and Nomination & remuneration Committee of the Company has recommended his candidature for appointment as an Independent Director of the Company.

Brief Profile

Mr. Ashwani Kumar Jindal is a practicing Chartered Accountant. He is a Co-opted Member of Internal Audit Standard Board of ICAI for the Year 2020-2021 and remained Co-opted Member of Committee of Members in Industry & Business of ICAI for the Year 2019-2020. He remained Co-opted Member of Board of Studies of ICAI for the Year 2016-2019 and is a Founder Member of Chartered Accountants Association & Presently Positioned as General Secretary. Founder Member of Income Tax & GST Bar & Presently Positioned as General Secretary. 3 Times Chairman of Jalandhar Branch of the Institute of Chartered Accountants of India in the year 2006, 2009 and 2013-14

None of the other Directors, Promoters or KMP's along with their relatives except Mr. Ashwani Jindal, is interested in the Ordinary Resolution as set out at item No. 4 of the Notice. The Board recommends this Ordinary Resolution for your approval.

Item No: 6 Object and Purpose

Re-appointment of of Mr. Subhash Chander Sikka as an Independent Director of the company for a second term of Five Consecutive years

The Members of the Company on December 01, 2014 approved the appointment of Mr. Subhash Chander Sikka as an Independent Director of the Company for a period of five years with effect from December 01, 2014. Mr. Subhash Chander Sikka has completed his term on November 30, 2019. In terms of the provisions of Companies Act, 2013, consent of the Members by way of Special Resolution is required for continuation of Independent director for the second consecutive term.

The Nomination & Remuneration Committee at its Meeting held on November 04, 2019 after taking into account the performance evaluation of Mr. Subhash Chander Sikka, during his first term of five years and considering his knowledge, acumen, expertise and experience and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Mr. Subhash Chander Sikka as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Sikka as an

Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from December 01, 2019 till November 30, 2024 and he shall not be liable to retire by rotation.

None of the other Directors, Promoters or KMP's along with their relatives except Mr. Subhash Chander Sikka, is interested in the Special Resolution as set out at item No. 5 of the Notice. The Board recommends this Special Resolution for your approval.

Item No: 7- Object and Purpose

Re-appointment of Ms. Neelam Kohli as an Independent Director of the company

The Members of the Company on December 01, 2014 approved the appointment of Ms. Neelam Kohli as an Independent Director of the Company for a period of five years with effect from December 16, 2014. Ms. Neelam Kohli has completed her term on December 15, 2019. In terms of the provisions of Companies Act, 2013, consent of the Members by way of Special Resolution is required for continuation of Independent director for the second consecutive term.

The Nomination & Remuneration Committee at its Meeting held on November 04, 2019 after taking into account the performance evaluation of Ms. Neelam Kohli, during her first term of five years and considering her knowledge, acumen, expertise and experience and the substantial contribution made by her during her tenure as an Independent Director, has recommended to the Board that continued association of Ms. Neelam Kohli as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Ms. Neelam Kohli as an Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from December 16, 2019 and she shall not be liable to retire by rotation.

None of the other Directors, Promoter and KMP's along with their relatives except Ms. Neelam Kohli, is interested in the Special Resolution as set out at item No. 6 of the Notice. The Board recommends this Special Resolution for your approval.

Item No: 8- Object and purpose

Revision in Remuneration of Mr. Shiv Dyal Chugh, Managing Director

Mr. Shiv Dyal Chugh (DIN: 00993747) was re-appointed as a Managing Director of the Company vide Special resolution passed in the 25th Annual General Meeting held on August 11, 2017 for a period of 5 Years. The members of the Company in the said Annual General Meeting also approved the remuneration of Mr. Shiv Dyal Chugh. Now the Board has further proposed to continue the payment of remuneration to Mr. Shiv Dyal Chugh, Managing Director of the Company on the existing terms and conditions for a further period of two years, till the expiry of his tenure as Managing Director, as per the applicable provisions of the Companies Act, 2013.

It may be noted that the remuneration being paid to Mr. Shiv Dyal Chugh shall be as follows:

SALARY AND PERQUISITES

(a)	Salary	Rs. 90,000/- (Rupees Ninety Thousand only) per month in the scale of Rs. 90,000/- to Rs. 1,50,000/- with effect from August 01, 2017
(b)	Perquisites	Perquisites mentioned below may be in addition to salary as acceptable to the appointee

RENT FREE ACCOMODATION/ HRA

Rent Free Furnished Residential Accommodation, the monetary value of which will be evaluated as per Rule 3 of the Income Tax Rules, 1962 or in case he is accompanying premises of his own, the reimbursement to him of a sum which shall be calculated as a fair and reasonable rent to such premises or if he is accompanying rented premises then reimbursement of the actual rent, taxes, repairs, maintenance etc. paid by him in respect of said premises.

This above is subject to the following:

- (i) The expenditure incurred by the Company on hiring accommodation to him will be subject to ceiling of 40% of the salary over and above 10% payable by him.
- (ii) Where accommodation in the Company owned house is provided, he shall pay to the company by way of rent @10% of the salary. Wherever the Company does not provide accommodation, house rent allowance shall be in accordance with (i) above.

MEDICAL REIMBURSEMENT

Expenses incurred for self and family, subject to a ceiling of the one-month's salary in a year or three month's salary over the period of three years. The Company shall also pay annual premium not exceeding Rs.30000 towards mediclaim policy.

LEAVE TRAVEL CONCESSIONS

For Self and family, once in a year incurred in accordance with the rules specified by the Company.

CLUB FEES

Fees of clubs subject to maximum of two clubs. This will not include admission and life membership fees.

PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs. 5000/- per annum.

CONTRIBUTION TO PROVIDED FUND, SUPER ANNUATION FUND OR ANNUITY FUND

Contribution to Provident Fund, Superannuation Fund or Annuity fund will not be included in the computation of ceiling-on perquisites to the extent these singly or put together are not taxable under the Income Tax Act.

GRATUITY

Gratuity payable shall not exceed half a month's salary for each completed year of service.

ENCASHMENT OF LEAVE

Encashment of leave at the end of the tenure.

BONUS

Payment of Bonus as per rules of the Company.

CAR

Free use of car with driver for official and private purpose. The Cost of use for private purpose shall be valued as per Income Tax rules, 1962. In the event of using his own car for official purposes, reimbursement of expenses insured thereon.

TELEPHONE

The company will provide bill free telephone facility at residence, however personal long distance calls will be billed by the company.

MEETING FEES

Meeting fees as may be prescribed by the Board.

RETIREMENT BY ROTATION

Mr. Shiv Dyal Chugh will be a permanent Director and shall not be liable to retire by rotation.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year, he shall be paid remuneration and be granted the perquisites, as per the provisions contained in Schedule V to the Companies Act, 2013, as amended from limited time or any statutory modifications or re-enactments there for the time being in force. Provided also that the total remuneration drawn from other companies shall be in accordance with the provisions of Schedule V.

The other existing terms and conditions of re-appointment of Mr. Shiv Dyal Chugh shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the company has no profits or its profits are inadequate, the remuneration can be paid by the company to its managerial remuneration within the limits arrived at in accordance with the requirements of the said section II subject to following:-

- i) The payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee;
- ii) The company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding financial year before the date of revision of the remuneration of the managerial person;
- iii) An ordinary resolution or a special resolution, as the case may be, has been passed for payment of remuneration as per the limits laid down in item (A) or a special resolution has been passed

for payment of remuneration as per item (B), at the general meeting of the company for a period not exceeding three years.

The company has inadequate profits in the previous year 2019-20. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1.	Nature of Industry	The Company is a listed Non-Banking Finance Company (NBFC) engaged in the finance business and to provide, arrange, procure finance and to acquire, hold and make investments in any form whatsoever, including financing for vehicles.																											
2.	Date or expected date of commencement of commercial production	N.A																											
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																											
4.	Financial Performance based on given indicators	Key financials for last three financial years are given below: (Rs. In Lakhs) <table border="1"> <thead> <tr> <th>Particulars</th> <th>2019-20</th> <th>2018-19</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Gross Income</td> <td>274.01</td> <td>231.13</td> <td>286.68</td> </tr> <tr> <td>Total Expenditure</td> <td>288.43</td> <td>255.41</td> <td>281.21</td> </tr> <tr> <td>Profit/(Loss) before tax</td> <td>-14.414</td> <td>16.057</td> <td>5.46</td> </tr> <tr> <td>Less: Tax Expense</td> <td>6.31</td> <td>8.88</td> <td>-1.13</td> </tr> <tr> <td>Net Profit/(Loss) for the year after tax</td> <td>-8.10</td> <td>24.94</td> <td>4.33</td> </tr> </tbody> </table>				Particulars	2019-20	2018-19	2017-18	Gross Income	274.01	231.13	286.68	Total Expenditure	288.43	255.41	281.21	Profit/(Loss) before tax	-14.414	16.057	5.46	Less: Tax Expense	6.31	8.88	-1.13	Net Profit/(Loss) for the year after tax	-8.10	24.94	4.33
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5.	Foreign Investments or collaborations, if any	None																											

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details

Specialization in Finance, Administration, Educational & Social Work. Mr. Shiv Dayal Chugh is the promoter and Managing Director of the Company. He has done graduation with Business Management. He has more than 40 years' experience in the business of NBFC. He is actively involved

in social, educational and business organizations. He is also promoter of the PHF Group companies like PHF Investments Limited, PHF Hire Purchase Limited and PHF Finance Limited. He is actively involved in day today functioning of the company and introduced innovative ideas in the business, which helped it to grow manifold. He plays a key role in designing and functioning of all Legal and Statutory Compliances. He also contributes in the Management, Decision making policies, Strategy Management, Financing affairs of the Business Organisation.

2. Past Remuneration

Past remuneration paid to Mr. Shiv Dyal Chugh during previous year 2019-20 was Rs. 11.40 Lakh.

3. Recognition or Awards

Mr. Shiv Dyal Chugh has contributed extensively towards the growth of the Company and has been actively responsible for the growth of the Company.

4. Job Profile and his suitability

In the capacity of Managing Director of the Company, Mr. Shiv Dyal Chugh, shall be responsible for development and execution of the Company's business strategies, providing strategic advice to the board, preparing and implementing of comprehensive business plans, overseeing the company's financial performance & investments and liasoning with Bank authorities for loan sanctioning and such other responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed

The Remuneration proposed to Mr. Shiv Dyal Chugh, is as set out in the notice.

6. Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to Mr. Shiv Dyal Chugh is purely based on merit and is reasonably in line with the remuneration in similar sized companies as well as with the job profile in the same segment of business and moreover, Mr. Shiv Dyal Chugh shall be responsible for development and execution of the Company's business strategies, providing strategic advice to the board, preparing and implementing of comprehensive business plans, overseeing the company's financial performance & investments and liasoning with Bank authorities for loan sanctioning.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Shiv Dyal Chugh has pecuniary relationship with the Company as he is the promoter, and major shareholder of the company along with his relatives and also, he is the relative of Mr. Chandan Chugh, Director of the Company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits

The Company has faced excessive competition in the market. Further the liquidity position in the industry has become very tough due to the defaults of few bug financial institutions. Further Company was also facing some liquidity crunch during the previous year, due to which the expansion plans were postponed.

The Company proposes to obtain prior approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

2. Steps taken or proposed to be taken for improvement

Company has formulated various plans and strategies to expand the business vertically and horizontally and ensures to improve the overall performance to earn operational profits during the current financial year. Further Company is exploring various sources from where the Company will be able to raise funds for business purposes.

3. Expected increase in productivity and profits in measurable terms

The Company is positive towards earning operational profits during the current financial year.

IV. DISCLOSURES

Details of remuneration being offered are given in said notice.

Mr. Shiv Dyal Chugh holds major number of equity shares along with his relatives in the company.

Pursuant to the provisions of Section 197, members are required to grant approval for the revision of the managerial remuneration. The Board recommends the resolution at Item No. 7 as Special Resolution for the approval of the members.

Except Mr. Shiv Dyal Chugh (Managing Director) and his relatives, no other Director, Promoter or KMP and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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 REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015).

S.NO	PARTICULARS	MR. VIJAY KUMAR SAREEN	MR. ASHWANI KUMAR JINDAL	MR. SUBHASH CHANDER SIKKHA	MS. NEELAM KOHLI
1.	DIN	07978240	00670384	01871492	02628811
2.	Date of First Appointment at the Board	07/03/2020	07/03/2020	01/12/2014	16/12/2014
3.	Date of Birth	24/12/1959	14/05/1973	29/05/1951	14/05/1960
4.	Age	61	47	69	60
5.	Qualification	Masters in Commerce	Chartered Accountant	Businessman	Graduate
6.	Experience	He has a huge experience in Administration & Management	He has a huge experience in Finance, Accounting, Taxation and Management.	He is having more than 15 years of experience in the NBFC industry.	She possess great experience of NBFC industry and its affairs and also expertise in designing and updating HR Strategy.
7.	Nature of Expertise in Functional Areas	Administration	Finance	Administration, Social &	Administration, Leadership and

				Religious Work	Social Work
8.	Terms and conditions of appointment/ re-appointment	Non-Executive	Non-Executive Independent for a term of five years	Non-Executive Independent for a term of five years	Non-Executive Independent for a term of five years
9.	Remuneration sought to be paid	NIL	NIL	NIL	NIL
10.	Remuneration last drawn	NIL	NIL	NIL	NIL
11.	Shareholding in the Company	Nil	Nil	0.13%	Nil
12.	Relationship with other Directors in the Company	N.A	N.A	N.A	N.A
13.	No. of Board Meetings attended during the year	NIL	NIL	6	6
14.	Directorship in the Board of other Companies	Nil	Nil	NIL	NIL
15.	Membership/ Chairmanship in committees of other Entities	Nil	Nil	NIL	NIL

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

**Place: Jalandhar
Date: September 04, 2020**

**Sd/-
Shiv Dyal Chugh
Managing Director
DIN: 00993747**