

# PHF LEASING LIMITED

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CIN No. : L65110PB1992PLC012488



Date: September 05, 2018

To

**Metropolitan Stock Exchange of India Limited**  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 098, INDIA

**Symbol: PHF**

**Series: BE**

**Subject: Compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of 26<sup>th</sup> Annual General Meeting of the Company.**

Respected Sir,

In reference to the above mentioned subject, the 26<sup>th</sup> Annual General Meeting of the Company was held on September 04, 2018 and the businesses as mentioned in the notice dated August 11, 2018 were transacted.

In this regard, please find enclosed proceedings of AGM as required under Regulation 30, Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on record.

Thanking You,

For **PHF Leasing Limited**

  
Shiv Dyal Chugh  
Managing Director

**PHF - A Leading Group of Financiers**

# PROCEEDING BOOK

MINUTES OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF M/S PHF LEASING LIMITED HELD ON TUESDAY, THE 4<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT HOTEL KINGS, G.T. ROAD, JALANDHAR - 144001

TIME OF COMMENCEMENT: 04:00 PM

TIME OF CONCLUSION: 05:00 PM

## DIRECTORS PRESENT:

- |                        |                   |
|------------------------|-------------------|
| 1. MRS. NEELAM KOHLI   | CHAIRPERSON       |
| 2. MR. SHIV DYAL CHUGH | MANAGING DIRECTOR |
| 3. MR. ROHIN CHUGH     | DIRECTOR          |
| 4. MR. CHANDAN CHUGH   | DIRECTOR          |

## IN ATTENDANCE:

- |                      |                   |
|----------------------|-------------------|
| 1. MR. J R GUPTA     | STATUTORY AUDITOR |
| 2. MR. DINESH GUPTA  | CORPORATE ADVISOR |
| 3. MS. DAVINDER KAUR | COMPANY SECRETARY |

## MEMBERS/PROXIES PRESENT:

The meeting was attended by 150 shareholders without any proxy.

Mr. Subhash Chandar Sikka, Chairman of the company was not present in the meeting due to some unavoidable circumstances and the leave of absence was granted to him. The members appointed Mrs. Neelam Kohli as the Chairperson of the meeting.

Mrs. Neelam Kohli, Chairperson, took the chair and welcomed all the Shareholders to the 26<sup>th</sup> Annual General Meeting (AGM) of the Company and Introduced the Directors and invitees on the dais. After ascertaining the requisite members were present to form the quorum she declared that the meeting is open.

Chairperson informed the members that the Register of Members, Register of Directors shareholding with other statutory registers, Auditor's report and Secretarial Audit's report are kept open for inspection by the shareholders at the venue and that the same are accessible during the continuance of the meeting.

Mrs. Neelam Kohli, Chairperson of the meeting, with the consent of the Members present informed the members that the Notice of the Meeting with the explanatory statement annexed thereto, which has been already circulated to them, may be taken as read. The Members consented to it and Notice convening the Annual General Meeting was read by Mr. Dinesh Gupta, Corporate Advisor of the Company.

Mr. J.R Gupta, Partner of Dass & Company i.e; Statutory Auditor, informed the members that since the Audit's Report on the Financial Statements of the Company for the year ended on March 31, 2018, did not contain any qualification, reservation or adverse remark, the auditor's Report on the Financial Statements was not required to be read, with the permission of the

*Neelam Kohli*  
CHAIRMAN'S  
INITIAL

members present. Accordingly, the Chairperson continued with the proceedings of the meeting with the permission of members.

Mr. Shiv Dyal Chugh, Managing Director of the Company, on behalf of the Chairperson addressed the members and briefed them about the basic operations, organizational structure and operational performance of the Company during the last fiscal year and indicated the Present Position of the Company and the future Prospects. He further brought to the notice of the member the achievements made by the Company during that period. He then explained the Company's policy being adopted for growth in the coming period.

In his speech he further highlighted the economy, industrial scenario, sector specific issues and performance of the company for the fiscal year 2017-18 and he also explained to all members about the Company's Business, operations, vision, mission, process, policies, performance, targets and achievements to during the financial year, which was appreciated and accepted by all the members with respect. Thereafter, he welcomed questions and clarifications from the members on the various projects and the same were clarified.

The Chairperson, thereafter, proceeded with the items of the business to be transacted.

### **ORDINARY BUSINESS**

#### **1. Adoption of Financial Statements including Audited Balance Sheet, Profit & Loss Accounts, Reports of Directors and Auditor's for the Financial Year 2017-18.**

The following **Ordinary Resolution** was proposed by Mr. Amarjit Singh Sood and seconded by Mr. R.L. Arora, members of the Company.

**"RESOLVED THAT**, the Financial Statements including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account of the company for the year ended on that date, together with the Directors' Report and the Auditors' Report on the Account as presented to the meeting, be and are hereby adopted and approved."

The Chairperson then invited, from the members, any clarification on the annual accounts of the Company. Thereafter several members participated in discussion and put forth their queries. The Chairperson replied suitably to the questions being asked.

On being put to vote by show of hands, the above **Ordinary Resolution** was passed unanimously.

#### **2. Re-appointment of Mr. Rohin Chugh as a Director.**

The Chairperson, thereafter, moved to the next item on the agenda pertaining to re-appointment of Mr. Rohin Chugh as a Director of the Company.

The following **Ordinary Resolution** was proposed by Mr. Harbhajan Singh and seconded by Mr. Gian Chand, members of the Company.

*Nedra Kaler*  
CHAIRMAN'S  
INITIAL

# PROCEEDING BOOK

**"RESOLVED THAT** Mr. Rohin Chugh, Director (DIN. 015199724), who retires by rotation and who being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the company."

The Chairperson then put the **Ordinary Resolution** to Vote and on show of hands declared the Resolution as carried by majority votes.

### 3. To Appoint Ms. Bindu Sharma Statutory Auditors of the Company

The chairperson moved to the next item of agenda and informed the members regarding the appointment of the new statutory auditor M/s Bindu Sharma.

The following **Ordinary Resolution** was proposed by Mr. Amit Sethi and seconded by Mr. Vijay Bhargav, members of the Company.

**"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. Bindu Sharma, Chartered Accountant, (Membership No. 542935) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 26<sup>th</sup> Annual General Meeting till the conclusion of 31<sup>st</sup> Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with 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."

The Chairperson then put the **Ordinary Resolution** to Vote and on show of hands declared the Resolution as carried by majority votes.

### SPECIAL BUSINESS:

#### 4. Private Placement of Non-Convertible Debentures

The following **Ordinary Resolution** was proposed by Mr. Kirpal Singh and seconded by Mr. Gajinder Singh, members of the Company.

**"RESOLVED** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under and Reserve Bank of India directions on issuance of NCDs, secured or unsecured, on private placement basis, as may be amended from time to time, the approval of the Company, be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible

*Yashu Kataria*  
CHAIRMAN'S  
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Debentures on private placement basis in different tranches for one year from the date of passing of this special resolution to the extent of Rs.10 Crore (Rupees Ten Crore Only) outstanding at any point of time within the overall borrowing limits of the Company, as approved by the Members, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to prepare a borrowing plan, arrange or settle the terms and conditions on which such moneys are to be borrowed from time to time, as to interest rate, tenor, repayment, security or otherwise and 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"

On being put to vote by show of hands, the above **Special Resolution** was passed unanimously.

The Chairperson announced and declared that all resolutions placed before the members were duly approved by the members unanimously Members present noted the same.

The Chairperson once again thanked the members for making it convenient to attend the Annual General Meeting and also thanked them for their active participation in the Annual General Meeting.

The meeting concluded with a vote of thanks to the Chair.

**Date: September 04, 2018**  
**Place: Jalandhar**

*Neelam Kohli*  
Chairperson

*Neelam Kohli*

CHAIRMAN'S  
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