

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF PHF LEASING LIMITED (THE COMPANY) WILL BE HELD ON FRIDAY, THE 14TH DAY OF JULY, 2023 AT 12.00 NOON THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 and the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements of the company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Appointment of Mr. Meghal Gupta (DIN: 09179500) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Meghal Gupta (DIN: 09179500) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offered himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Meghal Gupta (DIN:09179500), who retires by rotation at this meeting and being eligible, offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. Ratification of appointment of Statutory Auditors for the financial year 2023-24

To ratify the appointment of Statutory Auditors for the Financial year 2023-24 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April, 2021 (“RBI Guidelines”) and pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s GSA & Associates LLP, Chartered Accountants (FRN: 000257N/ N500339), be and is hereby ratified as Statutory Auditors of the Company for the Financial Year 2023-2024 till the conclusion of 32nd Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

4. Amendment in the Articles of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, including any statutory modification(s) thereto or re -enactment(s) thereof for the time being in force, and rules framed thereunder, and subject to such other requisite approvals, permissions, sanctions, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and all other applicable laws and regulations, if any, the consent of the members of the Company be and is hereby accorded to insert a new clauses 64A and 64B in the Articles of Association, immediately after the existing clause Article No. 64 of the Articles of Association of the Company:

“64A. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to the any financial institutions, corporations, banks or such other financing entities, or so long

as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or such other financing entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Nominee Director(s) on the Board of Company. The aforesaid financial institutions or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant entity and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he is a member and he shall also be entitled to receive notice of all such meetings.”

64B. Not less than two-third of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation. At the Annual General Meeting of the Company to be held in every year, one-third of such of the Directors are liable to retire by rotation for the time being, or, if their number is neither three nor a multiple of three, then the number nearest to one-third shall retire by rotation and they will be eligible for re-election. Provided nevertheless that the Managing Director(s) and Independent Director(s) shall not, while they continue to hold that office, be subject to retirement by rotation nor they shall be included in calculating the total number of Directors of whom one third shall retire from office under this Article.”

RESOLVED FURTHER THAT the Board of Directors (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose) be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.”

5. Appointment of Mr. Kumar Shalya Gupta (DIN: 07553217) as a Managing Director and CEO of the Company and fixing remuneration

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable), and RBI guidelines (to the extent applicable) and subject to the applicable provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Kumar Shalya Gupta as a Managing Director of the Company for a period of 5 years with effect from April 18, 2023 and not liable to retire by rotation on such terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting, with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit from time to time and within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed:-

- 1) Basic Salary: Rs. 2.00 Lakh per month (Rs. Two Lakhs per month) in the scale of Rs. 2.00 lakh to Rs.5.00 Lakh
- 2) HRA: 40% of Basic Allowance
- 3) Bonus 20% of Basic Pay
- 4) Earned Leaves & Gratuity: As per policy of the Company
- 5) Club Fees subject to maximum of Rs. 24000/- per annum
- 6) Leave Travel Concession once in a year for self and family for India and abroad
- 7) Medical Insurance for self and family as per policy of the Company
- 8) Provident fund 12% of the Basic Pay
- 9) Variable Pay on half yearly basis as percentage of Gross Salary per the following matrix:

Matrix A- Collection	WEIGHTAGE			70%
Level of NPAs#				
	LAP & OTHERS			
VEHICLE	ABOVE 7%	7% TO 4%	3.99% TO 2%	BELOW 2%
ABOVE 3%	NIL	NIL	NIL	NIL
2.99% -2%	NIL	25%	40%	70%
1..99% to1%	NIL	40%	60%	80%
Below 0.99%	NIL	70%	80%	100%
<i># will includes managed book also</i>				
Matrix B- Business and Profitability	WEIGHTAGE			30.0%
		Achievement of Targets (Half yearly)		
PROFITABILITY	BELOW 70%	71% TO 60%	81% TO 100%	ABOVE 100%
BELOW 80%	NIL	NIL	NIL	NIL
81% TO 90%	25%	25%	40%	70%
91% TO 100%	25%	40%	60%	80%
ABOVE 100%	40%	70%	80%	100%

FIXED SALARY TO BE EFFECTIVE FROM APRIL 18, 2023

Variable Pay to be paid as % age of Gross Salary on half yearly basis

NRC is authorized to pay variable Pay in case of adequacy of achievement in case exceptional circumstances keeping in view the extraordinary situation

NRC may review the components of variable incentive/ weightage as and when it deem fit

Compliance to the Compensation Policy of the Company and RBI guidelines

- 10) Reimbursement of expenses incurred by him on account of the business of the Company in accordance of the Company's policy.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of services of Mr. Kumar Shalya Gupta, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose) be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution."

6. Continuation of appointment of Sh. Vijay Kumar Bhandari as the Nominee Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 (1A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in accordance with the provisions of the Articles of Association of the Company and such other consents and permission as may be necessary and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to Sh. Vijay Kumar Bhandari (DIN: 00052716) to continue to hold office of Nominee Director on behalf of Agile Finserv Private Limited on the Board of the Company and liable to retire by rotation notwithstanding that Sh. Vijay Kumar Bhandari has already crossed 75 years of age as on date.

RESOLVED FURTHER THAT the Board of Directors (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose) be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.”

Date: June 12, 2023
Place: Jalandhar

By orders of the Board
For PHF LEASING LIMITED

Sd/-
Shikha Kapoor
Company Secretary
Membership No: A19146
Address: H. No. 65, Paras Estate
Jalandhar-144008, Punjab, India

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 05th May, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), the Companies are permitted to hold the Annual General Meeting (‘AGM’/‘the Meeting’) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’) and MCA Circulars, the 31st AGM of the Company is being held through VC/OAVM on Friday, July 14, 2023 at 12.00 Noon IST. The deemed venue for the AGM will be the Registered Office of the Company.
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts concerning ordinary business in respect of Item No.3 and special businesses in respect of Item No. 4, Item No. 5 and Item No. 6 as set out above is annexed hereto.
3. Details pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and pursuant to the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of appointment of new Director and/or re-appointment of director retiring by rotation / seeking appointment at this meeting and continuation of appointment of director are provided in the “Annexure” to the Notice.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of 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 hereto.

5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend this 31st AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be e-mailed to the scrutinizer at e-mail id cssagrikajayee@gmail.com.
7. The Company's Registrar and Transfer Agent for its Share Registry work (physical and electronic) is Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi – 110020, India.
8. Participation of members through VC/ OAVM facility will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

Procedure for Inspection of Documents:

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 14, 2023. Members seeking to inspect such documents can send an email to compliance@phfleasing.com
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, July 7, 2023 by sending e-mail on compliance@phfleasing.com. The same will be replied by the Company suitably.

Dispatch of Annual Report through Electronic Mode:

11. In compliance with the MCA Circular no. 10/2022 dated December 28, 2022 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.phfleasing.com and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services at www.skylinerta.com. The Notice can also be accessed from the website of the stock exchange, Metropolitan Stock Exchange of India (MSEI) at www.msei.in and on the website of the NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingnsdl.com.
12. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode are requested to register their email addresses with the Company by writing to Ms. Shikha Kapoor, Company Secretary at her email id compliance@phfleasing.com or to Registrar & Share Transfer Agent, M/s Skyline Financial Services Private Limited at its e-mail id admin@skylinerta.com by quoting your Folio No., PAN, Mobile No., Email-Id along with a self-attested copy of your PAN Card / Aadhar Card and Share Certificate (front and back).
 - b) Members holding shares in dematerialized mode, are requested to register their email addresses with their relevant depositories through their depository participants. However, for temporary registration for the purpose of obtaining this notice, shareholders may register their email ids with the Company by writing to Ms. Shikha Kapoor, Company Secretary of the Company, at her email-id compliance@phfleasing.com.

13. The notice is being sent to all the members of the Company, whose names appear in the register of members/ record(s) of depositories as on Friday, June 16, 2023. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

IEPF Related Information:

14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15, from time to time, to the Investor Education and Protection Fund (“IEPF”) established by the Central Government.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/>.

Procedure for ‘remote e-voting’ and e-voting at the AGM

15. A. E-Voting Facility:

- (i) 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, the Company is providing to its members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (“e-voting”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-voting”). 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.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	:	July 11, 2023 at 9.00 A.M.
End of remote e-voting	:	July 13, 2023 at 5.00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 7, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 7, 2023.

- (ii) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e. Friday, July 7, 2023, such person may obtain the user id and password by mailing to the Company at compliance@phfleasing.com or RTA at admin@skylinerta.com.
- (iii) The Company has appointed Ms. Sagrika Jayee (M. No: 61678), Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in accordance with the law in a fair and transparent manner. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of NSDL, the e-voting agency & on the Company’s website at www.phfleasing.com.

B. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="874 1653 1375 1854" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user 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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 cssagrikajayee@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 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address compliance@phfleasing.com.

Process for those shareholders whose email ids are not registered with the depositories/ company 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 compliance@phfleasing.com and to RTA at admin@skyinerta.com
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 compliance@phfleasing.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above-mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

C. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) 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.
- (iii) 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.
- (iv) 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.

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

- (i) 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.
- (ii) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
- (iii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iv) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) 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.

- (vi) Shareholders who would like to speak during the meeting must register themselves as a speaker by sending their request in advance by Friday, July 07, 2023 mentioning their name, demat account number/folio number, e-mail id, mobile number at compliance@phfleasing.com. The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Other Information:

16. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2 and Form No. SH-13/Form ISR 3. The link for downloading the forms is available on the Company's website www.phfleasing.com.
17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the available on the Company's website www.phfleasing.com.
18. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
19. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ NEFT etc.
20. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ NEFT etc.
21. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. With effect from January 01 2023, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. In case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from April 01, 2024. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.phfleasing.com.
22. Members may note that, in terms of the Listing Regulations equity shares of the Company can only be transferred in dematerialized form.
23. Non-Resident Indian Members are requested to inform the Company/RTA (if shareholding is in physical mode)/ respective DPs (if shareholding is in demat mode), immediately on:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

The following statement sets out all material facts relating to ordinary business and special businesses mentioned in the accompanying Notice of Annual General Meeting:

Item No. 3: Ratification of appointment of Statutory Auditors for the financial year 2023-24

Object and Purpose:

The Reserve Bank of India vide its Circular No. RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April, 2021 (“RBI Guidelines”), has issued guidelines w.r.t. appointment of Statutory Auditors in Banks including NBFCs and FAQs released subsequently. Pursuant to the RBI guidelines, the Statutory Auditors are required to be appointed for a continuous period of three years subject to the firms satisfying the eligibility norms each year. Accordingly, the Company appointed M/s GSA & Associates LLP, Chartered Accountants (FRN: 000257N/ N500339) as Statutory Auditors for the period of 3 years starting from conclusion of 29th AGM till the conclusion of 32nd AGM of the Company to be held in calendar year 2024. As the Statutory Auditor firm fulfills the eligibility criteria, thus, based on the recommendation of the Audit Committee, the Board recommends to the members for the ratification of appointment of M/s GSA & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company until the conclusion of 32nd Annual General Meeting to be held in the calendar year 2024.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below: -

Terms of Appointment	M/s GSA & Associates LLP, Chartered Accountants were appointed as Statutory Auditors for three years in the 29th AGM held on 23 rd September, 2021 to hold the office of the Statutory Auditors till the conclusion of 32nd Annual General Meeting to be held in calendar year 2024. The ratification of appointment of Statutory Auditors was done in the previous Annual General Meeting and now the ratification is being done for further one year i.e. till the conclusion of 32nd AGM of the Company pursuant to RBI guidelines.
Proposed Audit fees payable to Auditor and material change in fee payable	INR 6,50,000/- (Indian Rupees Six Lacs Fifty Thousand Only) in addition to applicable GST and reimbursement of out of pocket expenses, if any and/or such other remuneration as may be decided by the Board of Directors from time to time.
Basis of recommendation and Auditor credentials	Pursuant to RBI Guidelines, the Audit Committee in its meeting held on May 13, 2023 recommended to the Board for ratification of the appointment of M/s GSA & Associates LLP (FRN: 000257N/ N500339) as Statutory Auditors on the basis of the fulfillment of eligibility criteria and performance evaluation as prescribed under RBI Guidelines. M/s GSA & Associates LLP was established in the year 1975 and has its head office at Delhi and branch offices at Jammu, Surat and Gurugram. The firm is empaneled with C&AG, RBI, MCX, SFIO, IBA and several others. Its clientele includes several large Public sector units, telecommunication companies, Banks and Private Sector Corporates.

The said ratification of appointment of M/s GSA & Associates LLP, Chartered Accountants shall be pursuant to applicable provisions of the RBI Guidelines.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said Resolution.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of appointment of the Statutory Auditors.

Item No. 4: Amendment in the Articles of Association of the Company

Object and Purpose:

Pursuant to Section 161(3) of the Companies Act, 2013, the appointment of a nominee director can be done subject to the provisions of the Articles of Association of the Company. Further, presently, there is no provision relating to directors retiring by rotation in the Articles of Association. In order to facilitate the same and in accordance with section 14 of the Companies Act, 2013 and any other applicable provisions, the consent of the members by way of a special resolution is also required for amendment in Articles of Association to incorporate enabling provisions for the Nominee Director and Directors retiring by rotation.

A copy of the proposed amended Articles of Association (AOA) is available for inspection through electronic mode.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, whether directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in Item No. 4 of the Notice for amendment in Articles of Association of the Company.

Item No. 5: Appointment of Mr. Kumar Shalya Gupta (DIN: 07553217) as a Managing Director and CEO of the Company and fixing remuneration

Object and Purpose:

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 18th April, 2023, approved the appointment of Mr. Kumar Shalya Gupta as an Additional Director of the Company and also as a Managing Director of the Company for a period of 5 years, with effect from April 18, 2023, subject to the approval of shareholders at this ensuing Annual General Meeting on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable.

Additional information along with brief profile in respect of Mr. Kumar Shalya Gupta, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 5 of the Notice.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

1. Nature of industry: The Company is engaged into the activity of Non-Banking Financing.

2. Date of commencement of commercial production: The Company carries on financing business since its incorporation i.e. July 20, 1992

3. Financial performance based on given indicators: Standalone Financial Results:

(in Lakhs)

PARTICULARS	For period ended March 31, 2023 (Audited)	For period ended March 31, 2022 (Audited)
Net Profit/(Loss) for the period	115.65	70.90
Net Worth	2678.11	1045.31
Earnings Per Share (In Rs.)	2.08	2.04

4. Foreign investments or collaborations, if any: NIL

II. Information about the Appointee

1. Background details: The background details and profile of Mr. Kumar Shalya Gupta is stated in Annexure to this Notice.

2. Past remuneration: 1,20,000/- p.m.

3. Recognition and Awards: NIL

4. Job profile and his suitability: Being a Managing Director, he is responsible for overall affairs of the company.

5. Remuneration Proposed: The details are provided in the respective resolution at Item No. 5.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration, the size of the Company, profile of Mr. Kumar Shalya Gupta, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to managerial personnel in similar with the other companies.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any: Apart from the remuneration including variable pay as stated above and he holds 337800 shares in the Company, Mr. Kumar Shalya Gupta does not have any pecuniary relationship directly or indirectly with the company and its managerial personnel.

III. Other information:

1. Reasons of loss or inadequate profits: At present, the company is earning profits and the remuneration paid may be inadequate for any reason whatsoever and as such the remuneration may be paid pursuant to provisions of Schedule V of the Companies Act, 2013.

2. Steps taken or proposed to be taken for improvement: The Board has laid down a business plan and the Managerial Personnel has been entrusted to implement the same in the interest of the Company.

3. Expected increase in productivity and profits in measurable terms: The business is proposed to be increased by more than 60% and the Profits by more than 100% in the current fiscal 2022-23 and further also the same has been planned to increased substantially as per the approved business plan. However, the Business plan may be reviewed by the Board on yearly basis.

IV. Disclosures

The requisite disclosures of remuneration package, etc. has been mentioned in the respective resolution read with the Explanatory Statement. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Kumar Shalya Gupta are, in any way, concerned or interested (financially or otherwise) in the proposed resolution except to the extent of his shareholding in the Company.

The Board of Directors recommends this resolution for the approval of members as a Special Resolution.

Item No. 6: Continuation of appointment of Sh. Vijay Kumar Bhandari as the Nominee Director

Object and Purpose:

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended, no listed entity shall appoint continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. As the stated provisions have now been applicable on the Company subsequent to the increase in the shareholding with effect from March 31, 2023, thus, upon the recommendation of Nomination and Remuneration committee, the Board has proposed the continuation of appointment of Mr. Vijay Kumar Bhandari who has attained the age of seventy-five years as the Nominee Director on behalf of Agile Finserv Private Limited on the Board of the Company

The Board of Directors is confident that with his extensive business knowledge, experience and expertise in the field of NBFCs, Mr. Vijay Kumar Bhandari would definitely continue to enhance the Company's strength in its growth period and the Company would eventually benefit from his services to the company while taking important decisions in pursuit to its development. Moreover, he has been appointed as the Nominee Director pursuant to the investment by Agile Finserv Private Limited in the equity shares of the Company.

A brief profile and other details required the Companies Act, 2013 and Secretarial Standards-2 of The Institute of the Company Secretaries of India and Regulation 36(3) of Listing Regulations are given below in Annexure.

Except Mr. Vijay Kumar Bhandari himself, being appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 6 of the Notice.

Annexures to the Notice dated June 12, 2023

DETAILS OF THE DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT AND CONTINUATION OF APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY (PURSUANT TO PARA 1.2.5 OF SECRETARIAL STANDARD 2 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

S. NO.	PARTICULARS	Mr. Meghal Gupta	Mr. Kumar Shalya Gupta	Mr. Vijay Kumar Bhandari
1.	DIN	09179500	07553217	00052716
2.	Date of Appointment at the Board	20/05/2021	18/04/2023	13/09/2020
3.	Date of Birth	20/01/1995	18/11/1990	14/09/1943
4.	Age	28 Years	33 Years	79 Years
5.	Qualification	B. Tech	B.com, Post-Graduation Diploma in Management, LL.B, Lean Six sigma Green Belt, Lean Six Sigma Black Belt, Mutual Fund Management Certification	B. Com (Hons), Chartered Accountant
6.	Experience (including expertise in Specific functional area) / Brief Resume	<p>Mr. Meghal Gupta has a wide experience in NBFC and finance sector.</p> <p>For detailed profile, please refer to Company's website https://www.phfleasing.com/board-of-directors/</p>	<p>Mr. Kumar Shalya Gupta is a seasoned professional with over 10 years of experience in the financial, technology, and social sector. His expertise lies in creating innovative solutions that address complex business challenges.</p> <p>In the financial sector, he has worked with leading banks and financial institutions in various capacities, including risk management, investment banking, and corporate finance. He has deep understanding of financial instruments and markets and have advised clients on complex financial transactions.</p> <p>As a risk management professional, he worked with clients to develop risk management frameworks and policies that are tailored to their specific needs. His experience is in both credit and market risk management and have helped clients to assess and manage risks associated with various financial instruments.</p>	<p>Mr. V.K Bhandari is a Nominee Director of the Company. He is a fellow member of the Institute of Chartered Accountants of India. He has expertise and rich experience of over 33 years in banking and finance field. During his tenure with Central Bank of India, he held various important positions in Audit, Regional, Zonal, Credit, Credit Monitoring, Merchant Banking, Treasury, International Divisions of the bank.</p> <p>He has been a Nominee Director of the Bank on the Board of following companies/ entities: - Infrastructure Leasing & Financial Services Ltd., (IL&FS) Mumbai - Indo-Zambia Bank Ltd. Lusaka (Zambia) - Cent Bank Home Finance Ltd., Bhopal - Central Bank Executors & Trustees Ltd, Mumbai</p> <p>He has travelled across the</p>

			<p>In corporate finance, he has worked with clients to develop and execute financing strategies that align with their overall business objectives. He has experience in raising debt and equity capital, and have helped clients to evaluate various financing options based on their risk appetite and financial capacity.</p> <p>In the technology sector, he has worked with various startups and established companies to create and implement digital strategies that drive growth and enhance customer experiences. His experience spans across various industries, including e-commerce, fin tech, and healthcare, where he has led cross-functional teams to deliver cutting-edge solutions.</p> <p>In the social sector, he has worked with non-profit organizations and social enterprises to create sustainable solutions that address social and environmental challenges.</p> <p>Overall, his ability to understand complex business challenges, develop innovative solutions, and lead cross-functional teams has been a key factor in my success. He is passionate about leveraging his experience and expertise to create meaningful impact and drive positive change.</p> <p>For detailed profile, please refer to Company's website https://www.phfleasing.com/board-of-directors/</p>	<p>Globe for various Meetings/ Seminars/ Training programs including at Manchester Business School, Manchester (UK). He retired from Bank's services in October 2003 as General Manager in-charge of Treasury, International Division of the Bank. Post retirement he has been on the Board of Capital Local Area Bank Ltd. (now, Capital Small Finance Bank Ltd.) also, for eight years as an Independent Director.</p> <p>For detailed profile, please refer to Company's website https://www.phfleasing.com/board-of-directors/</p>
7.	Terms and conditions of appointment/ re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Meghal Gupta who was appointed as a Director of the Company w.e.f. May 20, 2021 is liable to retire by rotation.	<p>As per the terms and conditions as approved by the Board/ Shareholders.</p> <p>Further, the appointment for 5 years as Managing Director is proposed.</p>	Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, the continuation of appointment of Mr. Vijay Kumar Bhandari is proposed as the Nominee Director on the Board of the Company who has crossed the age of seventy five years

8.	Remuneration sought to be paid	As per the terms of the Board	As per the terms of the Board	Sitting fee as may be approved by the Board
9.	Remuneration Last drawn	Rs. 60,000/ per month	Rs. 1,20,000/- per month	-
10.	Shareholding in the Company as on March 31, 2023	0.97%	2.73%	NIL
11.	Relationship with Directors, managers and Key managerial Personnel	Not related to any Director Manager and Key Managerial Personnel	Not related to any Director Manager and Key Managerial Personnel	Not related to any Director, Managers and Key Managerial Personnel
12.	No. of Board Meetings attended during the year (2022-2023)	04	00	07
13.	Directorships of other Boards as on March 31, 2023	NIL	NIL	<ol style="list-style-type: none"> 1. Jayant Agro-Organics Limited 2. Supershakti Metaliks Limited 3. HSIL Limited 4. Super Smelters Ltd 5. Guru Nanak Auto Enterprises Limited 6. Exclusive Leasing and Finance Private Limited 7. Midland Microfin Limited 8. Agile Finserv Private Limited
14.	Membership/ Chairmanship of committees of other Boards	NIL	NIL	<ol style="list-style-type: none"> 1. Chairperson in Audit Committee of AGI Greenpac Limited. 2. Member in Stakeholders Relationship Committee and Nomination and Remuneration Committee of AGI Greenpac Limited. 3. Member in Audit Committee and Nomination and Remuneration Committee of Jayant Agro-organics Limited 4. Chairperson in Audit Committee of Super Smelters Limited

				<p>5. Member in Nomination and Remuneration Committee of Super Smelters Limited</p> <p>6. Member in Audit Committee and Nomination and remuneration Committee of Gurunank Auto Enterprises</p> <p>7. Chairperson in Audit Committee of Midland Microfin Limited</p> <p>8. Member in Nomination and Remuneration Committee and Stakeholders Relationship committee of Midland Microfin Limited</p> <p>9. Chairperson in Audit Committee of Supershakti Metaliks Limited</p> <p>10. Member in Nomination and Remuneration Committee of Supershakti Metaliks Limited</p>
15.	Details of resignation from listed entities in past three years	NIL	NIL	NIL
16.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	N.A.	N.A.