NOTICE

NOTICE is hereby given that the Eighth (8th) Annual General Meeting (AGM) of the Members of **PHFL Home Loans and Services Limited ("Company")** will be held on **Friday, August 01, 2025** at **3:00 p.m. (IST)** at the registered office of the Company situated at Flat No 207 & 209, 2nd Floor Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi – 110001to transact the following business(es): -

ORDINARY BUSINESS (es):

Item No. 1: To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**

"**RESOLVED THAT** the pursuant to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statements for the Financial Year ended on March 31, 2025, together with the notes thereto, along with Independent Auditors' Report thereon and the report of the Board of Directors along with annexures be and are hereby received, considered and adopted."

Item No. 2: To appoint a Director in place of Mr. Girish Kousgi (DIN: 08524205) who retires by rotation and being eligible, offer himself for re-appointment.

To consider and, if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Girish Kousgi (DIN: 08524205), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Item No. 3: To Declare Dividend on Equity Shares

To consider and, if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

"**RESOLVED THAT** a Dividend of Rs. 2000 per Equity Share of the face value of Rs.10 each for the year ended 31st March, 2025 as recommended by the Board of Directors be and is hereby declared."

SPECIAL BUSINESS:

Item No. 4: To appoint Mr. Satish Kumar Singh (DIN:11098325) as Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable laws and the Articles of Association of the Company, Mr. Satish Kumar Singh (DIN: 11098325), who was appointed as an Additional Director of the Company w.e.f. May 08, 2025 and whose term of office expires at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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 the above resolution

BY ORDER OF THE BOARD OF DIRECTORS
PHFL Home Loans and Services Limited

Sd/-
Vinay Gupta
Director
DIN: 10161211

Date: July 08, 2025
Place: New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A **PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.** H**OWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.** E**VERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS` NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.**

2. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of corporate member which is a shareholder of the Company, unless a certified copy of the resolution appointing him/her a duly authorized representative, is delivered at the Registered Office of the Company on or before the time fixed for the commencement of the meeting.

3. The Statement pursuant to Section 102 of the Act, relating to the Special Business under Item Nos. 3 of the Notice, is annexed hereto.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 and the Register of Contracts or arrangements in which the Directors are interested, maintained u/s.189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the members of the company at Registered office of the Company during business hours 10:00 A.M. (IST) to 06:00 P.M. (IST) (except Saturday and Sunday) up to the date of AGM.

5. The Chairman of the Meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.

6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.

7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification and attendance at the meeting.

8. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slip at the meeting as attached with the Notice of AGM

9. A Route Map along with Prominent Landmark for easy location to reach the venue of AGM is annexed with the notice.

10. The Annual Report along with Notice of Annual General Meeting will be sent to those members / beneficial owners, whose name will appear in the register of members / list of beneficiaries received from the depositories as on closing hours of July 09, 2025.

11. Members holding shares in physical form are requested to notify any change in their address, Bank Account details and e-mail IDs etc. to the Company / RTA and Members, whose shareholding is in electronic format are requested to direct change of their address, e-mail id and updation of bank account details to their respective depository participants.

12. The Annual Report together with the Notice of the Annual General Meeting is also being hosted on the website of the Company www.phfl.com.

BY ORDER OF THE BOARD OF DIRECTORS
PHFL Home Loans and Services Limited

Sd/-
Vinay Gupta
Director
DIN: 10161211

Date: July 08, 2025
Place: New Delhi

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

ITEM NO. 4

The Board of Directors of the Company has appointed Mr. Satish Kumar Singh (DIN: 11098325) as an Additional Director (Non-Executive Director) of the Company with effect from May 08, 2025. Pursuant to Section 161 of the Act an Additional Director appointed by the Board shall hold office up to the date of the AGM. The Board of Directors further recommends to the shareholder, appointment of Mr. Satish Kumar Singh (DIN: 11098325) as Director of the Company liable to retire by rotation.

The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules") and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under of Section 164 of the Act. The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Mr. Satish Kumar Singh to the office of Director.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. Satish Kumar Singh are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item no. 4 of the accompanying Notice for the approval of members as an Ordinary Resolution. Brief profile and other details of Mr. Satish Kumar Singh pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is furnished in Annexure-A.

Annexure A

ADDITIONAL DETAILS OF DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER THE SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Directors	**Mr. Girish Kousgi**	**Mr. Satish Kumar Singh**
Date of Birth	September 14, 1970	October 10, 1982
Age	54 years	42 years
Date of first Appointment on the Board	October 22, 2022	May 08, 2025
Qualifications	Executive Master's diploma in business administration from Indian Institute of Commerce and Trade.	He is an MBA and also holds a degree in Law.
Experience and Nature of expertise in specific functional area	As per brief profile attached	As per brief profile attached
Past Remuneration	Nil	Nil
Terms and conditions of appointment / re-appointment including remuneration to be paid	Re-appointment as a Non-Executive Director, liable to retire by rotation	Appointment as a Non-Executive Director, liable to retire by rotation
Shareholding in the Company	Nil	1 (As nominee of PNB Housing Finance Limited)
Relationship with other Directors / KMPs	None	None

Directorships / Committee Membership and Chairmanship held in other Companies	**Directorship:** 1. PNB Housing Finance Limited 2. PEHEL Foundation **Chairmanship of Board Committees:** NIL **Membership of Board Committees:** PNB Housing Finance Limited a. Stakeholders Relationship Committee b. Risk Management Committee c. Corporate Social Responsibility Committee d. IT Strategy Committee e. Credit Committee f. Special Committee of the Board for Monitoring and Follow-up of cases of Frauds	**Directorship:** NIL **Chairmanship of Board Committees:** NIL **Membership of Board Committees:** NIL
No. of Board Meetings attended during the Financial year 24-25	5	Nil
Details of remuneration sought to be paid (per annum)	Nil	Nil

BY ORDER OF THE BOARD OF DIRECTORS
PHFL Home Loans and Services Limited

Sd/-
Vinay Gupta
Director
DIN: 10161211

Date: July 08, 2025
Place: New Delhi

BRIEF PROFILE:

Mr. Girish Kousgi is the Managing Director and Chief Executive Officer of the PNB Housing Finance Limited. He holds an executive master's diploma in business administration from Indian Institute of Commerce and Trade. He has over 21 years of experience in the financial services sector. Previously, he was associated with Can Fin Homes Limited as managing director and chief executive officer, Tata Capital Financial Services Limited as head retail – credit & risk, IDFC Bank Limited as executive vice president and ICICI Bank Limited as joint general manager.

Mr. Satish Kumar Singh is the Chief People Officer of the Holding Company, PNB Housing Finance Limited. He is an MBA and also holds a degree in Law. He has over 16 years of experience in different industries like manufacturing, Insurance and housing finance and has worked with organizations like JSW Steel and Bharti Axa General Insurance before joining PNB Housing Finance Limited. He has been a successful HR professional with experience of transforming business along the way. We are sure that his guidance and leadership will take the Company to new highs.

PROXY FORM

Form MGT-11

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: U67200DL2017PLC322468

Name of the Company: PHFL HOME LOANS AND SERVICES LIMITED

Registered Office: Flat No 207 & 209, 2nd Floor Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi -110001

Name of member(s): ____________________

Registered Address: ____________________

E-mail ID: ____________________

Master Folio No.: ____________________

DP ID*:: ____________________

CLIENT ID*: ____________________

I/We being the member (s) of ____________________ shares of the above-named Company, hereby appoint:

S. No.	Name	Address	E-mail ID	Signature	
1					or failing him
2					or failing him
3					

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on Friday, August 01, 2025 at 3:00 p.m. (IST) at the registered office of the Company situated at Flat No 207 & 209, 2nd Floor Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi – 110001, or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
Ordinary Business(es)			
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Girish Kousgi (DIN: 08524205) who retires by rotation and being eligible, offer herself for re-appointment.		
3.	To Declare Dividend on Equity Shares.		
Special Business(es)			
4.	To appoint Mr. Satish Kumar Singh (DIN: 11098325) as Director of the Company liable to retire by rotation.		

Signed this __________ day of __________2025

Affix One Rupee Revenue Stamp

Signature of Shareholder ______________________

Signature of Proxy ______________________

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Shareholders may give their assent or dissent against each resolution.

*Applicable for members holding shares in electronic form.

ATTENDANCE SLIP

Member(s) or his/ her/ their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

DP ID*								

Master Folio No	

Client ID*								

No. of Shares	

NAME AND ADDRESS OF THE MEMBER: ____

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____

I hereby record my presence at the at the 8th Annual General Meeting of the Company held on Friday, August 01, 2025 at 3:00 p.m. (IST) at the registered office of the Company situated at Flat No 207 & 209, 2nd Floor Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi – 110001, or any adjournment thereof.

Please tick in the box

☐ Members ☐ Proxy

_________________________ ____________ ________________

Name of the Proxy in Block Letters (if applicable) | Member's Signature | Proxy's Signature

* Applicable for members holding shares in electronic form.

ROUTE MAP TO AGM VENUE