



NOTICE

NOTICE is hereby given that the Seventh (7th) Annual General Meeting (AGM) of the Members of **PHFL Home Loans and Services Limited ("Company")** will be held on Wednesday, August 7, 2024 at 12 Noon at the registered office of the Company situated at Flat No 207 & 209, 2nd Floor Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi – 110001 to 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, 2024 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, 2024, the Statement of Profit and Loss and Cash Flow Statements for the Financial Year ended on March 31, 2024, 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 Ms. Deepika Gupta Padhi (DIN: 08002469) who retires by rotation and being eligible, offer herself 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), Ms. Deepika Gupta Padhi (DIN: 08002469), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: To appoint Mr. Dilip Vaitheeswaran (DIN: 10390048) 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. Dilip Vaitheeswaran (DIN: 10390048), who was appointed as an Additional Director of the Company w.e.f. November 22, 2023 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/-

**Deepika Gupta Padhi
Director
DIN: 08002469**

**Date: July 04, 2024
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. HOWEVER, 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. EVERY 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 04, 2024.



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/-

**Deepika Gupta Padhi
Director
DIN: 08002469**

**Date: July 04, 2024
Place: New Delhi**



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

ITEM NO. 3

The Board of Directors of the Company has appointed Mr. Dilip Vaitheeswaran (DIN: 10390048) as an Additional Director (Non-Executive Director) of the Company with effect from November 22, 2023. 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. Dilip Vaitheeswaran (DIN: 10390048) 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. Vinay Gupta to the office of Director.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. Dilip Vaitheeswaran are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution set forth in Item no. 3 of the accompanying Notice for the approval of members as an Ordinary Resolution. Brief profile and other details of Mr. Dilip Vaitheeswaran 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	Ms. Deepika Gupta Padhi	Mr. Dilip Vaitheeswaran
Date of Birth	April 07, 1979	June 17, 1985
Age	45 years	39 years
Date of first Appointment on the Board	February 07, 2020	November 22, 2023
Qualifications	Bachelor's Degree, Mathematics and Economics and a Master Degree in Economics.	Bachelor's degree in mechanical engineering from Anna University, Chennai, and a master's degree in business administration from the Indian Institute of Foreign Trade, New Delhi.
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	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	1 (As nominee of PNB Housing Finance Limited)	Nil
Relationship with other Directors / KMPs	None	None
Directorships / Committee Membership and Chairmanship held in other Companies	Directorship: Divergent Engagements Private Limited. Chairmanship of Board Committees: NIL Membership of Board Committees: NIL	Directorship: NIL Chairmanship of Board Committees: NIL Membership of Board Committees: NIL
No. of Board Meetings attended during the Financial year 23-24	8	2
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/-

Deepika Gupta Padhi
Director
DIN: 08002469

Date: July 04, 2024
Place: New Delhi



Brief Profile:

Ms. Deepika Gupta Padhi is the head of Treasury and Investor Relations and is responsible for the capital raise activity at PNB Housing Finance. In the past she has worked across multiple sectors with reputed companies like Aurobindo Pharma, Cairn India, Radico Khaitan and SPA Capital. She has over 22 years of experience in the areas of Treasury, Investor Relations, Fund Raising, Stake Sale and Due diligence. She is an MBA (Finance) and an alumnus of IIM Ahmedabad. She has been recognised as one of the “India’s top 100 women in Finance 2019” and has also been conferred with “Business Excellence & Innovative Best Practices Academia Award – 2019” by New Delhi Institute of Management.

Mr. Dilip Vaitheeswaran heads the prime and emerging markets businesses on the lending side and the deposits business for the firm. He also heads the business intelligence and analytics function for the firm. He has 15+ years of experience in the retail lending business across business strategy, product & portfolio management, sales & distribution, and P&L management functions. He is responsible for growth, and profitability outcomes for the retail business of the company. He holds a bachelor's degree in mechanical engineering from Anna University, Chennai, and a master's degree in business administration from the Indian Institute of Foreign Trade, New Delhi. Before joining us, he was associated with Axis Bank Limited.



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 Wednesday, August 7, 2024 at 12 Noon (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, 2024 along with the Reports of the Board of Directors and Auditors thereon.		



Resolution No.	Description	Assent	Dissent
2.	To appoint a Director in place of Ms. Deepika Gupta Padhi (DIN: 08002469) who retires by rotation and being eligible, offer herself for re-appointment.		
Special Business(es)			
3.	To appoint Mr. Dilip Vaitheeswaran (DIN: 10390048) as Director of the Company liable to retire by rotation.		

Signed this _____ day of _____ 2024

Signature of Shareholder _____

Signature of Proxy _____

Affix One
Rupee
Revenue
Stamp

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*								
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Master Folio No	
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Client ID*								
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER: _____

I hereby record my presence at the at the 7th Annual General Meeting of the Company held on Wednesday, August 7, 2024 at 12 Noon (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

