

NOTICE

NOTICE is hereby given that the Third Annual General Meeting ("Meeting") of the member(s) of PHFL Home Loans and Services Limited ("Company") will be held on Tuesday, July 21, 2020 at 03rd Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi 110001 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon and pass the following resolution as an **Ordinary Resolution**;

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of the Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Anshul Bhargava (DIN: 07780426) as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Anshul Bhargava (DIN: 07780426) who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible for re-appointment be and is hereby re-appointed as Director of the Company"

SPECIAL BUSINESS

1. To Regularisation of appointment of Mr. Kapish Jain as Director and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Kapish Jain (DIN: 08015216) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

2. To Regularisation of appointment of Ms. Deepika Gupta Padhi as Director and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Ms. Deepika Gupta Padhi (DIN: 08002469) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

Dated: 12.06.2020

Place: New Delhi

BY ORDER OF THE BOARD



Kapish Jain
Chairman
DIN: 08015216

PHFL Home Loans and Services Limited

पंजीकृत कार्यालय: 207 & 209, 2^{वीं} मंजिल, अंतरिक्ष भवन, 22, कस्तूरबा गाँधी मार्ग, न्यू दिल्ली - 110001

Regd. Office: 207 & 209, 2nd Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi - 110001

CIN: U67200DL2017PLC322468, Phone: 011-23735678, Website: www.phfl.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 3 to 4:

Item no. 3

Appointment of Mr. Kapish Jain (DIN 08015216) as an Director

The Board of Directors of the Company had appointed Mr. Kapish Jain as Additional Director of the Company in the Board Meeting held on July 24, 2019 to hold the office till the conclusion of the next Annual General Meeting.

Accordingly, in terms of the requirement of the provisions of Companies Act, 2013 approval of members of the Company is required for regularization of Mr. Kapish Jain as Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relative except Mr. Kapish Jain is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

Item no. 4

Appointment of Ms. Deepika Gupta Padhi (DIN 08002469) as Director

The Board of Directors of the Company had appointed Ms. Deepika Gupta Padhi as an Additional Director of the Company by circular resolution dated February 07, 2020 to hold the office till the conclusion of the next Annual General Meeting.

Accordingly, in terms of the requirement of the provisions of Companies Act, 2013 approval of members of the Company is required for regularization of Ms. Deepika Gupta Padhi as Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relative except Ms. Deepika Gupta Padhi is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of members.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent 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 another person or member.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting.

4. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Anshul Bhargava
Date of Birth	3 rd November, 1966
Date of Appointment	22 nd August, 2017
Qualification	
Expertise in Specific functional areas	He is a HR professional with over 25 years of experience. He has excellent understanding and domain expertise in variety of spheres relating to human capital. He has keen interest in mentoring and training, performance management and cadre building. His last assignment was with Asset Reconstruction Company (India) Ltd. He has also served the Indian Army.
No. of Equity Shares held in the Company	1 (As a Nominee shareholder)
Terms & conditions of reappointment	Non-executive Director (Director retire by rotation)
Remuneration last drawn during FY 2018-19	Nil
No. of meetings of Board attended during the year	3
Directorships held in other Indian public limited Companies	Nil
Relationship with any other Director inter-se and KMPs of the Company	None
Committee Details of other Companies	Nil

BY ORDER OF THE BOARD

Dated: 12.06.2020
Place: New Delhi


Kapish Jain
Chairman
DIN: 08015216



Proxy 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: PNB Housing Finance Limited
Registered Office: 207 and 209, 2nd Floor, Antriksh Bhawan, 22 K G 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 Second Annual General Meeting of the Company, to be held on Tuesday, July 21, 2020 at 03rd Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi 110001 at 10:00 A.M., or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
Ordinary Business			
1.	To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors' and Auditors' thereon.		
2.	To re-appoint Mr. Anshul Bhargava as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.		

Signed this _____ day of _____ 2020

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.



207 and 209, 2nd Floor, Antriksh Bhawan, 22 K G Marg, New Delhi-110001
CIN: U67200DL2017PLC322468

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 Second Annual General Meeting of the Company held on Tuesday, July 21, 2020 at 03rd Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi 110001 at 10:00 A.M., 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

