



**Regd. Office: 207 & 209, 2<sup>nd</sup> Floor, Antriksh Bhawan, 22 K G Marg, New Delhi-110001**

### **NOTICE**

**NOTICE** is hereby given that the Fourth Annual General Meeting ("Meeting") of the member(s) of PHFL Home Loans and Services Limited ("Company") will be held on Thursday, September 02, 2021 at the Registered Office of the Company at 11:30 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, 2021 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 31<sup>st</sup> March, 2021 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 Ms. Deepika Gupta Padhi (DIN: 08002469) 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** Ms. Deepika Gupta Padhi (DIN: 08002469) 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**

3. To Regularisation of appointment of Mr. Hardayal Prasad 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. Hardayal Prasad (DIN-08024303) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as Director of the Company.

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


4. To Regularisation of appointment of Mr. Rajan Suri 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. Rajan Suri (DIN-08990176) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as Director of the Company.

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

Dated: 23.07.2021  
Place: New Delhi

**BY ORDER OF THE BOARD**

  
**Hardayal Prasad**  
Chairman  
DIN - 08024303

**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. Hardayal Prasad (DIN 08024303) as Director**

The Board of Directors of the Company had appointed Mr. Hardayal Prasad as Additional Director of the Company by circular resolution dated December 08, 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 Mr. Hardayal Prasad as Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relative except Mr. Hardayal Prasad 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 Mr. Rajan Suri (DIN 08990176) as Director**

The Board of Directors of the Company had appointed Mr. Rajan Suri as an Additional Director of the Company by circular resolution dated December 08, 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 Mr. Rajan Suri as Director of the Company.

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

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

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

<b>Name of the Director</b>	<b>Mr Hardayal Prasad</b>	<b>Mr. Rajan Suri</b>	<b>Ms. Deepika Gupta Padhi</b>
Date of Birth	12.12.1960	15.12.1977	07.04.1979
Date of Appointment	08.12.2020	08.12.2020	07.02.2020
Qualification	Certified Associate of the Indian Institute of Bankers, Post graduate in chemistry.	Master of Business Administration, Bachelor of Engineering (BE), Electronics and Communication	Master of Business Administration, Masters in Economics.
Expertise in Specific functional areas	He is a senior professional with experience in banking, credit, risk management and information technology. He was part of State Bank of India for over three decades and has handled several assignments for the bank in various locations in India and abroad. He has held senior position in the SBI and leadership position SBI Cards Limited.  He is Currently MD and CEO of PNB Housing Finance Limited	He is a strong professional with over 18 years of rich experience across industry. Major 10 years of experience of Mortgages. In the span of this experience, have transversed a journey and achieved various growth level, right from the setting of newbranch/team/business.  He is currently Business Head – Retail Asset of PNB Housing Finance Limited	She is a passionate and proficient finance professional with 18 years of experience in multiple sectors viz BFSI, Pharma, Oil & Gas and Consumer. Over time she has worked and built strong understanding in the areas of Investor Relations, Treasury, Fund Raising, Due diligence, MIS etc.  She currently heads Investor Relations at PNB Housing Finance.
No. of Equity Shares held in the Company	Nil	Nil	1 (As nominee of PNB Housing Finance Limited)
Terms & conditions of appointment	Non-Executive Director (Director liable to retire by rotation)	Non-Executive Director (Director liable to retire by rotation)	Non-Executive Director (Director liable to retire by rotation)
Details of Remuneration sought to be paid (Per annum)	Nil	Nil	Nil
Remuneration last drawn during FY 2019-20	Nil	Nil	Nil
Date of first appointment on the Board	08.12.2020	08.12.2020	07.02.2020
No. of meetings of Board attended during the year	1	1	4
Directorships held in other Companies	1. PNB Housing Finance Limited 2. Pehel Foundation	Nil	Divergent Engagements Pvt. Ltd.

Relationship with any other Director inter-se and KMPs of the Company	None	None	None
Committee Details *	Member of following committee of PNB Housing Finance Limited: 1. Risk Management Committee. 2. Stakeholder Relationship Committee. 3. Corporate Social Responsibility Committee 4. Credit Committee of Board 5. IT Strategy Committee	Member of CSR Committee of PHFL Home Loans and Services Limited	Member of CSR Committee of PHFL Home Loans Services Limited

**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 FORTYEIGHT 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



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: PHFL HOME LOANS AND SERVICES 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 Fourth Annual General Meeting of the Company, to be held on Thursday, September 02, 2021, at the Registered Office of the Company at 11:30 A.M., or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
<b>Ordinary Business</b>			
1.	To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors' and Auditors' thereon.		
2	To re-appoint Ms. Deepika Gupta Padhi as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.		
3	To Regularisation of appointment of Mr. Hardayal Prasad as Director		
4	To Regularisation of appointment of Mr. Rajan Suri as Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

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.



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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 Fourth Annual General Meeting of the Company held on Thursday, September 02, 2021, at the Registered Office of the Company at 11:30 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

