



NOTICE

NOTICE is hereby given that the Sixth (6th) Annual General Meeting (AGM) of the Members of **PHFL Home Loans and Services Limited (“Company”)** will be held on Wednesday, July 05, 2023 at 12:00 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, India 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, 2023 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, 2023, the Statement of Profit and Loss and Cash Flow Statements for the Financial Year ended on March 31, 2023, 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. Amit Singh (DIN: 09474114) 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. Amit Singh (DIN: 09474114), 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 consider and approve re- appointment of B R Maheshwari & Co LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

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 139, 141, 142 and all 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) and pursuant to the recommendations of Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint B R Maheshwari & Co LLP, Chartered Accountants (Registration No. 001035N/N500050) as the Statutory Auditors of the Company for a second term of three consecutive years, to hold office from the conclusion of 6th (Sixth) Annual General Meeting (“AGM”) till the conclusion of the 9th (Ninth) AGM to be held in the year 2026, at a remuneration to be decided by the Board of Directors of the Company in consultation with the Statutory Auditors.”



SPECIAL BUSINESS (es):

Item No. 4: To appoint Mr. Girish Kousgi (DIN: 08524205) 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. Girish Kousgi (DIN: 08524205), who was appointed as an Additional Director of the Company w.e.f. October 22, 2022 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.”

Item No. 5: To appoint Mr. Vinay Gupta (DIN: 10161211) 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. Vinay Gupta (DIN: 10161211), who was appointed as an Additional Director of the Company w.e.f. May 12, 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: June 06, 2023
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. 4 to 5 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 June 06, 2023.



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**

**Date: June 06, 2023
Place: New Delhi**

sd/-
**Deepika Gupta Padhi
Director
DIN: 08002469**



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

ITEM NO. 4

The Board of Directors of the Company had appointed Mr. Girish Kousgi (DIN: 08524205) as an Additional Director (Non-Executive Director) of the Company with effect from October 22, 2022. 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. Girish Kousgi (DIN: 08524205) 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 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. Girish Kousgi to the office of Director of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. Girish Kousgi 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 Notice as an Ordinary Resolution. Brief profile and other details of Mr. Girish Kousgi pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is furnished in Annexure - A of the Notice.

ITEM NO. 5

The Board of Directors of the Company has appointed Mr. Vinay Gupta (DIN: 10161211) as an Additional Director (Non-Executive Director) of the Company with effect from May 12, 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. Vinay Gupta (DIN: 10161211) 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. Vinay Gupta are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item no. 5 of the accompanying Notice for the approval of members as an Ordinary Resolution. Brief profile and other details of Mr. Vinay Gupta 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. Amit Singh (DIN: 09474114)	Mr. Girish Kousgi (DIN: 08524205)	Mr. Vinay Gupta (DIN: 10161211)
Date of Birth	10-11-1977	14-09-1970	07-11-1979
Age	45 Years	52 Years	43 Years
Date of first Appointment on the Board	20-01-2022	22-10-2022	12-05-2023
Qualifications	MBA degree in Human Resource from ICFAI Business School, Mumbai	Executive Master's diploma in business administration from Indian Institute of Commerce and Trade	Member of the Institute of Chartered Accountants of India
Experience and Nature of expertise in specific functional area	As per brief profile attached	As per brief profile attached	As per brief profile attached
Past Remuneration	Nil	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	Appointment as a Non-Executive Director, liable to retire by rotation
Shareholding in the Company	1 (As nominee of PNB Housing Finance Limited)	Nil	1 (As nominee of PNB Housing Finance Limited)
Relationship with other Directors / KMPs	None	None	None
Directorships / Committee Membership and Chairmanship held in other Companies	<p>Directorship: PEHEL Foundation</p> <p>Chairmanship of Board Committees: NIL</p> <p>Membership of Board Committees: NIL</p>	<p>Directorship: 1. PNB Housing Finance Limited 2. PEHEL Foundation</p> <p>Chairmanship of Board Committees: NIL</p> <p>Membership of Board Committees: PNB Housing Finance Limited a. Corporate Social Responsibility Committee b. Credit Committee of the Board c. Risk Management Committee d. Stakeholders Relationship Committee e. IT Strategy Committee</p>	<p>Directorship: PEHEL Foundation</p> <p>Chairmanship of Board Committees: NIL</p> <p>Membership of Board Committees: NIL</p>



No. of Board Meetings attended during the Financial year 22-23	5 (Five)	3 (Three)	Nil
Details of remuneration sought to be paid (per annum)	Nil	Nil	Nil

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

**Date: June 06, 2023
Place: New Delhi**

sd/-
**Deepika Gupta Padhi
Director
DIN: 08002469**



Brief Profile:

Mr. Amit Singh Chief People Officer at PNB Housing Finance Limited, is a seasoned HR professional who brings in 18 years of rich and diverse experience in building performance-led, competitive teams for the successful functioning of fast-growing organizations. Mr. Amit has diverse expertise across businesses like Asset Management, Investment Banking, Securities, Wholesale Banking, Project Finance, Risk, Private Equity, Shared Services and Information Technology in his elaborated career so far. He is known for his extensive experience in leading HR transformation journeys and creating value for Business enterprises.

Mr. Amit plays a crucial role within PNB Housing Finance leadership team in supporting the organization's growth and managing People strategy for the Company. He leads the HR function, which includes learning & development, talent acquisition, developing people-centric organizational development priorities including, talent management & development, coaching, capability building, performance & reward strategy, HR digital strategy and sustaining an inclusive work culture for business growth. He is also spearheading the CSR initiatives for the company and forwarding its agenda of nation building.

Prior to joining PNB Housing Finance, he was associated with prominent financial institutions, including SBI Mutual Fund where he led the HR department and IDFC Bank, where he was Director & Business HR Head. He has also served stints at leading companies such as TCS and Blue Star InfoTech. He holds an MBA degree in Human Resource from ICFAI Business School, Mumbai.

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. Vinay Gupta is the Chief Financial Officer of the PNB Housing Finance Limited. He is responsible for overall finance, treasury and investor relations function in our Company. He has passed the examination for a bachelor's degree in commerce from University of Delhi. He is a member of the Institute of Chartered Accountants of India. Previously, he was associated with SBI Cards and Payment Services Limited, GE Capital Services Limited and Price Waterhouse.



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 6th Annual General Meeting of the Company, to be held on Wednesday, July 05, 2023 at 12:00 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, 2023 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 Mr. Amit Singh (DIN: 09474114) who retires by rotation and being eligible, offer himself for re-appointment.		
3.	To consider and approve re- appointment of B R Maheshwari & Co LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		
Special Business(es)			
4.	To appoint Mr. Girish Kousgi (DIN: 08524205) as Director of the Company liable to retire by rotation.		
5.	To appoint Mr. Vinay Gupta (DIN: 10161211) as Director of the Company liable to retire by rotation.		

Signed this _____ day of _____ 2023

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*									
--------	--	--	--	--	--	--	--	--	--

Master Folio No	
-----------------	--

Client ID*									
------------	--	--	--	--	--	--	--	--	--

No. of Shares	
---------------	--

NAME AND ADDRESS OF THE MEMBER: _____

I hereby record my presence at the at the 6th Annual General Meeting of the Company held on Wednesday, July 05, 2023 at 12:00 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

