

128<sup>th</sup>

# ANNUAL REPORT

2022-2023

**PNB FINANCE AND  
INDUSTRIES LIMITED**

# *Contents*

Notice of the Meeting	2-14
Board's Report	15-27
Corporate Governance Report	28-42
Management Discussion and Analysis Report	43-44
Report Pursuant to NBFC Auditor's Report	45
Auditor's Report	46-52
Balance Sheet	53
Statement of Profit & Loss	54
Cash Flow Statement	55-56
Statement of Changes in Equity	57
Notes to Financial Statements	58-94
<b>CONSOLIDATED ACCOUNTS</b>	
Auditor's Report	95-98
Consolidated Balance Sheet	99
Consolidated Statement of Profit & Loss	100
Consolidated Cash Flow Statement	101-102
Consolidated Statement of Changes in Equity	103
Consolidated Notes to Financial Statements	104-127

## BOARD OF DIRECTORS

ASHISH VERMA	<i>DIRECTOR</i>
GOVIND SWARUP	<i>DIRECTOR</i>
RAKESH DHAMANI	<i>DIRECTOR</i>
SAUMYA AGARWAL	<i>DIRECTOR</i>
SHWETA SAXENA	<i>DIRECTOR</i>

## COMPANY SECRETARY

SHWETA SAXENA

## CHIEF FINANCIAL OFFICER

VIVEKA NAND JHA

## MANAGER

VIJAY KUMAR BAKSHI

## AUDITORS

AWATAR & CO.  
*Chartered Accountants*  
New Delhi

## REGISTRAR & SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES (P) LTD.  
D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020  
Tel : +91-11- 26812682/83  
E-mail : admin@skylinerta.com

## REGISTERED OFFICE

CIN: L65929DL1947PLC001240  
1<sup>st</sup> Floor, Express Building, 9-10,  
Bahadur Shah Zafar Marg, New Delhi-110002  
Tel : +91-7303495375  
E-mail : pnbfinanceindustries@gmail.com  
Website: www.pnbfinanceandindustries.com

## NOTICE

NOTICE is hereby given that the 128<sup>th</sup> Annual General Meeting of the members of PNB Finance and Industries Limited (the 'Company') will be held on Wednesday, July 12, 2023 at 10:30 A.M. IST through Video Conference (VC) to transact the following businesses:

### **Ordinary business:**

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors ('the Board') and auditors thereon.
2. To appoint the Statutory Auditors of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Companies (Audit and Auditors) Rules, 2014 ('Rules'), and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the RBI vide Circular Ref. No. DoS. CD.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 ('Guidelines') (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors of the Company, M/s Tanuj Garg & Associates, Chartered Accountants (Firm Registration No. 013843C) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of three (3) consecutive years, from the conclusion of 128<sup>th</sup> Annual General Meeting up to the conclusion of the 131<sup>st</sup> Annual General Meeting of the Company, at such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** all the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing necessary e-forms, papers with the statutory authorities as may be considered necessary, desirable or expedient to give effect to this resolution."

### **Special business:**

3. **To appoint Mr. Rakesh Dhamani (DIN: 07065199) as a Director and reappoint him as an Independent Director for a second term.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** Mr. Rakesh Dhamani (DIN: 07065199), who was appointed as an Additional Director of the Company effective from April 16, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and who is eligible for appointment and who has given a notice in writing under Section 160(1) of the Act to the Company proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Rakesh Dhamani (DIN: 07065199), who meets the criteria of independence as provided in Section 149(6) of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company, for the second consecutive term, i.e., from April 16, 2023 to April 15, 2028, be and is hereby approved."

4. **To appoint Mr. Tarun Verma as a Manager of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of

the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, if any, of the Act or any statutory modification(s) or re-enactment thereof and based on the recommendation on Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Tarun Verma, as ‘Manager’ of the Company for a period of 3 (three) years effective from June 01, 2023.

**RESOLVED FURTHER THAT** the appointment of Mr. Tarun Verma as a Manager of the Company shall at all times be under the supervision and control of the Board and at such other terms and conditions as mentioned in his appointment letter and on a gross remuneration of ₹ 4.35 lakh (Rupees Four Lakh Thirty Five Thousand only) per annum being the minimum remuneration to be paid even in the event of loss or inadequacy of profits in accordance with the provisions of Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Tarun Verma.

**RESOLVED FURTHER THAT** all Directors of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this Resolution or otherwise as considered by them to be best Interest of the Company.”

By order of the Board of Directors  
For **PNB Finance and Industries Limited**

**Shweta Saxena**  
Director & Company Secretary  
DIN & Membership No.: 03120958 & A18585

**Place: New Delhi**  
**Date: May 31, 2023**

**Registered Office:**  
**1st Floor, Express Building, 9-10,**  
**Bahadur Shah Zafar Marg, New Delhi-110002**  
**CIN: L65929DL1947PLC001240 Tel: +91-7303495375**  
**Website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)**  
**Email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)**

## NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022 in continuation of general circular No. 20/2020 (collectively referred as “Circulars”), the Ministry of Corporate Affairs (“MCA”) has allowed companies to conduct their Annual General Meeting (AGM) through Video Conferencing (VC) or through other audio visual means (OAVM) which are due in the year 2023. Similarly, Securities and Exchange Board of India (hereinafter referred as ‘SEBI’) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 has extended certain relaxation to listed entities for holding AGM and in compliance with the above given circulars and guidelines issued by MCA and SEBI, the Company is conducting its 128<sup>th</sup> Annual General Meeting (AGM) through Video Conferencing (VC). The registered office of the Company shall be deemed to be the venue for the AGM.

Detailed instructions with respect to participation in the AGM through VC are provided in Annexure A to this notice; Members are requested to read the notes carefully to understand the procedural requirement to attend the AGM through VC.

2. In line with the above stated circulars, dispatch of physical copies of annual report or other documents required to be attached therewith to shareholders is dispensed with.

Copy of the Annual Report 2022-23, Notice of 128<sup>th</sup> AGM and instructions for e-voting and participation through VC, are being sent by electronic mode only to those members whose email addresses are registered with the Company/ depository participant(s) for communication purpose.

Members who have not registered their email addresses, are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone: 011-26812682/83, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com).

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), which sets out the details relating to the Special Businesses to be transacted at the AGM, is annexed to the Notice.



4. The Register of Members and Share Transfer Books of the Company will remain closed from July 06, 2023 to July 12, 2023 (both days inclusive). The cut-off date for determining the members who are entitled to vote through remote e-voting or voting at the meeting through VC is July 05, 2023.

5. Since the AGM will be held through VC, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this AGM; and hence, the Proxy Form, Attendance Slip and Route Map to AGM venue are not annexed to this Notice.

6. Corporate members intending to attend the AGM shall send certified true copy of the Board resolution to the Company through email at [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com) for authorizing their representative to attend and vote through remote e-voting or for participation and voting in the meeting through VC.

Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email address mentioning their name, DP ID, Client ID/folio number, self-attested PAN, mobile number at [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com) from July 03, 2023 (9:00 a.m. IST) to July 07, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members, who have not registered themselves as speaker shareholder and wish to raise queries can post their questions in chat box option during AGM and the same will be answered by the Company within 7 days from the date of AGM through email at the registered email address of the member.

8. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted or require information about accounts can send in their questions/comments in advance by sending an email at [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com) during the period starting from July 03, 2023 (9:00 a.m. IST) to July 07, 2023 (5:00 p.m. IST)

mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

9. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which directors are interested will be available for inspection in electronic mode for the members. Members who wish to inspect the documents are requested to send an email to [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com) mentioning their name, folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

11. Members are also requested to notify any changes in their addresses immediately to the Registrar & Share Transfer Agent- Skyline Financial Services (P) Ltd.

12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated to update the PAN, KYC, nomination details, bank details, contact details and specimen signature of all shareholders holding shares in physical form and compulsory linking of PAN with aadhar no. by all shareholders.

In the said circular, SEBI has also stipulated that if the shareholders holding shares in physical mode do not update the PAN, KYC and nomination details or these details are not made available to the Company/their Registrar and Share Transfer Agents (RTA) by September 30, 2023, then such folios shall be frozen by RTA on or after October 01, 2023 (or any other date as may be notified) as per the directive issued by SEBI. Also, the folios in which PAN is not linked to Aadhaar as on June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes will also be frozen by the RTA.

Shareholders are requested to comply with the process as mandated by SEBI. Necessary communication on this matter has been sent by the Company to shareholders holding shares in physical form. Requisite forms are also available on the Company's website at [www.pnbfinanceindustries.com](http://www.pnbfinanceindustries.com) and at RTA's website <http://www.skylinerta.com>.

13. Pursuant to the provisions of Section 124 of the Act, and Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has been unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. In terms of above provisions, such amount of unclaimed dividend and shares become due for transfer to the IEPF on November 05, 2023.

Individual notices to respective shareholders will be sent at their latest addresses available in the Company records, as per the timelines prescribed under IEPF Rules, inter alia, providing the details of shares liable to be transferred to IEPF for taking appropriate action.

The concerned shareholders are requested to claim unclaimed dividend on or before November 05, 2023, failing which their shares shall be transferred to IEPF. The Company will upload details of such shares due for transfer to IEPF on its website [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

In case the shareholders have any queries wrt subject matter and IEPF Rules, they may send their queries to the Company at mail id: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com) or can contact Skyline Financial Services Private Limited (Registrar and Transfer Agent), D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone: 011-26812682/83, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com).

14. Members may note that shares as well as unclaimed dividend transferred to IEPF authority can be claimed. Concerned members are advised to visit the weblink: <http://www.iepf.gov.in/> and/or Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com) for the procedure to claim the shares and dividend thereon.
15. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ Splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. In terms of Section 72 of the Act, the shareholders can exercise their right to nominate any person in whom the securities held by such shareholder shall vest in the event of the death of such shareholder. Members who have not yet registered their nomination are requested to submit the required form (Form no. SH13) to their DP in case shares are held in demat form and to RTA in case shares are held in physical form. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).
17. SEBI has issued circular SEBI/HO/OIAE/2023/03394 dated January 27, 2023, regarding "Generating Awareness on Availability of Dispute Resolution Mechanism at Stock Exchanges against Listed Companies/Registrar to an Issue and Share Transfer Agents (RTAs)" whereby shareholders in case of having any dispute against a listed company and or its RTA on delay or default in processing request, they can file for arbitration with Stock Exchange.
- The Company has sent necessary communication in this regard through RTA to all investors who hold shares in physical form.
18. Members may note that the Company has followed all the guidelines and procedure as required under the MCA and SEBI circulars as stated above and duly complied with the regulatory framework.

## Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 3

#### **Re-appointment of Mr. Rakesh Dhamani as Non-Executive Independent Director for a second consecutive term**

Mr. Rakesh Dhamani (DIN: 07065199) was appointed as an Independent Director of the Company by the Members of the Company for a period of 5 years w.e.f April 16, 2018 upto April 15, 2023 ("first term").

As per the provisions of Section 149 (10) of the Companies Act, 2013 ("Act") an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

Based on his performance evaluation and considering his business knowledge, skills, experience and the substantial contribution made during his tenure and considering that the continued association of Mr. Dhamani as an Independent Director of the Company would be beneficial to the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board, vide Resolution passed on February 07, 2023, appointed Mr. Dhamani as an Additional Director of the Company and subject to approval of the Members by way of Special Resolution at the ensuing 128<sup>th</sup> AGM of the Company and re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term commencing from April 16, 2023 upto April 15, 2028.

Mr. Dhamani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to continue as an Independent Director.

Mr. Dhamani had also confirmed his eligibility to act as an Independent Director in compliance with Section 149(6) of the Act, Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations.

A brief profile of Mr. Rakesh Dhamani and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the Listing Regulations are provided in Annexure 1 to this Notice.

In the opinion of the Board, Mr. Dhamani fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection.

Except for Mr. Dhamani and/or his relatives, no other

Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the reappointment of Mr. Dhamani as an Independent Director as proposed in the Resolution set out at Item No. 3 for approval by the Members by special resolution.

### Item no. 4

#### **Appointment of Mr. Tarun Verma as a Manager of the Company**

The members of the Company had re-appointed Mr. Vijay Kumar Bakshi as Manager of the Company for a second term for a period of 3 (three) years effective from April 01, 2021 at 126<sup>th</sup> Annual General Meeting (AGM) held on September 30, 2021. However, Mr. Bakshi tendered his resignation from the position of Manager of the Company with effect from close of working day on May 31, 2023 due to his personal reasons.

Accordingly, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, at its Meeting held on May 31, 2023 and in pursuance to the provisions of Section 196, 197, 203 and rules made thereunder and Schedule V to the Act and subject to the Members approval, has appointed Mr. Tarun Verma as the Manager of Company for a period of 3 (three) years effective June 01, 2023 on the terms and conditions including remuneration as mentioned in the appointment letter subject to the approval of shareholders at the ensuing AGM.

Statement pursuant to Section 198 read with Part II of Schedule V of the Act is as follows:

<b>I General Information</b>		
1	Nature of industry	NBFC Investment Company
2	Date of commencement of commercial production	Not applicable
3	Financial Performance	For the financial year 2022-23, the consolidated profit after tax is ₹ 179.39 lakhs and standalone profit after tax is ₹ 603.13 lakhs. For detailed financials please refer the Annual Report of the Company.
4	Foreign Investment and collaborations, if any	Nil



<b>II Information about the appointee</b>		
1	Background details	Mr. Verma has more than 10 years of experience in administration
2	Past remuneration	Not Applicable
3	Recognitions or Awards	None
4	Job profile and his suitability	Mr. Verma has more than 10 years of experience in administration
5	Remuneration proposed	₹ 4.35 lakh per annum
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and Person	The proposed remuneration is commensurate to the size and extent of operation of the Company.
7	Pecuniary relationship with the Company, relationship with the managerial personnel or other director, if any	He is not related to any of the Directors and other Key Managerial Personnel of the Company.  Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.
<b>III Other Information</b>		
1	Reason for loss or inadequate profits	Not Applicable
2	Steps taken or proposed to be taken for Improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable
<b>IV Disclosures</b>		
	Particulars	Mr. Tarun Verma (Manager)
1	All elements of salary/ remuneration	Provided below
2	Details of fixed components, performance linked incentives	

3	Service contracts	Mr.Tarun Verma is proposed to be appointed as Manager of the Company for a term of 3 (three) years with effect from June 01, 2023.
4	Stock Option details	Not Applicable

The elements of salary / remuneration including details of fixed component, performance linked incentives:

<b>Amount (₹ in lakh)</b>		
S. No.	Particulars	Mr. Tarun Verma (Manager)
1	Basic Salary	2.18
2	House Rent Allowance (HRA)	1.09
3	Special pay	0.72
4	Leave Travel Allowance	0.36
	<b>Gross Remuneration*</b>	<b>4.35</b>

*\* It excludes gratuity and provident fund. Medici claim will be paid as per Company's policy.*

The appointment letter setting out the terms of appointment shall be kept for inspection by the members during the Annual General Meeting.

A brief profile of Mr. Tarun Verma and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the Listing Regulations are provided in Annexure 1 to this Notice.

The Board recommends the appointment of Mr. Tarun Verma as Manager as an Ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

Mr. Tarun Verma and his relatives are interested in the resolution set out at item No. 4 of the notice with regard to his appointment in the Company.

Save and except the above, none of the other directors / key managerial personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

Annexure 1

**Details of the Directors/ Manager/ Auditor seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36(3) and (5) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)**

**Item No. 2**

Proposed statutory audit fees payable to the auditors	As may be mutually agreed by and between the Board of Directors of the Company and the Auditors.
Terms of appointments	M/s Tanuj Garg & Associates, Chartered Accountants (Firm Registration No. 013843C), are recommended for appointment for a term of three (3) years from the conclusion of 128 <sup>th</sup> AGM until the conclusion of the 131 <sup>st</sup> AGM of the Company to be held in the year 2026.
Material changes in the fees payable to the new auditor	No material change in the fees for the proposed auditors.
Basis of recommendation and auditor credentials	The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013 and also the size and structure of the Company.  M/s. Tanuj Garg & Associates, Chartered Accountants (Firm Registration No. 013843C is renowned CA firm having more than 15 years of experience of audit.

**Item No.3**

<b>Name of Director</b>	<b>Mr. Rakesh Dhamani</b>
<b>DIN</b>	07065199
<b>Designation / Category of Directorship</b>	Non-Executive Independent Director
<b>Date of Birth (Age)</b>	October 02, 1964 (Age : 58 years)
<b>Date of appointment/ re-appointment</b>	Appointment: April 16, 2018 Re-appointment: April 16, 2023

<b>Expertise in specific functional areas</b>	Over 30 years of experience in accounts, finance, taxation and corporate management
<b>Qualifications</b>	CA, CWA, CS, EGMP from IIM Bangalore
<b>Directorships held in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>Green Grit Private Ltd</li> <li>Vardhaman Publishers Ltd</li> <li>Kanchanmani Properties Private Ltd</li> <li>Punjab Mercantile and Traders Ltd</li> <li>Dharmayug Investments Ltd</li> <li>Rajdhani Printers Ltd</li> <li>Times for India Org</li> <li>Artee Viniyoga Ltd</li> <li>Amrit Varsha Foundation</li> <li>Times Council for Social Justice</li> <li>Pronoia Antifragile Social Welfare Foundation</li> <li>Gennext Trusteeship Company Private Ltd</li> <li>Esoterica Services Ltd</li> </ol>
<b>Membership/ Chairmanship of Committees of other Boards position held in other companies</b>	Committee Member of Corporate Social Responsibility Committee in below given Companies: <ol style="list-style-type: none"> <li>Vardhaman Publishers Ltd</li> <li>Dharmayug Investments Ltd</li> </ol>
<b>Listed entities from which the person has resigned in the past three years</b>	Not applicable
<b>Remuneration last drawn and proposed to be paid</b>	NIL Mr. Rakesh Dhamani has waived off his entitlement to sitting fees.
<b>No. of meetings of the Board attended during the year</b>	6 out of 7 board meetings

<b>No. of shares held:</b>  (a) Own  (b) For other persons on a beneficial basis	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Dhamani and concluded that he possesses the relevant skills and capabilities to discharge the role of Independent Directors as defined in the Nomination and Remuneration policy of the Company.
<b>Terms and conditions of re-appointment</b>	His re-appointment shall be on the same terms as approved by the shareholders at the Annual General Meeting held on September 27, 2018.
<b>Summary of performance evaluation</b>	The Nomination and Remuneration Committee and Board have evaluated the performance of Mr. Rakesh Dhamani keeping in view the board evaluation mechanism, the Board found performance of Mr. Dhamani good and satisfactory.
<b>Relationship with other directors/ manager KMP's</b>	None

<b>Membership(s)/ chairmanship(s) of committees of other Companies as on May 31, 2023</b>	Nil
<b>Relationship with other directors/ manager/KMP's</b>	None
<b>Number of shares held in the Company as on May 31, 2023</b>	Nil
<b>Number of board meetings attended during the year</b>	NA
<b>Terms and conditions of appointment</b>	As per the appointment letter dated May 31, 2023.
<b>Remuneration last drawn</b>	NA
<b>Remuneration proposed to be paid</b>	
<b>Justification for appointment</b>	He has over 10 years of experience in administrative activities.

By order of the Board of Directors  
For **PNB Finance and Industries Limited**

**Shweta Saxena**

Director & Company Secretary

DIN & Membership No.: 03120958 & A18585

**Item No.4**

<b>Name of Manager</b>	Mr. Tarun Verma
<b>Date of birth</b>	August 31, 1987 (Age: 35 years)
<b>Date of appointment on Board</b>	June 01, 2023
<b>Qualification</b>	Mr. Tarun Verma is an Arts graduate.
<b>Expertise in specific functional area</b>	He has more than 10 years of experience in the area of administration.
<b>Directorship on other Boards as on May 31, 2023</b>	Nil

**Place: New Delhi**  
**Date: May 31, 2023**

**Registered Office:**

**1st Floor, Express Building, 9-10,  
Bahadur Shah Zafar Marg, New Delhi-110002  
CIN: L65929DL1947PLC001240 Tel: +91-7303495375  
Website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)  
Email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)**

**Notes on attending AGM through Video Conferencing (VC), Remote E Voting and Voting at AGM**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Saturday, July 08, 2023 at 09:00 A.M. and ends on Tuesday, July 11, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 05, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 05, 2023.

**How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div>  <p>App Store</p> </div> <div>  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN 124199” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [balrajsharma@nsdl.co.in](mailto:balrajsharma@nsdl.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC" placed under **"Join meeting"** menu against company name. You are requested to click on VC link placed under Join Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com). The same will be replied by the company suitably.

By order of the Board of Directors  
For **PNB Finance and Industries Limited**

**Shweta Saxena**  
Director & Company Secretary  
DIN & Membership No.: 03120958 & A18585

**Place: New Delhi**

**Date: May 31, 2023**

#### **Registered Office:**

**1st Floor, Express Building, 9-10,**

**Bahadur Shah Zafar Marg, New Delhi-110002**

**CIN: L65929DL1947PLC001240 Tel: +91-7303495375**

**Website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)**

**Email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)**

## BOARD'S REPORT

Dear Members,

Your directors feel immense pleasure in presenting the 128<sup>th</sup> Annual Report of PNB Finance and Industries Limited ("the Company") together with financial statements (standalone and consolidated) and auditors' report thereon for the financial year ended March 31, 2023.

### Financial performance

The standalone and consolidated audited financial statements for the financial year ended March 31, 2023, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

The performance figures of the Company during the year under review and those reported for the corresponding previous year are as under:

(₹ in Lakhs)

Particulars	Standalone results		Consolidated results	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Total income	1065.60	1186.00	1126.96	1561.56
Total expenditure	327.49	199.23	333.76	203.08
Exceptional items	21.68	-	491.78	-
Profit/(loss) before tax	716.43	986.77	301.42	1358.48
Less: Current tax	114.02	171.93	122.93	235.26
Deferred tax charge/ (credit)	(1.03)	(0.75)	(1.21)	(0.81)
Earlier year tax provision (net)	0.31	5.00	0.31	7.04
Profit/(loss) after tax	603.13	810.59	179.39	1116.99

During the year under review, your Company has not carried on any business activity. It has only invested its surplus funds in debt/equity mutual funds, fixed deposits of scheduled banks, corporate deposits of top rated NBFC's, government bonds and equity shares of listed or non-listed companies.

For the financial year 2022-23, the consolidated profit after tax is ₹ 179.39 lakhs and standalone profit after tax is ₹ 603.13 lakhs.

### Material changes and commitments affecting the financial position between the end of the financial year and date of this report

There were no material changes and commitments affecting the financial position between the end of the financial year and date of this report.

### Dividend

Your Directors do not recommend dividend for the year under review.

### Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 of the Companies Act, 2013 ("Act") and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has been unpaid or unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. Accordingly, the Company has transferred the unclaimed dividend of ₹ 65,192 and 1690 shares to IEPF. The details are also available on the Company's website at [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

### Reserves

The Board of Directors of the Company ("Board") proposes to carry a sum of ₹ 20.00 lakh to general reserves of the Company and ₹ 120.63 lakh to special reserve pursuant to Section 45-IC of the Reserve Bank of India Act, 1934.

### Public deposits

During the year under review, the Company has not accepted any public deposits and your Board of Directors have also passed the necessary resolution for non-acceptance of any public deposits during the financial year 2023-24.

### Directors

#### Composition

Mr. Govind Swarup, Mr. Ashish Verma, Mr. Rakesh Dhamani and Ms. Saumya Agarwal continue to be non-executive and independent directors of the Company and Ms. Shweta Saxena continues to be a Whole-Time Director of the Company.

#### Changes in Directors

Mr. Rakesh Dhamani was appointed as an Independent Director by the Members on September 30, 2018 for a period of 5 years w.e.f. April 16, 2018 upto April 15, 2023. Based on an evaluation of the balance of skills, knowledge and experience on the Board and further on the report of performance evaluation, and the substantial contribution

made by him during his tenure and considering that the continued association of Mr. Dhamani as an Independent Director of the Company would be beneficial to the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board, vide Resolution passed on February 07, 2023, appointed Mr. Dhamani as an Additional Director of the Company w.e.f. April 16, 2023 and subject to approval of the Members by way of Special Resolution at the ensuing AGM of the Company, re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term commencing from April 16, 2023 upto April 15, 2028. Mr. Dhamani is exempted from the requirement of online proficiency self-assessment test under Section 150 (1) of the Act. Members' approval is being sought at the ensuing AGM for his re-appointment.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, as applicable, received by them.

## Key managerial personnel (KMP)

Ms. Shweta Saxena, Company Secretary and Whole time Director, Mr. Viveka Nand Jha, Chief Financial Officer continue to be the Key Managerial Personnel of the Company.

## Changes in KMP

Mr. Vijay Kumar Bakshi submitted his resignation from the position of Manager of the Company with effect from close of working day on May 31, 2023. The Company has placed on record its sincere appreciation of the contribution made by Mr. Bakshi during his tenure as Manager of the Company. The Board vide its resolution dated May 31, 2023 and based on the recommendation of Nomination and Remuneration Committee approved the appointment of Mr. Tarun Verma as Manager of the Company with effect from June 01, 2023 for a term of three (3) years subject to the approval of the shareholders at the ensuing Annual General Meeting.

## Performance evaluation of the Board, its committees and directors

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out annual evaluation of its own performance, the directors individually as well as the evaluation of the working of its audit, nomination and remuneration and stakeholders' relationship committee. The manner in which the evaluation has been carried out has been explained in corporate governance report. The performance of the Board, individual directors and the committees on the basis of the criteria as set out has been found good.

## Declaration by independent director(s)

Pursuant to Section 149(6) of the Companies Act, 2013 ("Act"), Regulation 16 (1) (b) and Regulation 25 (8) of the Listing Regulations, all independent directors had given declaration and necessary confirmation and the Board of Directors has ensured the veracity of the disclosures and opines that there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

## Number of meetings of the Board of directors

During the year under review, seven (7) meetings of the Board and one independent directors' meeting were duly convened and held. The gap between any two meetings of the Board of directors did not exceed 120 days. The meetings of the Board are scheduled at regular intervals to discuss and decide on matters of significance. The Notice of the meetings and agenda thereof is circulated in advance, to ensure proper planning and effective participation. In certain exigencies, decisions of the Board are also accorded through circulation. The directors of the Company are given the facility to attend the meetings through video conferencing subject to compliance with the specific requirements under the Act.

For details, please refer to the corporate governance report, which forms part of this Board report.

## Familiarization program for independent directors

All new independent directors inducted into the Board familiarization program. Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his role, function, duties and responsibilities. The formal letters of appointment and familiarization program for independent director are available on our website at [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

## Company's policy on Directors' appointment and remuneration

Salient features on Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of Companies Act, 2013 forms part of the corporate governance report annexed to this Board report and the policy is available on the website of the Company viz. [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).



## Committees of the Board

In compliance with various requirements of the Act and Listing Regulations, your Board has constituted various board committees i.e. audit committee, nomination and remuneration committee and stakeholders relationship committee.

Detail of the constitution of these committees, which are in accordance with regulatory requirements, is available on the website of the Company viz. [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com). Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of committee members therein form part of the corporate governance report annexed to this Board report.

Pursuant to the Regulation 70 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the Company has constituted risk management committee and during the year under review one (1) meeting of risk management committee was held on February 06, 2023.

## Subsidiaries

As on March 31, 2023, the Company has two wholly owned subsidiaries, Punjab Mercantile and Traders limited and Esoterica Services Limited (formerly known as Jacaranda Corporate Services Limited).

Esoterica Services Limited is a material unlisted subsidiary as per Regulation 16(c) of Listing Regulations. The Company has formulated a policy for determining 'Material' subsidiaries as approved by the Board and is available on the Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached as **Annexure-I** to this Board report.

Further, pursuant to the provisions of Section 136 of the Act, and Regulations 46 of the Listing Regulations, the financial statements of the Company, consolidated financial statements along with relevant documents and audited financial statements in respect of subsidiaries, are available on the website of the Company at [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

## Management discussion and analysis report

In accordance with Regulation 34 of Listing Regulations, the Management Discussion and Analysis Report forms part of this Board Report.

## Risk assessment & minimization policy

Your Company has in place the process to identify and assess business risks and opportunities in the form of a Risk assessment & minimisation policy.

The main objective of this policy is to ensure safety of principal, high degree of liquidity while maximizing yield. Liquidity and preservation of capital are the paramount considerations. Yield is important but secondary to these objects.

In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management, in order to guide decisions on risk related issues.

As a matter of policy, the risks are assessed and steps as appropriate are taken to mitigate the same.

## Annual return

Pursuant to the provisions of Section 134(3)(a) and 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company as at March 31, 2023 is available on Company's website : [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

## Auditors

### a) Statutory auditors

The Company had re-appointed M/s Awatar & Co., Chartered Accountants (FRN:000726N) as the auditors of the Company on September 30, 2020 to hold office from the conclusion of 125<sup>th</sup> AGM till the conclusion of 130<sup>th</sup> AGM of the Company.

However, M/s. Awatar & Co. conveyed their unwillingness to continue as the Statutory Auditors from the conclusion of this AGM vide their resignation letter dated May 19, 2023.

Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on May 19, 2023 approved the appointment of M/s. Tanuj Garg & Associates, Chartered Accountants (Firm Registration No. 013843C) as Statutory Auditors of the Company, for a period of three (3) years to hold office from the conclusion of ensuing 128<sup>th</sup> AGM till the conclusion of 131<sup>st</sup> AGM to be held for the financial year 2026 at mutually agreed remuneration.

The Company has received the consent and eligibility certificate from M/s. Tanuj Garg & Associates, Chartered Accountants under Section 141 of the Companies Act, 2013 and Reserve Bank of India (RBI) guidelines for their appointment as Statutory Auditors of the Company. They have also confirmed that their appointment, if made, is in confirmation with the requirements of RBI guidelines.

Further, the auditor's report issued by M/s Awatar & Co. for the financial year 2022-23 does not contain any qualification, reservation or adverse remark and the notes on accounts read with the auditor's report are self-explanatory and therefore, do not call for any further comments or explanations.

## b) Secretarial auditors

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24(A) of Listing Regulations, the Company has appointed M/s. Balraj Sharma & Associates (CP No:824), Company Secretaries, to undertake the secretarial audit of the Company and Esoterica Services Limited, material subsidiary of the Company.

The secretarial audit report does not contain any qualification, reservation or adverse remark. The secretarial audit report of the Company is annexed as **Annexure- II**.

Pursuant to Regulation 24(A) of Listing Regulations, the Company has also obtained annual secretarial compliance report from M/s. Balraj Sharma & Associates (CP No:824), Company Secretary in practice.

## c) Internal auditors

M/s A.V. Ravindranath & Co, Chartered Accountants (FRN: 017483N) performs the duties of internal auditors of the Company and their report is reviewed by the audit committee from time to time.

During the year under review, the auditors of the Company had not reported any instances of offence involving fraud committed against the Company under Section 143(12) of the Act.

## Conservation of energy, technology absorption and foreign exchange earnings and outgo

Provisions relating to disclosure of particulars with respect to conservation of energy are not applicable on the Company and it has no information to be published regarding technology absorption. The Company has not carried on, during the period under report, any activity relating to exports and has not used or earned any foreign exchange.

## Internal control system and their adequacy

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the management.

The Company is following all the applicable accounting standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

## Corporate social responsibility (CSR)

The provisions pertaining to corporate social responsibility as prescribed under the Act are applicable to the Company. The CSR policy may be accessed on the Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

Total CSR obligation of the Company for the financial year 2022-23 was ₹ 14.51 Lakhs and Company has contributed the same to the Times Foundation in the month of February 2023.

Times Foundation is a registered society established vide Registration no. S/37742 dated 25.08.2000 under the Societies Registration Act, 1860. The Society has been set up to carry on the objects as also allowed as CSR activity in Schedule VII of the Act.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure III** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

## Corporate governance

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India. The Company has also implemented several best corporate governance practices as prevalent globally.

The report on corporate governance as stipulated under Schedule V of Listing Regulations, forms part of this Board report. The requisite certificate from M/s Balraj Sharma & Associates, Company Secretaries confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Schedule V, is attached to this Board report as **Annexure- IV**.

## Particulars of employees

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is given below.

Further, sitting fees paid to the directors during the year has been mentioned in the corporate governance report. Number of permanent employees in the Company are 2 during the financial year 2022-23.

None of the employees draws remuneration in excess of the limits set out in the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015. The percentage increase in the median remuneration of employees in the financial year 2022-23 is 27.07 %.

The remuneration paid to all key managerial personnel was in accordance with the remuneration policy adopted by the Company. None of the employees holds equity shares of the Company and no employee is a relative of director or manager of the Company.

## Name of the top 10 employees in terms of remuneration drawn during the financial year 2022-23.

S. no.	Name of the employee & age (in years)	Designation and nature of employment	Remuneration received in financial year 2022-23 (₹ in lakh)	Educational qualifications	Experience (in years)	Date of Commencement of employment	Previous employment	% increase in remuneration in the financial year 2022-23
1.	Shweta Saxena Age: 42	Designation: Company Secretary Nature: Permanent	30.46	B.Com(H), ACS, LLB, PGDBA (Finance)	18	July 28, 2008	Uniproducts India Limited	39.66 %
2.	Viveka Nand Jha Age: 44	Designation: CFO Nature: Permanent	19.58	B.Com(H), LLB, PGDBA (Finance)	20	July 27, 2009	Jubilant Industries Limited	11.44%
3.	Vijay Kumar Bakshi* Age: 65	Designation: Manager Nature: Contractual	0.12	B.Com	30	N.A.	N.A.	N.A.

\*Mr. Vijay Kumar Bakshi submitted his resignation from the position of Manager of the Company with effect from close of working day on May 31, 2023.

## Vigil / whistle blower mechanism

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the Company has adopted a vigil mechanism policy. This policy available on Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

## Related party transactions

There were no contracts or arrangements entered by the Company in accordance with provisions of Section 188 of the Act. Further In terms of Ind AS 24 related party disclosure including remuneration paid to KMP's and sitting fees paid to directors is disclosed in the note no. 28 to the financial statements of the Company.

The policy on related party transactions is available on Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

## Particulars of loans, guarantees and investment

No loans and guarantees made by the Company during the financial year. The particulars of investments made by the Company are detailed in note no. 3 to the financial statements.

## Cost records

The requirement of maintenance of cost records under

Section 148(1) of the Act are not applicable on the Company.

## Regulatory orders

There are no significant/material orders passed by the regulators/courts which would impact the going concern status of the Company and its future operations.

However, the Securities and Exchange Board of India ("SEBI") had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Vinayoga Limited ("AVL") and Camac Commercial Company Limited ("CCCL") respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SEBI had accepted the Company's application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of Rs. 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI

rejected the Company's applications under the Settlement Regulations in December 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company. Under the said Orders, in the case of (i) above, SEBI levied Rs 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of Rs 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The payment for the said 25% penalty has been made to SEBI by the Company. The SAT appeals are listed for final disposal on July 03, 2023.

## **The sexual harassment of women at workplace (prevention, prohibition and redressal) Act, 2013**

Since the Company has number of employees less than ten, it is not required to form committee for the redressal of complaints under the said Act.

## **Directors' responsibility statement**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the

end of the financial year 2022-23 and of the profit of the Company for that period;

- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Statutory statement**

The Company is regular in paying the annual listing fee to the exchange. The Company has diligently complied with all the applicable provisions of the listing regulations with the exchange.

Further, your Company continues to be registered as a Non-Banking Financial Company with the Reserve Bank of India.

The Company complies with all the applicable secretarial standards issued by ICSI.

## **Dispute Resolution Mechanism**

SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, issued a Standard Operating Procedure (SOP) for dispute resolution under the stock exchange arbitration mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/investor(s).

The Company has complied with the same and also displayed on Company's website [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com).

## **Green initiative**

In continuation with circular dated May 05, 2022, Ministry of Corporate Affairs (hereinafter referred as 'MCA') has issued circular dated December 28, 2022, whereby MCA has allowed companies to continue conducting Annual General Meeting (AGM) through Video Conferencing (VC) or

through other audio-visual means (OAVM) upto September 30, 2023. Similarly, Securities and Exchange Board of India (hereinafter referred as 'SEBI') vide its circular dated January 05, 2023 has extended certain relaxation to listed entities for holding AGM.

In line with the above given circulars and guidelines issued by MCA and SEBI, Company is conducting 128<sup>th</sup> Annual General Meeting of the members through VC. The instructions of attending meeting through VC is provided in AGM notice.

Electronic copies of Annual Report 2023, Notice of 128<sup>th</sup> Annual General Meeting and instructions slip will be sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purpose.

Pursuant to Section 108 of the Act read with rule 20 of Companies (Management and Administration) Rules, 2014, the Company is providing remote e-voting facility to all

members to enable them to cast their votes electronically on all resolutions set forth in the notice. The instruction of remote e-voting is provided in the notice.

### Acknowledgement

Your directors wish to place on record their sincere thanks to the bankers, the stakeholders and the employees for their continued support throughout.

by order of the Board of Directors  
for **PNB Finance and Industries Limited**

**Rakesh Dhamani**

Director

DIN: 07065199

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958

M.No: A18585

**Place: New Delhi**

**Date: May 31, 2023**



**Form AOC - 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries**

**Part "A" Subsidiaries**

(₹ in lakh)

S. No.	Particulars		
1	Name of subsidiary	<b>Esoterica Services Ltd</b> (Earlier Jacaranda Corporate Services Ltd.)	<b>Punjab Mercantile And Traders Ltd.</b>
2	The date since when subsidiary was acquired	20-05-2006	21-06-1972
3	Reporting period of the subsidiary	From April 01, 2022 to March 31,2023	From April 01, 2022 to March 31,2023
4	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiary	N.A.	N.A.
5	Share capital	20.00	5.17
6	Reserves and surplus #	93,573.96	19,260.80
7	Total assets	1,17,017.31	24,264.78
8	Total liabilities	23,423.35	4,998.81
9	Investments	1,17,007.71	24,260.84
10	Turnover ##	60.89	4.88
11	Profit/ (loss) before taxation	57.16	(472.17)
12	Provision for taxation	8.73	-
13	Profit/(loss) after taxation	48.43	(472.17)
14	Proposed dividend	Nil	Nil
15	Extent of shareholding (%)	100%	100%
	# "Other equity" amount has been furnished for "Reserve and Surplus".		
	## In absence of turnover, total income comprises other income only has been furnished.		
16	Names of subsidiaries which are yet to commence operations	NIL	
17	Name of subsidiary which have been liquidated or sold during the year ended on March 31, 2023	NIL	

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

**Sanjay Agrawal**

Partner

Membership No. 087786

**for and on behalf of the Board of Directors**

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

**Form No. MR-3**  
**Secretarial Audit Report**  
**For the Financial Year ended 31<sup>st</sup> March, 2023**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and**  
**Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**PNB Finance and Industries Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good Corporate Practices by **PNB Finance and Industries Limited**, a company registered under the Companies Act, 1913 having its Registered Office at 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi -110002 (**hereinafter called “the Company”**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our examination and verification of the Company’s secretarial books, papers, minute books, forms and returns filed and other registers and records as maintained by the Company under Companies Act, 2013 and Securities Laws as applicable to the Company and also the information(s) and explanation(s) provided to us by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 has generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992(‘SEBI Act’):-
  - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (v) Other laws applicable to the Company:-
  - a. Non-Banking Financial Company–Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016
  - b. All other compliances related to NBFC applicable to the Company.

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange
- III. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the information(s) furnished and explanation(s) as provided by the Company, its officers, agents and authorized representatives, there were no other sector specific laws applicable to the Company or on its type of Industry except as mentioned above for the financial year ended March 31, 2023.

We further report that, we have checked the Compliance Management System of the Company on the basis of Compliance Certificates issued by the Company Secretary of the Company and the Chief Financial Officer of the Company so as to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of applicable Laws, Rules, Regulations and Guidelines and its verification was done on test check basis. However, I have not made a detailed examination of

the said records. I believe that the audit evidence which have been obtained is sufficient and appropriate to provide a reasonable basis for my audit. In my opinion and to the best of my information and according to explanations given to me, I believe that there are adequate systems and processes in the Company commensurate with the size and operations of the Company and the nature of its business to monitor and ensure compliance of laws specifically applicable to the Company.

We, further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the period under review. No change in the Board of the Company during the year.

We further report that the compliance by the Company of applicable financial laws like Direct and Indirect Tax Laws has not been reviewed; since the same have been reviewed by Statutory Auditors and other designated professionals and we have relied upon the same.

Adequate notices were given to all the Directors to schedule the Board Meetings and its Committees Meetings. Notice along with Agenda and detailed notes on agenda were sent atleast seven days in advance and as system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The Board decisions were carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

The Securities and Exchange Board of India ("SEBI") had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited ("AVL") and Camac Commercial Company Limited ("CCCL") respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder. In the case of AVL, SEBI had accepted the Company's application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company's applications under the Settlement Regulations in December 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company. Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The payment for the said 25% penalty has been made to SEBI by the Company. The SAT appeals are listed for final disposal on July 03, 2023.

**For Balraj Sharma & Associates  
Company Secretaries**

**Balraj Sharma (Proprietor)  
FCS No.: 1605 CP No.:824  
UDIN: F001605E000327656  
PR Certificate: 1463/2021**

**Date : May 18, 2023  
Place: New Delhi**

**Note:** This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

To,  
The Members

**PNB Finance and Industries Limited**

My report of even date is to be read along with this letter

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, followed provide a reasonable basis for our opinion. Further the verification was done on the basis of electronic data provided to us by the Company on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Balraj Sharma & Associates  
Company Secretaries**

**Balraj Sharma  
(Proprietor)  
FCS No.: 1605  
C P No.:824**

**UDIN: F001605E000327656  
PR Certificate: 1463/2021**

**Date : May 18, 2023  
Place: New Delhi**

**REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

**1. Brief outline on CSR Policy of the Company:**

Pursuant to Section 135 of the Companies Act, 2013, the Board had approved a CSR policy with primary focus on education, healthcare and girl childcare. Besides these focus areas, the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013. The CSR policy of the Company can be viewed on [www.pnbfinanceindustries.com](http://www.pnbfinanceindustries.com)

**2. Composition of CSR Committee:** Not applicable

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:** <https://pnbfinanceandindustries.com/cor.html>

**4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).** Not Applicable

**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any).** Not Applicable

**6. Average net profit of the company as per section 135(5):** ₹ 7,25,30,624

**7. a) Two percent of average net profit of the company as per section 135(5)** ₹ 14,50,613

**b) Surplus arising out of the CSR projects or programmes or activities of the previous financial year** NA

**c) Amount required to be set off for the financial year:** NA

**d) Total CSR obligation for the financial year (7a+7b- 7c) :** ₹ 14,50,613

**8. (a) CSR amount spent or unspent for the financial year:**

Total amount spent for the financial year. (in ₹)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of fund	Amount	Date of transfer
₹ 14,50,613*	Nil	NA	NA	Nil	NA

**b) Details of CSR amount spent against ongoing projects for the financial year:**

S. No	Name of project	Item from the list of activities in Schedule VII to the Act	Local Area (Y/N)	Location of the Project		Project Duration	Amount Allocated for the project (in ₹ lakh)	Amount spent in the current financial year (in ₹ lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ lakh)	Mode of implementation -Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR registration No
1	Education	Promoting education	No	All India**	-	36 months	0 to 14.51*	0 to 14.51*	NIL	No	Times Foundation	CSR00021643
2	Physiotherapy And Fitness	Promoting Health	No	All India**	-	36 months	0 to 14.51*	0 to 14.51*	NIL	No	Times Foundation	CSR00021643
3	Girl Childcare	Promoting Health	No	All India**	-	36 months	0 to 14.51*	0 to 14.51*	NIL	No	Times Foundation	CSR00021643



- c) **Details of CSR amount spent against other than ongoing projects for the financial year:** Not Applicable
- d) **Amount spent in Administrative Overheads:** Nil
- e) **Amount spent on Impact Assessment, if applicable:** Not Applicable
- f) **Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹ 14,50,613\*
- g) **Excess amount for set off, if any:**

S. No.	Particular	Amount (in ₹ )
(i)	Two percent of average net profit of the company as per section 135(5)	14,50,613
(ii)	Total amount spent for the Financial Year	14,50,613
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year , if any	NIL
(v)	Amount available for set off in succeeding financial year [(iii)-(iv)]	NIL

9. (a) **Details of Unspent CSR amount for the preceding three financial year :** NIL

- (b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**  
NIL

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:** Not Applicable

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135:** Not Applicable

\*Total CSR obligation of the Company for the financial year 2022-23 was ₹ 14.51 Lakhs and Company has contributed the same to the Times Foundation in the month of February 2023. Times Foundation has identified certain ongoing projects like education, physiotherapy and fitness and girl childcare for CSR spending and utilization of the CSR amount contributed by the Company shall be made within three financial years excluding the year of contribution.

\*\* The Company shall give preference to the local area for utilization of CSR contribution.

by order of the Board of Directors  
for PNB Finance and Industries Limited

**Rakesh Dhamani**  
Director  
DIN: 07065199

**Shweta Saxena**  
Director & Company Secretary  
DIN: 03120958  
M.No: A18585

**Place: New Delhi**  
**Date: May 19, 2023**

### REPORT ON CORPORATE GOVERNANCE

#### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organization and of their own role as trustees on behalf of the shareholders.

Corporate Governance has indeed been an integral part of the way we have done business for several decades. This emanates from our strong belief that strong governance is integral for creating value on a sustainable basis. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

#### 1. BOARD OF DIRECTORS

##### a) Composition of the Board and meetings of directors

The composition of the Board is in conformity with Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("herein referred to as SEBI Listing Regulations") as well as the Companies Act, 2013 ("herein referred to as Act").

The Corporate Governance philosophy of the Company establishes that the Board's independence is essential to bring objectivity and transparency in the management and in the dealings of the Company.

As on March 31, 2023, the Board consists of five directors. Four of them are non-executive independent directors and one is whole time director of the Company.

Ms. Saumya Agarwal, a Woman Director, in the category of Independent Director, is on the Board of your Company in Compliance with Regulation 17(1) of Listing Regulations and applicable provisions of the Act.

The name and categories of the directors, their attendance at the Annual General Meeting and Board meeting held during the financial year 2022-23 and also their other directorship/chairmanship held in Indian public companies, listed companies and membership/ chairmanship of various Board committees of other Indian public companies as on March 31, 2023 are as under:

Name of director	Attendance at		Number of other directorships in other public companies #	Directorship in other listed companies	Number of committee membership in other companies	Number of committee chairmanship in other companies
	Board meetings (Total 7 meetings held)	127 <sup>th</sup> AGM held on September 30, 2022				
Non-Executive Independent Directors						
Mr. Ashish Verma	4	Yes	1	0	1	0
Mr. Govind Swarup	6	Yes	3	0	0	0
Mr. Rakesh Dhamani	6	Yes	6	0	0	0
Ms. Saumya Agarwal	3	Yes	2	0	0	0
Whole-time Director						
Ms. Shweta Saxena	7	Yes	5	0	0	0

- As required under Regulation 26 of the SEBI Listing Regulations, the disclosure includes membership/chairmanship of the audit committee and stakeholders' relationship committee in other Indian public companies (listed and unlisted).
- # Excludes directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

## Board meetings

During the financial year under review, the Board met seven (7) times on April 12, 2022, May 26, 2022, July 18, 2022, August 10, 2022, September 19, 2022, November 11, 2022, and February 07, 2023. The gap between any two meetings did not exceed 120 days.

## Separate meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI Listing Regulations, a separate meeting of independent directors of the Company was held on February 06, 2023. All Independent Directors were present in the meeting to:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## Key Skills, Expertise, and Core Competencies of the Board

The Board of the Company comprises of experienced and well learned members. These Directors are nominated on basis of well-defined selection criteria. The Nomination and Remuneration committee considers, inter-alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director and ensures that the candidates identified for appointment.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board: Accountancy, Business marketing & management, Economics, Corporate management, Corporate Law, Finance, Taxation, Law and Investment Analyst.

Details of directors possessing such skills / expertise / competence.

Director	Skills / expertise / competence
Mr. Ashish Verma	Legal Expertise
Mr. Govind Swarup	Leadership and strategic planning
Mr. Rakesh Dhamani	Finance, Taxation, Accountancy and Corporate Management
Ms. Saumya Agarwal	Investment analyst
Ms. Shweta Saxena	Corporate laws, Secretarial & Legal work

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank.

The Company issues formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013 and SEBI Listing Regulations. The terms and conditions of appointment are disclosed on the website of the Company.

There is no relationship between the directors inter-se.

All Statutory and other important items/information including those envisaged in SEBI Listing Regulations, are regularly provided to the Board and the Committees thereof either as part of agenda papers well in advance of the Board meetings or are tabled in the course of the Board meetings and/ or its committees to enable the Board/ Committees to discharge their responsibilities effectively and to take informed decision.

## b) Directors' remuneration

The Non-executive directors, apart from receiving sitting fees for attending Board and committee meetings, do not have any other material pecuniary relationship or transaction with the Company. Non-executive directors were paid sitting fees of ₹ 20,000 for each meeting of the Board and committee attended by them.

The Company has not implemented any stock option scheme.

The Company's policy on criteria of making payments to non-executive directors is available on the Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

The details of remuneration paid to the Non-executive directors during the financial year 2022-2023 are as follows:

Name of director	Total Sitting fee
Mr. Ashish Verma	₹ 1,60,000 /-
Mr. Govind Swarup	₹ 3,60,000/-
Mr. Rakesh Dhamani*	NIL
Ms. Saumya Agarwal	₹ 1,00,000 /-

\*Mr. Rakesh Dhamani has waived off his entitlement for sitting fees for the Board/Committee meetings.

Details with regard to remuneration of whole-time director are given in Note 6(s) of this report.

As on March 31, 2023, none of the directors hold any shares in the Company.

## c) Code of Conduct

The Company has formulated and implemented a code of conduct for all Board members and senior management personnel of the Company in compliance with Regulation 26(3) of SEBI Listing Regulations. It also includes the duties of independent director as laid down in Companies Act, 2013. The code is available on the Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

A declaration affirming compliance with the code of conduct by the members of the board and senior management personnel is given below:-

### DECLARATION ON THE COMPLIANCE WITH THE CODE OF CONDUCT

Dear Members,

In compliance with the provisions of Regulation 26(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all the members of the Board and the senior management personnel have confirmed to and complied with the Code of Conduct during the year under review and that there has been no instance of violation of the Code.

Place: New Delhi Date: April 28, 2023	<b>Shweta Saxena</b> Director & Company Secretary DIN: 01320958 M.No : A18585	<b>Rakesh Dhamani</b> Director DIN: 07065199
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## d) Familiarization program for independent directors

The Company has formulated a policy to familiarize the independent directors of the Company with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Details of directors familiarization program is available on Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

## e) Confirmation by the Board on fulfilment of independence of the independent director

The Board hereby confirms that, in the opinion of the Board, the independent directors and fulfils the conditions specified in the SEBI Listing Regulations and are independent of the management.

## 2. COMMITTEES OF THE BOARD

To facilitate expeditious consideration and arriving at decisions with focused attention on the affairs of the Company, the Board has constituted following committees with distinct role, accountability and authority:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders Relationship Committee;

Particulars of meeting of Board Committees held during financial year 2022-23 along with attendance of the members at such committee meeting(s) are detailed herein:

Committees of the Board	Meetings held	Meetings attended				
		Govind Swarup	Rakesh Dhamani	Ashish Verma	Saumya Agarwal	Shweta Saxena
Audit Committee	6	6	6	NA*	NA*	6
Nomination and Remuneration Committee	2	2	2	NA*	2	NA*
Stakeholders Relationship Committee	4	4	4	4	NA*	NA*

\*Not a member of the Committee

Necessary quorum was present in the meetings.

Details of Board Committees are as mentioned herein:

## a) Audit Committee

### i) Composition

As on March 31, 2023, the audit committee of the Board comprised of two (2) non-executive independent directors i.e. Mr. Govind Swarup (Chairman) and Mr. Rakesh Dhamani (member) and one executive, whole time director i.e. Ms. Shweta Saxena (member). All members of Audit Committee possess rich knowledge and expertise in financial and management fields.

### ii) Audit Committee meetings

During the year under review, the Committee met six (6) times i.e. on May 26, 2022, July 18, 2022, August 10, 2022, September 19, 2022, November 11, 2022 and February 07, 2023. The gap between any two Committee meetings did not exceed 120 days. All the recommendations made by the Audit Committee have been accepted by the Board.

The Chairman of the Audit Committee, Mr. Govind Swarup was present at the Annual General Meeting held on September 30, 2022 to reply to the shareholders' queries. The Company Secretary acts as the Secretary of the Committee.

Minutes of each Audit Committee are placed before the Board for confirmation at its immediately succeeding meeting. Additionally, in compliance with requirements of Regulation 24 of SEBI Listing Regulations, the Audit Committee reviews operations of subsidiary companies and statement of investments etc.

### iii) Terms of reference

The terms of reference of the Audit Committee include, inter alia, overseeing the Company's financial reporting process, internal control systems, reviewing the accounting policies and practices, reports of the Company's internal auditors and financial statements audited by the statutory auditors and reviewing financial and risk management policies. The Committee has the authority to investigate into or review any matter in relation to any items specified in Part C of Schedule II of SEBI Listing Regulations, Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose they have full access to the information contained in the records of the Company and seek external advice, if necessary.

## b) Nomination And Remuneration Committee

### i) Composition

As on March 31, 2023, the Nomination and Remuneration Committee of the Board comprised of three (3) non-executive independent directors i.e. Mr. Govind Swarup as Chairman, Mr. Rakesh Dhamani and Ms. Saumya Agarwal as its members.

### ii) Nomination and Remuneration Committee meetings

During the financial year ended March 31, 2023, the Committee met two (2) times i.e. on April 11, 2022, and February 06, 2023.



The Chairman of the Nomination and Remuneration Committee, Mr. Govind Swarup was present at the Annual General Meeting held on September 30, 2022 to reply to the shareholders' queries and the Company Secretary acts as the Secretary of the Committee.

### **(iii) Terms of reference of Nomination and Remuneration Committee and salient features of Nomination Remuneration Policy**

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and employees;
3. To devise a policy on Board diversity;
4. Formulation of criteria for evaluation of performance of independent directors and the Board;
5. Ensure that the Board comprises of a balanced combination of executive directors and non- executive directors and also the independent directors; and
6. Decide/ approve details of fixed components and performance linked incentives along with criteria.
7. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
8. Recommend to the Board, all remuneration, in whatever form, payable to senior management;
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **(iv) Performance evaluation criteria for Independent Directors-**

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. Performance of each of the Independent Directors is evaluated every year by the entire Board with respect to various factors such as personal traits which includes business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company.

## **c) Stakeholders' Relationship Committee**

### **(i) Composition**

As on March 31, 2023, the Stakeholders' Relationship Committee of the Board comprised of three (3) non-executive independent directors i.e. Mr. Rakesh Dhamani as Chairman and Mr. Govind Swarup and Mr. Ashish Verma as its members. Ms. Shweta Saxena, Company Secretary and Whole-Time Director, is the compliance officer of the Company.

### **(ii) Stakeholders' Relationship Committee meetings**

During the year under review, four (4) Meetings of the Stakeholders' Relationship Committee were held i.e. on May 25, 2022, August 10, 2022, November 11, 2022 and February 06, 2023.

### **(iii) Brief terms of reference**

The terms of reference of the Stakeholders' Relationship Committee include:

- 1) to review and redress the grievances of the shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- 2) to review measures taken for effective exercise of voting rights by shareholders;
- 3) to review adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;

- 4) to review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrant/ annual reports/ statutory notices by the shareholders of the Company.
- 5) to perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **(iv) Investors' grievances received and resolved during the year**

During the year under review, one complaint was registered on the SCORES portal of Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company and the same was resolved within prescribed timeline.

### **4. PERFORMANCE EVALUATION**

The Board has carried out annual performance evaluation of its own performance, the directors individually as well as evaluated the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committee.

The manner of evaluation of performance of Board, its committees and the Directors of the Company is given below:

#### **a) Personal traits for individual directors**

- Highest personal and professional ethics, integrity and values;
- Inquisitive and objective perspective, practical wisdom and mature judgment;
- Demonstrated intelligence, maturity, wisdom and independent judgment;
- Self-confidence to contribute to Board deliberations, and stature such that other Board members will respect his or her views.

#### **b) Organisational traits for non-independent directors**

- Knowledge of the affairs of the Company;
- Contribution towards growth strategies of the Company;
- Expert opinion in respect of key issues brought to their attention;
- Resolution of conflict of interest issues of other directors;
- Maintaining the corporate culture of the Company;
- Adhering to the code of conduct, SEBI Regulations and timely furnishing to the Company required disclosures under various applicable laws, change of interest and change in personal information.

#### **c) Organisational traits for independent directors**

- Attendance and participations in the meetings;
- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings;
- Cordial interpersonal relations with other directors and management while maintaining a firm stance on governance issues;
- Objective evaluation of Board's performance, rendering independent and unbiased opinion on matters brought to their attention;
- Adherence to ethical standards and code of conduct including code of conduct as specified in Schedule IV to the Companies Act, 2013 and timely furnishing to the Company required disclosures under various applicable laws, change of interest and change in personal information.

#### **d) Traits for Board/Committees**

Improvement in effectiveness goes beyond imposing a structure or requiring attendance at Board meetings. Surely these contribute to the Board governance building blocks, but to evaluate the Board's/committee's effectiveness in the organizational context, the following four criteria need to be examined:

- **Structural:** Right composition with elements which goes beyond what is prescribed by regulators; brings diversity, experience, specialized skills and expertise.
- **Strategic and performance orientation:** This demonstrate good understanding of strategy and staying focused on relevant areas; engages in important Company matters at oversight level and not management level.
- **Governance and organizational focus:** Rigorously monitors the Company's performance along with the ability to understand and deal with factors having a significant bearing on the operations of the Company.
- **Board functioning and team dynamics:** Manner in which directors interact with each other and with the management and also consider the framework and conduct of the Board.

## 5. GENERAL BODY MEETINGS

The details of the Annual General Meetings (AGM) of the Company held during the last three years are as under:

Financial year	Day	Date	Time	Venue
2019-20	Wednesday	September 30, 2020	10.00 A.M	Conducted through Video Conference as per MCA Circulars
2020-21	Thursday	September 30, 2021	10.00 A.M	Conducted through Video Conference as per MCA Circulars
2021-22	Friday	September 30, 2022	10.00 A.M	Conducted through Video Conference as per MCA Circulars

Special resolution passed during three years:

- Re-appointment of Mr. Govind Swarup, as Non-Executive Directors of the Company for second term at the 125<sup>th</sup> Annual General Meeting of the Company held on September 30, 2020.
- Re-appointment of Ms. Saumya Agarwal, as Non-Executive Directors of the Company for second term at the 126<sup>th</sup> Annual General Meeting of the Company held on September 30, 2021.
- Approval for remuneration of Ms. Shweta Saxena, Whole-time Director & Company Secretary of the Company at the 127<sup>th</sup> Annual General Meeting of the Company held on September 30, 2022.

No EGM was held during the year 2022-23. Further, no resolutions were implemented through postal ballot during the year under review, nor any such resolutions are presently proposed.

## 6. DISCLOSURES BY MANAGEMENT

- a) No material, financial and commercial transactions were reported by the management to the Board, in which the management or directors, their associates or their relatives, etc. had personal interest having a potential conflict with the interest of the Company at large. The Company has complied with the accounting standard on related party disclosure during the financial year 2022-23 and the 'Related Party Disclosures' have been given at note no. 28 in the notes to financial statements. The Company's policy on materiality of related party transactions is available on the Company's Website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)
- b) There was no non-compliance during the last three years by the Company on any matter related to capital market. However, the Securities and Exchange Board of India ("SEBI") had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited ("AVL") and Camac Commercial Company Limited ("CCCL") respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SEBI had accepted the Company's application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both

listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company's applications under the Settlement Regulations in December 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company. Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The payment for the said 25% penalty has been made to SEBI by the Company. The SAT appeals are listed for final disposal on July 03, 2023.

- c) The Company did not raise any funds through public issue, right issue, preferential issue etc. during the financial year.
- d) With respect to CFO certification, a certificate signed by Mr. Viveka Nand Jha, CFO is attached with this report.
- e) The Company has established whistle blower and vigil mechanism policy and this policy enables the employees and directors to report their genuine concerns or grievances. This policy (copy of which is hosted on the website of the Company) safeguards whistle blowers from victimization. Your Board affirms that no personnel have been denied access for making disclosure or report under the Policy to the Audit Committee.
- f) All mandatory requirements (except where not relevant or applicable) of Corporate Governance have been complied. The Company has not adopted any of the non-mandatory requirements.
- g) The Company has prepared its financial statement in accordance with Ind AS.
- h) All the recommendations made by the Committee has been accepted by the Board.
- i) The Company has in place internal control systems for assessing and mitigating elements of risks in relation to its operations which are followed scrupulously in day to day functioning of the Company. The Board of Directors annually reviews the Risk Assessment & Minimization Policy of the Company.
- j) The policy on determining material subsidiaries has been uploaded and can be accessed on Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)
- k) The policy on related party transactions has been uploaded and can be accessed on Company's website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)
- l) The Company has adopted an insider trading policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure. The policy is available on our website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)
- m) The Board of Directors reviews the compliance with all applicable laws on a quarterly basis. The Company has obtained certificate from M/s Balraj Sharma and Associates, Company Secretaries affirming the compliances with these regulations and forms part of this report.
- n) The Company has obtained certificate from M/s Balraj Sharma and Associates, Practising Company Secretaries, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Companies either by SEBI or MCA or any other statutory authorities.
- o) Since the Company has less than ten employees, it is not required to form committee for the redressal of complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- p) During the year under review, the Company has complied with all the provisions as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 as applicable on the Company and other applicable Regulations of the SEBI Listing Regulations.

- q) No Loans and advances in the nature of loans to firms/companies in which directors are interested are provided by the Company and its subsidiaries.
- r) Esoterica Services Limited is a material subsidiary of the Company incorporated on May 20, 2006 in Delhi. The statutory auditors of the Company, M/s. Awatar & Co., Chartered Accountants (FRN-000726N) were appointed for a term of five (5) years on September 16, 2019.
- s) Remuneration details of whole-time director and manager of the Company pursuant to Schedule V of the Companies Act, 2013:

Particulars		Ms. Shweta Saxena (Whole Time Director)	Mr. Tarun Verma (Manager)
1	All elements of salary/ remuneration	Provided below	
2	Details of fixed components, performance linked incentives		
3	Service contracts	Ms. Shweta Saxena was appointed as whole-time director (WTD) of the Company for a term of 5 (five) years with effect from August 27, 2020.	Mr. Tarun Verma is proposed to be appointed as Manager of the Company for a term of 3 (three) years with effect from June 01, 2023.
4	Stock Option details	Not Applicable	Not Applicable
5	Notice Period	2 (two) months	2 (two) months

The elements of salary / remuneration including details of fixed component, performance linked incentives:

Amount (₹ in lakh)

S. No.	Particulars	Ms. Shweta Saxena (Whole Time Director)	Mr. Tarun Verma (Manager)
1	Basic Salary	10.20	2.18
2	House Rent Allowance (HRA)	5.10	1.09
3	Special Pay	14.16	0.72
4	Leave Travel Allowance	1.00	0.36
<b>Gross remuneration*</b>		<b>30.46</b>	<b>4.35</b>

\* It excludes gratuity and provident fund. Medclaim will be paid as per Company's policy.

- t) The total fees incurred by the Company and its subsidiaries on a consolidated basis, for services rendered by statutory auditors for the financial year 2022-23 are given below:

S. no.	Nature of service	₹ in lakh
1.	Audit fees	0.79
2.	Certification and out of pocket expenses	0.12
3.	GST	0.16
	<b>Total</b>	<b>1.07</b>

- u) There has been no instance of non-compliance of any requirement of corporate governance report.



## 7. MEANS OF COMMUNICATION

The quarterly/ half-yearly/ annual financial results of the Company are regularly submitted to the stock exchange immediately after the same are reviewed by the Audit Committee and approved by the Board of Directors. The results of the Company are usually published in “The Pioneer” (Delhi edition-in Hindi) and “Financial Express” (All edition-in English). Financial results and official news releases are updated on the Company’s website: [pnbfinanceindustries.com](http://pnbfinanceindustries.com).

## 8. SHAREHOLDERS’ INFORMATION

In continuation of general circular dated May 5, 2022, Ministry of Corporate Affairs (hereinafter referred as ‘MCA’) vide General Circular No. 10/2022 dated December 28, 2022 (collectively referred as “Circulars”) has extended its permission to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or through other audio-visual means (OAVM) which became due in the year 2023. Similarly, Securities and Exchange Board of India (hereinafter referred as ‘SEBI’) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 has extended relaxation to listed entities for dispatch of physical copies of annual report or other documents required to be attached therewith.

In line with the above given circulars and guidelines issued by MCA and SEBI, Company is conducting 128<sup>th</sup> Annual General Meeting of the members through VC.

Detailed instructions with respect to access and participation in the AGM through VC are detailed in the notice.

<b>a. Annual General Meeting</b> Date, time & venue  Date of book closure Date of payment of dividend	July 12, 2023, 10:30 A.M. (IST) through VC at 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002  July 06, 2023- July 12, 2023  No dividend
<b>b. Financial year</b>	1st April - 31st March
<b>c. Financial calendar (tentative)</b>  Financial reporting for the quarter ending on June 30, 2023 Financial reporting for the quarter ending on September 30, 2023 Financial reporting for the quarter ending on December 31, 2023 Financial reporting for the year ending on March 31, 2024	Last week of July 2023 Last week of October 2023 Last week of January 2024 Last week of April 2024
<b>d. Listing on stock exchanges (equity shares)</b> The equity shares of the Company are listed at The Calcutta Stock Exchange situated at 7, Lyons Range, Kolkata, West Bengal-700 001 having scrip code 26055. The annual listing fee for the financial year 2022-23 has been paid within stipulated time period. Annual custodian fee for the financial year 2022-23 has also been paid to CDSL and NSDL.	
<b>e. Stock market data</b> No trading took place during the last financial year at The Calcutta Stock Exchange Limited.	
<b>f. Share transfer system</b> Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.	

**g. Dematerialisation of shares and liquidity**

Trading in equity shares of the Company is permitted only in dematerialised form w.e.f. January 29, 2001, as per notification issued by SEBI.

As on March 31, 2023, 99.39% (31,80,535 shares) of equity shares have been dematerialised. The ISIN no. allotted to the Company is INE057F01011.

**h. Due dates of transfer of unclaimed dividend to Investor Education and Protection Fund**

Information in respect of unclaimed dividend of the Company for the subsequent financial years and date(s) when due for transfer to IEPF is given below:

Financial year ended	Date of declaration of dividend	Due date of transfer to IEPF
31.03.2016	30.09.2016	05.11.2023
31.03.2017	26.09.2017	01.11.2024
31.03.2018	27.09.2018	02.11.2025
31.03.2019	17.09.2019	22.10.2026
31.03.2020	30.09.2020	05.11.2027
31.03.2021	30.09.2021	05.11.2028

The total amount lying in the unpaid dividend account of the Company as on March 31, 2023 in respect of the last seven years is ₹ 2.50 Lakhs.

**i. Distribution of shareholding as on March 31, 2023\***

Shareholding Nominal Value (₹)	Number of Shareholders	% to Total Numbers	Shareholding value	% to Total Value
Up To 5,000	752	91.93	421070.00	1.32
5,001 To 10,000	34	4.16	257350.00	0.80
10,001 To 20,000	10	1.22	148370.00	0.46
20,001 To 30,000	4	0.49	97050.00	0.30
30,001 To 40,000	1	0.12	32000.00	0.10
40,001 To 50,000	3	0.37	140350.00	0.44
50,001 To 1,00,000	3	0.37	241570.00	0.75
1,00,000 and Above	11	1.34	30662240.00	95.82
<b>Total</b>	<b>818</b>	<b>100.00</b>	<b>32000000.00</b>	<b>100.00</b>

\*Including fractional coupons comprising 131 equity shares not yet exchanged

\*Details are given on basis of PAN consolidation

**j. Shareholding pattern as on March 31, 2023**

Category	Number of shares	Percentage
<b>A. Promoters' holding</b>	NIL	NIL
<b>B. Non-Promoters' holding</b>		
<b>(a) Institutional investors</b>	10373	0.32
<b>(b) Others</b>		
1. Bodies corporate	2186351	68.32
2. Indian public	906026	28.31
3. NRIs	22088	0.69
4. Hindu undivided family	2633	0.08
5. Others (IEPF, Trusts)	72529	2.27
<b>TOTAL</b>	<b>3200000*</b>	<b>100</b>

\*Including fractional coupons comprising 131 equity shares not yet exchanged

**9. OUTSTANDING ADRS/ GDRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

The Company has not issued any ADRs/ GDRs/warrants or any convertible instruments.

**10. INVESTOR CORRESPONDENCE**

Company Secretary  
PNB Finance and Industries Limited  
1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg,  
New Delhi-110002  
Email ID- [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)  
Phone: +91-7303495375

**11. FOR TRANSFER/DEMAT/DUPLICATE:  
CHANGE IN ADDRESS, ETC.**

Skyline Financial Services Private Limited  
D-153/A, 1st Floor, Okhla Industrial Area, Phase- I  
New Delhi-110020  
Phone No.: 011-26812682/83  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

## CFO CERTIFICATION

The Board of Directors,  
**PNB Finance and Industries Limited**

Dear Sir,

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that:

- 1) I have reviewed the financial statements and the cash flow statement for the year 2022-23 and to the best of my knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- 3) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- 4) I have indicated to the auditors and the Audit Committee:
  - i) that there are no significant changes in internal control systems during the year.
  - ii) there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes of the financial statement; and
  - iii) that there have been no instance of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For **PNB FINANCE AND INDUSTRIES LIMITED**

Place: New Delhi  
Date : May 12, 2023

**Viveka Nand Jha**  
Chief Financial Officer

## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members of  
PNB Finance and Industries Limited,

We have examined the compliance of conditions of Corporate Governance by PNB Finance and Industries Limited (“the Company”) for the year ended 31st March, 2023, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchange.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Balraj Sharma & Associates  
Company Secretaries**

**(Balraj Sharma)  
FCS-1605, CP-824**

**Date : May 18, 2023  
Place: New Delhi**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
**P N B FINANCE AND INDUSTRIES LIMITED**  
1st Floor, Express Building, 9-10,  
Bahadur Shah Zafar Marg,  
New Delhi - 110002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of P N B Finance And Industries Limited, having CIN L65929DL1947PLC001240, and having registered office at 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110002 (**hereinafter referred to as ‘the Company’**), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, New Delhi or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Govind Swarup	00003145	29/06/1984
2.	Ms. Shweta Saxena	03120958	27/08/2020
3.	Mr. Ashish Verma	06939565	02/08/2014
4.	Mr. Rakesh Dhamani	07065199	16/04/2018
5.	Ms. Saumya Agarwal	07517809	27/05/2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Balraj Sharma & Associates**  
**Company Secretaries**  
**(Balraj Sharma)**  
**FCS-1605, CP-824**

**Date : May 18, 2023**  
**Place: New Delhi**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Macro Economic View

The Indian economy exhibited robust resilience in financial year 2022-23 amidst a global turmoil following the war in Ukraine, and recorded a growth of 7.0 per cent, the highest among major economies in the world. Barring the Omicron wave scare early in the year 2022, COVID-19 was largely on the ebb for most part of the year helping in restoration of consumer and business confidence. Sound macroeconomic fundamentals, a resilient financial system reflected in healthy balance sheets of banks and non-banking financial companies (NBFCs), and a deleveraged corporate sector imparted resilience to counter the adverse global spillovers. India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022.

India's stock market outperformed most of its EME peers in 2022-23 on the strength of macroeconomic fundamentals and favourable growth prospects. However, primary segment of the equity market witnessed moderation in fundraising amid volatile market conditions. The 10-year Government security (G-sec) yield hardened, however, remained range-bound amid changing outlook for monetary policy and inflation. The rupee came off its lows witnessed in Q3:2022-23 and traded largely range-bound in the fourth quarter, amidst softening of the US dollar. The buoyant demand for bank credit and early signs of a revival in the investment benefitted from higher profitability of scheduled commercial banks, along with improved asset quality, robust capital levels and liquidity buffers.

There was increase in interest rates during the year 2022-23. When the interest rates are hiked, debt funds have a mixed bag. While the short term focussed debt fund categories such as liquid and overnight funds see their portfolio yields go up leading to better returns, the rising yields pull down the long-term bond prices, bringing down the NAV of long duration debt funds.

### Industry Developments

The NBFC sector has been facing increased regulatory oversight and push towards convergence with banks through various measures such as scale-based regulation, realignment in asset quality classification and Prompt Corrective Action norm. The incremental impact of the

notification on NPA recognition however will be moderate as the maximum impact has already been seen in 3QFY22 figures and NBFCs are holding adequate provisions.

Economic Survey 2022-2023 flags the consistent rise of NBFCs' credit as a proportion to GDP as well as in relation to credit extended by SCBs. Supported by various policy initiatives, NBFCs could absorb the shocks of the pandemic. They built up financial soundness during FY22, marked by balance sheet consolidation, improvement in asset quality, augmented capital buffers and profitability.

The continuous improvement in asset quality is seen in the declining GNPA ratio of NBFCs from the peak of 7.2 per cent recorded during the second wave of the pandemic (June 2021) to 5.9 per cent in September 2022, reaching close to the pre-pandemic level.

Credit extended by NBFCs is picking up momentum, with the aggregate outstanding amount at ₹31.5 lakh crore as of September 2022. NBFCs continued to deploy the largest quantum of credit from their balance sheets to the industrial sector, followed by retail, services, and agriculture.

### Company Performance

Your Company continues to be Systematic Important Non deposit taking Non-Banking Investment Company. However as per new scale based regulatory framework, your Company has been classified as Base layer NBFC. The Company has formulated all the policies as required under new classification.

The Company invests in mutual funds, perpetual bonds, NCD's, corporate deposits, equity shares of quoted and unquoted companies & fixed deposits. The Company continued with its policy of investing in low-risk investment instruments. The Company has earned net profit of ₹ 603.13 lakhs during the year 2022-2023. The Company has generated major income this year due to the decision to churn the portfolio of low yield investments in anticipation of higher returns in the future.

### Opportunities

The RBI has been continually strengthening the supervisory framework for NBFCs in order to ensure sound and healthy functioning and avoid excessive risk taking. It has issued several new guidelines in the recent past.

### Threats

The uncertainties and volatility in the financial market is a continuing threat to the organizational performance.

However, the twin features of fore-sightedness and focused analysis of the market has challenged the threat to adverse performance.

## Risk and Concern

Your Company is exposed to normal industry risk such as interest rates, market and operational risks. In order to mitigate the risk, your Company invest the surplus funds in growth schemes primarily seeking to generate long term capital appreciation commensurate with prudent risk from a portfolio comprised substantially of high quality securities.

## Internal control systems & their adequacy

The Company believes in the system of internal controls and has provided for proper checks and control at various operational levels.

## Material developments in Human Resources / Industrial Relations front, including number of people employed.

There has been positive working relationship between the Company and the employees of the Company during the year.

The Company strives to provide conducive working environment to its employees and to maintain the pace with the economic situations, Company has always focused on enhancing the efficiency of the employees including restructuring their compensation, working conditions e.t.c. Accordingly, the Company has also provided work from home facility to its employees and evaluated the performance of employees during the year under review to retain the motivation among the employees of the Company.

During the year under review, no employee has been employed by the Company.

## Statement of Significant changes (i.e. change of 25% or more) in Key financial ratios

Particulars	Ratio (FY 2022-23)	Ratio (FY 2021-22)	Change (in %) (approx)	Explanation for change
Current Ratio (in times)	124.42	258.14	-52.0%	Change in Ratio is on account of: (i) Increase of Current Assets by ₹ 1057 Lakh mainly due to increase of Current Investments (ii) Increase of Current liabilities (mainly Other payables) by ₹ 24 Lakh
Return on Net Worth (in %)	4.81	6.77	-29.0%	Change in Ratio is on account of: (i) Decrease of Profit for the year (profit decreased, since total Income decreased & total Expenses increased) by ₹ 207 Lakh (ii) Increase of Net worth (mainly due to Profit & others) by ₹ 571 Lakh

Please note that the Company is not engaged in any business operations, except investment of surplus funds in low-risk instruments and earning income therefrom and further there are no debts in the Company. Accordingly, Debtor turnover ratio, Inventory turnover ratio, Operating Profit Margin (%), Net profit Margin (%), Debt-Equity Ratio and Interest Coverage Ratio are not required to be calculated.

# PNB FINANCE AND INDUSTRIES LIMITED

## REPORT PURSUANT TO NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 2016 AS ISSUED BY RESERVE BANK OF INDIA

To  
The Board of Directors,  
PNB Finance and Industries Ltd.  
1st Floor, Express Building,  
9-10 Bahadur Shah Zafar Marg,  
Delhi-New Delhi- 110 002

### Matters to be reported as per paragraph 3 of the Non- Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016

- A) (i) The Company is duly registered with the Reserve Bank of India (hereinafter referred as the "Bank") as an NBFC and has obtained the Certificate of Registration (CoR) vide certificate No. B-14.00572 dated 26/03/1998.
- (ii) The Company is entitled to continue to hold such Certificate of Registration (CoR) in terms of its Principal Business Criteria (Financial asset/income pattern) asset/income pattern as on March 31, 2023.
- (iii) The Company is meeting the required Net Owned Fund requirement as laid down in the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Net Owned Fund as on March 31, 2023 is amounting to **Rs. 125.39 Crore.**
- B) Since the company does not hold public deposits and neither has it accepted public deposits during the year, therefore the matters specified in this paragraph are not applicable to the company.
- C) i) The Board of Directors has passed a resolution dated April 27, 2022 for non-acceptance of any public deposits during the Financial Year 2022-23.
- ii) The company has not accepted any public deposits during the year ended March 31, 2023.
- iii) Since the Company has not accessed any public funds and does not have any customer interface during the year ended March 31, 2023 and accordingly the directions related to Prudential Regulations as contained in the Chapter V of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 is not applicable on the company, hence the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts are not applicable to the company.
- iv) The Company is a Systemically Important Non- Deposit taking NBFC and
- (a) has submitted to Bank in XBRL DNBS03 form on provisional basis wherein the capital adequacy ratio has been correctly arrived at and such ratio is in compliance with the minimum CRAR prescribed by the Bank;
- (b) has furnished to the Bank the applicable quarterly statement in XBRL DNBS03 form wherein capital funds, risk assets/exposures and risk asset ratio has been furnished within the stipulated period.
- Note:** As explained to us, while calculating Capital Fund, & Risk Assets and Risk assets ratio, unrealized gains arising on fair valuation of financial instruments (as Investments) have been **excluded/ not been considered** in terms of the provisions of RBI circular no. RBI/2019 20/170/DOR(NBFC).CC.PD. No.109/22.10.106/2019-20 dated March 13, 2020 and "Regulatory Guidance on Implementation of Indian Accounting Standards by NBFCs" enumerated under Paragraph 9 of Master Direction-Non-Banking Financial Company-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, issued vide RBI Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016, as amended.
- v) Since the Company is not a NBFC-Micro Financial Institutions (MFI) as defined in paragraph 3 (xx) of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the matters specified in this paragraph are not applicable to the Company.
- D) Since the Company has not obtained any specific advice from the bank that it is not required to hold Certificate of Registration from the Bank; the matters specified in this paragraph are not applicable to the Company.

For A W A T A R & C O.  
Chartered Accountants  
Firm Registration No.000726N

(Sanjay Agrawal )  
Partner

Membership No .087786

UDIN: 23087786BGQAGB6645

Date : May 19, 2023

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF

### PNB FINANCE AND INDUSTRIES LIMITED

### Report on the Audit of the Financial Statements for the year ended March 31, 2023

#### Opinion

We have audited the accompanying standalone Financial Statements of **PNB Finance and Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and the Statement (of Cash Flow for the year then ended and notes to financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2023, the Profit (financial performance), other comprehensive income, change in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditors' report thereon.

Our opinion on standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.



## Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on the standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our

opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these audit matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent as applicable.
2. As required by Section 143(3) of the Act, we report that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- D. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;
- E. On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
- G. With respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
- i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements;
  - i) The Company did not have any long-term contracts and had no derivative contract outstanding as at 31<sup>st</sup> March, 2023.
  - ii) There has been no delay in transferring amount required to be transferred to the Investor

Education and Protection fund.

- iii) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (d) The Company has not declared any dividend during the year.

**For A W A T A R & C O.**  
**Chartered Accountants**  
**Firm Registration No. 000726N**

**Sanjay Agrawal**  
**Partner**

**Place : New Delhi**  
**Date : May 19, 2023**

**Membership No. : 087786**  
**UDIN :23087786BGQAFZ2687**

## ANNEXURE-A TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of **PNB FINANCE AND INDUSTRIES LIMITED** for the year ended March 31, 2023)

i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (b) The Company has a regular program of physical verification of its Property, Plant and Equipment so as to cover all the assets. As explained to us, physical verification has been carried out by the Company and no discrepancy was noticed on such verification. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- (c) Based on our examination, we report that, the company does not own / hold any immovable property as at the balance sheet date, hence to that extent paragraph 3 (ii) (c) of the Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipments during the year. According to the records examined by us, the company does not have any intangible assets and right of use Assets. Thus paragraph 3 (i) (d) of the Order is not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii) In respect of the Company's Inventory

- (a) There is no inventory held by the Company, hence, paragraph 3 (ii) (a) of the Order is not applicable to Company.
- (b) The Company has not been sanctioned any working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets. Hence, paragraph 3 (ii) (b) of the Order is not applicable to Company.

iii) The Company has not provided any loans or advances

in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) to 3(iii)(f) of the Order are not applicable.

- iv) The Company has neither given any loans, guarantee and security covered under Section 185 and 186 of the Act during the year under audit. However, Investments made by the Company during the year are in compliance with the provisions of Section 186 of the Act.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits during the year and hence paragraph 3 (v) of the Order is not applicable to the Company.
- vi) The Central Government has not prescribed the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 for any of the products/services of the Company.
- vii) (a) According to the records examined by us, the Company is generally regular in depositing with appropriate authorities, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, GST, Customs Duty, Excise Duty, VAT and Cess and any other statutory dues applicable to it  
  
According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.  
  
(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, GST, value added tax, cess and other statutory dues which have not been deposited on account of disputes.

viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- ix) (a) Based on our audit procedures and according to the information given by the management, the company has not taken any loans or borrowings from any financial institution, bank, government, or any other entity. Hence paragraph 3 (ix)(a) of the Order is not applicable to the Company.  
  
(b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.  
  
(c) The Company has not obtained any term loans.

- (d) Based on our audit procedures and according to the information given by the management, the company has not raised any funds on short-term basis. Hence paragraph 3 (ix)(c) of the Order is not applicable to the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence clause 3(ix)(f) of the Order is not applicable.
- x) (a) The Company has not raised any money by way of any initial public offer or further public offer (including debt instrument) during the year. Hence clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible). Hence clause 3(x)(b) of the Order is not applicable.
- xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The company has not received any whistle blower complaints during the year.
- xii) The Company is not a Nidhi Company. Hence clause 3 (xii) of the Order is not applicable to the Company.
- xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard.
- xiv) In respect of Internal Audit :—
- (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) During the year, the Company has not entered into any non-cash transaction with Directors or person connected with him. Hence, clause 3 (xv) of the Order is not applicable to the Company
- xvi)(a) The Company is duly registered under Section 45-1A of the Reserve Bank of India Act, 1934.
- (b) The Company is a registered NBFC-Investment and Credit Company duly registered under Section 45-1A of the Reserve Bank of India Act, 1934. It has carried out investment activities during the year. It has not carried out any Housing Finance activities during the year.
- (c) In our opinion, the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Hence, clause 3(xvi)(c) of the Order is not applicable.
- (d) As per information and explanations given to us, there is no Core Investment Company in the Group. Hence clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year or in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date..
- xx) In respect of Corporate Social Responsibility (CSR)
- (a) In respect of other than ongoing projects, there are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly,



reporting under clause 3(xx)(a) of the Order is not applicable for the year.

- (b) There are no unspent amounts towards Corporate Social Responsibility (CSR) in respect of ongoing projects, requiring a transfer, to a Special account in compliance with the provision of section 135(6) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year

**For A W A T A R & C O.**  
**Chartered Accountants**  
**Firm Registration No. 000726N**

**Sanjay Agrawal**  
**Partner**

**Place : New Delhi**      **Membership No. : 087786**  
**Date : May 19, 2023**      **UDIN :23087786BGQAFZ2687**

## ANNEXURE-B

### **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PNB FINANCE AND INDUSTRIES LIMITED**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **PNB Finance and Industries Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to Obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial Controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India"

**For A W A T A R & C O.**  
**Chartered Accountants**  
**Firm Registration No. 000726N**

**Sanjay Agrawal**  
**Partner**

**Place : New Delhi**  
**Date : May 19, 2023**

**Membership No. : 087786**  
**UDIN :23087786BGQAFZ2687**



# PNB FINANCE AND INDUSTRIES LIMITED

## BALANCE SHEET AS AT MARCH 31, 2023

Particulars	Note no.	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>ASSETS</b>			
<b>Financial assets</b>			
Cash and cash equivalents	2 (I)	214.70	3.97
Bank balances other than above	2 (II)	1,350.35	1,304.10
Investments	3	1,91,979.93	1,78,135.77
Loan	4	-	126.00
Other financial assets	5	112.62	346.55
<b>Non financial assets</b>			
Current tax assets (net)	6	15.19	16.96
Deferred tax assets (net)	7	5.89	3.51
Property, plant and equipments	8	0.65	1.65
Other non -financial assets	9	5.93	0.51
<b>Total</b>		<b>1,93,685.26</b>	<b>1,79,939.02</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial liabilities</b>			
Payables			
Other Payables			
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than small enterprises		25.03	3.67
Other financial liabilities	11	2.50	3.16
<b>Non- financial liabilities</b>			
Provisions	12	20.75	12.02
Deferred tax liabilities	13	40,273.59	39,112.87
Other non-financial liabilities	14	9.94	7.04
<b>Equity</b>			
Equity share capital	15	320.00	320.00
Other equity	16	1,53,033.45	1,40,480.26
<b>Total</b>		<b>1,93,685.26</b>	<b>1,79,939.02</b>
<b>Significant accounting policies and notes on financial statements</b>	1-41		-

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

# PNB FINANCE AND INDUSTRIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note no.	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>INCOME :</b>			
<b>Other income</b>			
Interest income	17	408.57	514.77
Dividend income from equity instruments		390.84	158.49
Net gain on fair value changes	18	264.55	497.73
Others	19	1.64	15.01
<b>Total income</b>		<b>1,065.60</b>	<b>1,186.00</b>
<b>EXPENSES :</b>			
Employee benefits expense	20	57.50	43.99
Depreciation and amortization expense	21	0.96	0.42
Other expenses	22	269.03	154.82
<b>Total expenses</b>		<b>327.49</b>	<b>199.23</b>
<b>Profit before exceptional items and tax</b>		<b>738.11</b>	<b>986.77</b>
Exceptional items	23	21.68	-
<b>Profit before tax</b>		<b>716.43</b>	<b>986.77</b>
Tax expense :			
Current tax		114.02	171.93
Deferred tax charge/(-)credit		(1.03)	(0.75)
Earlier year tax provision (net)		0.31	5.00
Total tax expenses		113.30	176.18
<b>Profit after tax for the year (A)</b>		<b>603.13</b>	<b>810.59</b>
<b>Other comprehensive income (OCI)</b>			
<b>(I) Items that will be reclassified to the profit or loss</b>			
Fair value changes in debt instruments through OCI		140.87	264.52
Less: reclassified to profit or loss from OCI on sale		(264.55)	(497.73)
Less: income tax effect on above		37.15	42.28
	(I)	(86.53)	(190.93)
<b>(II) Items that will not be reclassified to the profit or loss</b>			
Fair value changes in equity instruments through OCI		13,266.45	(3,770.03)
Less: income tax effect on above		(1,197.87)	(887.72)
Profit on sale of equity instruments through OCI		(28.49)	94.53
Less: income tax effect on above		-	(16.52)
Remeasurement of the defined benefit plans		(4.85)	(2.74)
Less: income tax effect on above		1.35	0.80
	(II)	12,036.59	(4,581.68)
<b>Total other comprehensive income, net of tax (B= I+II)</b>		<b>11,950.06</b>	<b>(4,772.61)</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>12,553.19</b>	<b>(3,962.02)</b>
<b>Earnings per equity share</b>	24		
(Face value of ₹ 10/- each)			
Basic (in ₹)		18.85	25.33
Diluted (in ₹)		18.85	25.33
<b>Significant accounting policies &amp; notes on financial statements</b>	1-41		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>A Cash flow from operating activities</b>		
Profit before tax	716.43	986.77
<b>Adjustment for:</b>		
Dividend income	(390.84)	(158.49)
(Gain)/loss on sale of investments (realised)	(264.55)	(497.73)
Interest on investments in bonds, debentures & deposit	(343.79)	(461.70)
Interest income on loan to subsidiary company	(4.41)	(8.82)
Premium (net of discount) on bonds amortised	9.28	9.63
Interest on fixed deposits with bank	(69.65)	(53.88)
<b>Non - cash items :</b>		
Provision for leave encashment and gratuity (net)	3.88	2.30
Depreciation	0.96	0.42
Amount written off	1.51	0.55
Provision no longer required written back	-	(0.03)
<b>Operating profit before working capital changes</b>	<b>(341.18)</b>	<b>(180.98)</b>
Adjustments for changes in working capital:		
(Increase)/ decrease in other non-financial assets	(5.42)	-
Increase/(decrease) in other payables	21.36	0.19
Increase/(decrease) in other non-financial liabilities	2.90	(0.52)
Cash generated from /(used in) operations	<b>(322.34)</b>	<b>(181.31)</b>
Income tax paid(net of refund)	<b>(114.07)</b>	<b>(175.14)</b>
<b>Net cash from/(used in) operating activities</b>	<b>(436.41)</b>	<b>(356.45)</b>
<b>B Cash flow from investing activities</b>		
Payment for purchase of property, plant and equipment	-	(1.58)
Proceeds on sale of property, plant and equipment	0.05	-
Dividend received	390.84	158.49
Interest received (includes TDS) on deposits, bonds and FDR	645.38	434.89
Maturity of investment in bonds and deposits	1,000.00	317.00
Maturity of fixed deposits with bank	1,300.94	1,244.64
Fixed deposits made with bank	(1,347.85)	(1,300.94)
Loan repaid/refunded by subsidiary	126.00	-
Interest received (includes TDS) on loan to subsidiary	6.39	8.88
Purchase of investments in mutual funds	(3,516.50)	(2,744.00)
Purchase of investments in shares	(1,327.28)	-
Investments in shares of subsidiary	(619.04)	-
Proceeds from sale of shares	168.69	94.53
Proceeds from sale/redemption of mutual funds	3,819.52	2,165.77
<b>Net cash from/(used in) investing activities</b>	<b>647.14</b>	<b>377.68</b>

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>C Cash flow from financing activities</b>		
Dividend paid	-	(19.20)
<b>Net cash from/(used in) financing activities</b>	<b>-</b>	<b>(19.20)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>210.73</b>	<b>2.03</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>3.97</b>	<b>1.94</b>
<b>Total cash and cash equivalents at the end of the year</b>	<b>214.70</b>	<b>3.97</b>
<b><u>Components of cash and cash equivalents:</u></b>		
Cash on hand	<b>0.03</b>	0.03
Balances with HDFC bank in current accounts	<b>39.67</b>	3.94
Fixed deposits with HDFC bank (short term maturity i.e. less than 3 months)	<b>175.00</b>	-
<b>Total</b>	<b>214.70</b>	<b>3.97</b>

Note : (i) The above Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind AS-7) "Statement of Cash Flow".

(ii) Previous year figures have been regrouped/ rearranged wherever considered necessary.

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

# PNB FINANCE AND INDUSTRIES LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

### A. Equity Share Capital

(₹ in lakh)

Particulars	Balance as at March 31, 2021	Changes during the year	Balance as at March 31, 2022	Changes during the year	Balance as at March 31, 2023
Equity Shares	320.00	-	320.00	-	320.00
	320.00	-	320.00	-	320.00

### B. Other Equity

(₹ in lakh)

Particulars	Reserves and surplus				Accumulated balance of other comprehensive income (OCI)		Total other equity
	Securities premium	General reserve	Special reserve u/s 45-IC of RBI Act, 1934	Retained earnings (surplus)	Debt instruments through OCI	Equity instruments through OCI	
Balance as at March 31, 2021	103.91	1,495.16	2,186.89	7,000.88	900.76	1,32,773.88	1,44,461.48
Changes during the year ended March 31, 2022 :							
Add : profit/(-) loss for the year	-	-	-	810.59	-	-	810.59
Add : other comprehensive income for the year :							
fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	(233.21)	(3,770.03)	(4,003.24)
Income tax on above	-	-	-	-	42.28	(887.72)	(845.44)
Profit on sale of equity instruments (net of tax)	-	-	-	-	-	78.01	78.01
Remeasurement of defined benefit plan (net of tax)	-	-	-	(1.94)	-	-	(1.94)
Less : profit (net) on sale of equity instruments transferred				78.01		(78.01)	-
Less : dividend paid	-	-	-	(19.20)	-	-	(19.20)
Less : transfer to general reserve	-	20.00	-	(20.00)	-	-	-
Less : transfer to special reserve	-	-	158.28	(158.28)	-	-	-
<b>Balance as at March 31, 2022</b>	<b>103.91</b>	<b>1,515.16</b>	<b>2,345.17</b>	<b>7,690.06</b>	<b>709.83</b>	<b>1,28,116.13</b>	<b>1,40,480.26</b>
Changes during the year ended March 31, 2023 :							
Add : profit/(-) loss for the year	-	-	-	603.13	-	-	603.13
Add : other comprehensive income for the year :							
fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	(123.68)	13,266.45	13,142.77
Income tax on above	-	-	-	-	37.15	(1,197.87)	(1,160.72)
Profit on sale of equity instruments (net of tax)	-	-	-	-	-	(28.49)	(28.49)
Remeasurement of defined benefit plan (net of tax)	-	-	-	(3.50)	-	-	(3.50)
Less : profit (net) on sale of equity instruments transferred				(28.49)		28.49	-
Less : dividend paid	-	-	-	-	-	-	-
Less : transfer to general reserve	-	20.00	-	(20.00)	-	-	-
Less : transfer to special reserve	-	-	120.63	(120.63)	-	-	-
<b>Balance as at March 31, 2023</b>	<b>103.91</b>	<b>1,535.16</b>	<b>2,465.80</b>	<b>8,120.57</b>	<b>623.30</b>	<b>1,40,184.71</b>	<b>1,53,033.45</b>

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

**Sanjay Agrawal**

Partner

Membership No. 087786

Place: New Delhi

Date: May 19, 2023

for and on behalf of the Board of Directors

**Govind Swarup**

Director

DIN: 00003145

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Rakesh Dhamani**

Director

DIN: 07065199

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Corporate Overview

PNB Finance and Industries Limited ('the Company') is a public limited company domiciled and incorporated in India under the provisions of Indian Companies Act.

The Company's registered office is at I<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002, India.

The shares of the Company are listed with The Calcutta Stock Exchange Ltd. The Company is registered with Reserve Bank of India (RBI) as a Non deposit taking Company Non banking financial company.

Presently, the Company is not engaged in any business operations, except investment of surplus funds in low-risk instruments and earning income therefrom.

### 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 1.1 Basis of preparation of Financial Statements:

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and disclosures are made in accordance with the requirement of Division III of Schedule III of the Companies Act, 2013 (the Act) and other relevant provisions of the Act and RBI guidelines/ regulation as an NBFC Company to the extent applicable.

The financial statements are approved by the Board of Directors on May 19, 2023.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured and carried at Fair Value (refer accounting policy regarding Financial Instruments).

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency.

All amounts have been rounded-off to the nearest lakhs (up to two decimal point), as per the requirements of Schedule III, unless otherwise stated.

#### 1.2 Significant accounting judgments, estimates and assumptions:

The preparation of the financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, financial assets, non-financial assets, financial and non-financial liabilities and disclosure of the contingent liabilities at the end of each reporting period. Actual may differ from these estimates.

The information about each of these estimates and judgements is included in relevant notes. Estimation and underlying assumptions are reviewed on ongoing basis. Revisions to estimates are recognised prospectively.

#### 1.3 Revenue Recognition

Income is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured. Where significant uncertainty exists on realization of revenue at the time of accrual, underlying revenue is not recognized to that extent.

- **Interest income**

Interest income from debt instruments is recognised using effective interest rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

When calculating the EIR, the company estimates the expected cash flows by considering all the contractual terms of the financial instruments (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.



Interest income on Bank Deposits and other non -financial deposits is recognized on accrual basis considering, the amount invested/ outstanding / and the rate of interest applicable.

Interest on tax refund is accounted for on receipt basis.

- **Dividend income**

Dividends are recognised in the statement of profit and loss only when the right to receive the payment is established and it is probable that the economic benefits associated with the dividend will flow to the company, and the amount can be measured reliably.

Dividend income from Equity Instruments measured at fair value through Other Comprehensive income has been recognised in the statement of profit and loss.

Interest and Dividend is included under Other Income in Statement of Profit and Loss.

## 1.4 Property, plant and equipment:

- **Recognition and measurement**

Property, Plant & Equipments (PPE) is stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The Cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable expenses for bringing the assets to their present location and conditions for its intended use.

When parts of an item of PPE have different useful lives, they are accounted for as separate items (major components) of PPE. All other expenses on an existing PPE including day to day repair and maintenance expenditure and cost of replacing parts (other than major components), are charged to the statement of profit and loss for the period during which such expenses are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under 'Other Non -Financial assets'.

- **Disposal**

An item of PPE is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of PPE are determined by comparing the proceeds from disposal with the carrying amount of PPE and are recognised within other income/ expenses in the statement of profit and loss.

- **Depreciation**

Depreciation on Property, Plant & Equipment (PPE) is provided on written down value as per rates arrived at based on useful life and manner prescribed under Schedule II of the Companies Act, 2013.

In case Addition /Deletion of PPE during the year, Depreciation on those PPEs has been provided for on a pro rata basis from the date of such addition or, as the case may be, up to the date of deletion of such asset.

## 1.5 Impairment of Property, Plant and Equipment and Other Non -financial assets:

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which the assets is identified as impaired. The impaired loss recognized in prior accounting periods is reversed / adjusted, if there has been a change in the estimate of the recoverable amount.

## 1.6 Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## 1.7 Fair value measurement:

The Company measure financial instruments such as Investments in Debt Mutual Funds and in Equity shares (other than investment in Subsidiaries/Associates) at fair value at each reporting (Balance sheet) date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to fair value measurement as a whole :

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For fair value disclosures, the company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## 1.8 Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial Assets

#### **a. Initial Recognition and Measurement**

Financial assets are initially recognised on the trade date i.e. the date that the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. Financial Assets which are not at fair value through Profit and loss, are at fair value plus transaction costs that are directly attributable to the acquisition of such Financial Assets. Transaction costs of those financial assets carried at "fair value through profit or Loss" are expensed in Statement of profit and loss.

Financial Assets are classified at the initial recognition as Financial Assets measured at Amortised Costs or at Fair value.

#### **b. Subsequent Measurement**

For subsequent measurement, financial assets are broadly classified in two broad categories:

- ☐ Financial Assets carried at Amortised Cost,
- ☐ Financial Assets at Fair Value [Either through Other Comprehensive income (FVTOCI) Or through Profit or Loss (FVTPL)]

For assets classified as "at Fair value", gains and losses are either recognised in Statement of profit and loss or recognised in Other Comprehensive Income, as elected. For Assets classified as "at Amortised Cost", this will depend on the business model and contractual terms of the cash flows.

i) **Financial Assets carried at Amortised Cost :**

A Financial Asset is measured at Amortised Cost if it meets the following two conditions:

- (a) Business Model Test: The objective of the company's business model is to hold the financial assets to collect contractual cash flows.
- (b) Cash flow characteristic Test: The contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets i.e. Debentures, Bonds and Corporate Deposits etc. meeting the above conditions are measured at Amortised Cost and Interest income from such financial assets has been recognised using the effective Interest rate.

ii) **Financial Assets at fair value through Other Comprehensive Income (FVTOCI) :**

A Financial Asset is subsequently measured at fair value through Other Comprehensive Income if :

- (i) The objective of the business model is achieved by both collecting contractual cash flows and selling Financial Assets and
- (ii) The contractual terms of the Financial Asset represent solely payments of principal and interest on the principal amount outstanding.

The Dividend Income on Financial Assets at FVTOCI is recognised under Profit or Loss. The company's Investments in Financial Assets i.e. Debt Instruments being Debt based Mutual Funds are measured at fair value through Other Comprehensive Income (OCI) and Fair value changes on these financial assets are recognised in OCI.

On derecognition/ sale of Investments measured at FVTOCI, the Fair value changes (on other than Equity Instruments measured at FVTOCI) in OCI, are subsequently reclassified to the statement of profit and loss.

iii) **Financial Assets at fair value through Profit or Loss (FVTPL) :**

A Financial Asset which is not classified in any of the above categories are measured at fair value through Profit or Loss.

Equity instruments which are held for trading are required to measure at FVTPL. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of Profit and Loss.

**Equity Instruments at Fair value through Other Comprehensive Income**

For Equity Instruments, the Company may make an irrevocable election to present subsequent changes in the fair value through Other Comprehensive Income. The Company makes such election on an instrument-by-instrument basis.

For investments in Equity Shares (not held for trading and other than Investment in Subsidiary /Associates), the Company has made an irrevocable election to account for these at Fair value through other comprehensive income (FVTOCI).

If the Company decides to classify an Equity Instruments as at FVTOCI, then all fair value changes on such instruments excluding dividend income, are recognised in the Other Comprehensive income (OCI). Dividend on equity instrument measured at FVTOCI is recognised at Statement of Profit and Loss.

Fair Value changes on these equity instruments never recycled (not subsequently transferred/reclassified) from OCI to Profit or Loss, however on de-recognition / sale of the equity instruments measured at FVTOCI, cumulative Gain or Losses are transferred/ reclassified within Equity i.e. Balance of Cumulative gain or Losses transferred to Retained earnings.

c. **Investments in Subsidiary**

The Company's Investment in Subsidiaries are recognised at Cost as per Ind AS 27. Cost represents amount paid for acquisition of the said investments.

The Company assesses at the end of each reporting period, if there are any indication that the said investments may be impaired. If impairment exists, the company estimates the recoverable value/ amount of the investments and provides for impairment, if any i.e. the deficit in the recoverable amount / value over cost. The impairment loss, if any, is recognised in the statement of profit and loss.

On disposal of investments in Subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

### **d. Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at FVTPL.

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets considered for ECL. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the needs to provide for the same in the statement of Profit and Loss.

The Company assess impairment based on Expected credit losses (ECL) model for the following :

- (1) Financial Assets measured at Amortised Cost,
- (2) Financial Assets measured at FVTOCI,
- (3) Other Financial Assets like Trade/ Other receivables.

The Company follows "Simplified Approach" for recognition of Impairment loss allowance on trade receivables. For application of "Simplified Approach" the company does not require to track changes in credit risk instead the company uses the provision matrix to determine loss allowance on Trade / Other receivables.

ECL is the difference between all contractual cash flows that are due to the company in accordance with contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original EIR.

The Company' investment in Debt Instruments (Fixed income securities being Bonds, Corporate Deposits, Debentures etc.), the risk parameters like tenor, the probability of default, tracking of ratings etc. for each of these instruments/ Issuer ratings etc. is considered in estimating probable credit losses over balance tenor of these instruments.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense / income in the Statement of Profit and Loss.

However, ECL impairment loss allowance (or reversal) if any, on Equity Shares measured at Fair value through OCI (FVTOCI) has been recognized through other comprehensive income.

ECL is presented as an allowance i.e. as an integral part of the measurement of those assets in the Balance sheet. ECL reduces the net carrying amount, unless the financial asset meets write off criteria, the company does not reduce impairment allowance from the Gross carrying amount.

### **Financial Liabilities**

#### **a. Initial Recognition and Measurement**

All Financial Liabilities are recognized at fair value and in case of borrowings and Payables, net of directly attributable transaction costs.

The company's financial liabilities include Trade/ other payables having short maturities.

#### **b. Subsequent Measurement**

Financial Liabilities comprises Interest bearing Borrowings (from Banks/others) if any, are carried at amortized cost using the effective interest method.

For trade and other financial liabilities maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **Derecognition of Financial Assets and Liabilities**

#### **Financial Assets**

A Financial assets is derecognised by the Company only when :

- (i) The contractual rights to the cash flows from the Financial Asset expired OR
- (ii) The Company has transferred the right to receive cash flow from financial assets and where the entity has transferred the assets, the company evaluates whether it has transferred substantially all risk and rewards of ownership of such financial assets. OR
- (iii) In any other case, transfer qualifies for other de-recognition criteria under Ind- AS 109.

## **Financial Liabilities**

A Financial liability (or a part thereof) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expired.

## **Reclassification of Financial Assets and Liabilities**

The Company does not reclassify its financial assets subsequent to initial measurement, apart from exceptional circumstances as permitted. Financial Liabilities are not reclassified.

## **Off setting**

Financial assets and liabilities are off set and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events. It must be enforceable in the normal course of business and also in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## **1.9 Employee benefits:**

- **Short-term employee benefits**

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

- **Post-employment benefits**

## **Defined contribution plans**

Employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employees and employer make monthly contributions to the plan at a pre determined rate of employee's basic salary. These contributions are made to a Central Government's employees provident organisation account (EPFO) Contributions by Company to Provident Fund are expensed in the Statement of Profit and Loss, when the contributions are due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

## **Defined benefit plans**

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

When the benefits of the plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability. The company recognises gains/ losses on settlement of a defined plan when the settlement occurs.

## **Other long-term employee benefits (Compensated leaves)**

The employees can carry-forward a portion of the unutilized accrued leave and utilize it in future service periods or receive cash compensation on resignation/termination of employment.

Accumulated Leaves, which is expected to be utilised within the next 12 months, is treated as Short term employee benefit. Since a substantial part of the compensated leaves do not fall due wholly within 12 months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within 12 months after the end of such period, the benefit of such leaves is classified as a long-term employee benefit.

The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method at year end.

Remeasurements, comprising of actuarial gains and losses, are recognised immediately in the Statement of profit and loss.

## 1.10 Income tax:

Income tax expense comprises Current Tax, Deferred tax and Earlier Year Tax, if any.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the current tax / deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

- **Current tax**

Current tax Expenses or credit for the period is the tax payable on the current period's taxable income based on the tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and liabilities are offset only if there is a legally enforceable right to set it off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum Alternate Tax (MAT) paid in a year under the provisions of the Income-tax Act, 1961 is charged to the statement of profit and loss as current tax for the year.

Minimum Alternate Tax (MAT) Credit, if applicable is recognised as Deferred tax asset only when and to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The company reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

- **Deferred tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses/tax credits only if it is probable that future taxable amounts will be available to utilise those temporary differences/credits and losses.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

The carrying amount of Deferred Tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

## 1.11 Provisions and contingent liabilities:

The Company creates a provision when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

Provisions are measured at the present value of management's best estimates of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as interest expense.

Contingent liability is not recognised but disclosed in the case of :

- (i) A present obligation that arising out of past events, when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation,



- (ii) A present obligation that arising out of past events , when no reliable estimate of the amount is possible,
- (iii) A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

### 1.12 Earnings per share (EPS):

Basic earnings per share is calculated by dividing the net profit/loss for the year attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the financial year.

The weighted average number of equity shares outstanding during the year/period and all periods presented is adjusted for events, such as bonus equity shares, other than the conversion of potential equity shares that have changed the no. of equity shares outstanding without a corresponding change in resources.

For calculating diluted earnings per share, the net profit and loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the financial year, is adjusted for the effects of all dilutive potential equity shares.

### 1.13 Dividend on Equity Shares:

The company recognises a liability to make cash distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

## 2 CASH AND BANK BALANCES

(₹ in lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>2 (I) : Cash and cash equivalents</b>		
Cash on hand	0.03	0.03
Balances with HDFC bank in current account	39.67	3.94
Fixed deposits with HDFC bank (short term maturity i.e. less than 3 months)	175.00	-
<b>Sub total-I</b>	<b>214.70</b>	3.97
<b>2 (II) : Bank balance other than above (I)</b>		
Fixed deposits with HDFC bank (maturity above 3 months) #	1,347.85	1,300.94
Earmarked balances with HDFC Bank (in unclaimed dividend accounts)	2.50	3.16
<b>Sub total-II</b>	<b>1,350.35</b>	1,304.10
<b>Total (I+II)</b>	<b>1,565.05</b>	1,308.07

# During the year ended March 31, 2020, the Company had provided to HDFC Bank its fixed deposit as margin in connection with “bank guarantee for a sum of Rs. 150 lakh in favour of The National Stock Exchange Ltd” obtained by its wholly owned subsidiary company i.e. Punjab Mercantile & Traders Ltd. The validity of bank guarantee was up to August 07, 2020 with extended claim period up to August 07, 2021. During current financial year, the said bank guarantee has been terminated/cancelled by HDFC Bank, post confirmation from NSE and accordingly fixed deposit held as “Margin Money” has also been released.

### 3 INVESTMENTS

(Investment in India & other than trade)

Particulars	Face value Per share/bond /unit (in ₹)	As at March 31, 2023		As at March 31, 2022	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
<b>(1) In debt mutual funds</b>					
<b>(a) Quoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Current</b>					
Kotak FMP Series 251 - 1265 Days Direct Plan Growth (Maturity -10-05-2022)	10	-	-	50,00,000	653.45
Nippon India Fixed Horizon Fund-XXXVII Series IV-Growth-Direct (Earlier Reliance FHF-XXXVII) (Maturity Date -05-04-2022)	10	-	-	14,50,000	188.30
<b>Total [1(a)]</b>			-		841.75
<b>(b) Unquoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Non current</b>					
Aditya Birla Sun Life Floating Rate Fund -Direct -Growth	10	-	-	55,367	156.99
HDFC Ultra Short term Fund - Direct - Growth	10	-	-	20,96,822	260.27
HDFC Ultra Short term Fund - Direct - Growth	10	-	-		82.00
(Amount invested on 31-03-2022, however 6,60,203.064 no. of Units @12.4204 per unit allotted on 04-04-2022)					
ICICI Prudential Short Term Fund-Direct Plan- Growth	10	25,023	13.60	25,023	12.77
Bandhan Bond Fund - Medium Term Plan - Direct - Growth (Earlier IDFC Bond Fund/ IDFC Super Savings Income Fund- Medium Term Plan)	10	32,37,533	1,350.35	34,72,694	1,408.26
Bandhan Corporate Bond Fund -Direct Plan -Growth (Earlier IDFC Corporate Bond Fund)	10	-	-	1,86,323	29.89
Bandhan Bond Fund- Short Term Plan-Direct Growth (Earlier IDFC Bond Fund/ Super Savings Income Fund- Short Term Plan)	10	48,792	24.90	1,24,739	61.12
Kotak Banking & PSU Debt Fund - Direct- Growth	10	28,04,264	1,594.87	28,15,142	1,528.09
Kotak Bond Fund (Short term) - Direct - Growth	10	2,46,778	117.77	-	-
Nippon India Nivesh Lakshya Fund - Direct-Growth	10	64,325	9.63	-	-
HSBC Banking and PSU Debt Fund - Direct - Growth	10	4,49,452	96.76	-	-
UTI Treasury Advantage Fund- Direct - Growth	1,000	-	-	307	8.89
<b>Total [1(b)]</b>			3,207.88		3,548.28
<b>(2) In equity mutual funds</b>					
<b>Unquoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Non current</b>					
HDFC Index Fund Nifty 50 Plan Direct Growth	10	6,78,545	1,114.57	-	-
ICICI Prudential Bluechip Fund- Direct Plan Growth	10	27,02,728	1,978.40	27,02,728	1,909.21
<b>Total [2]</b>			3,092.97		1,909.21
<b>(3) In bonds / NCDs</b>					
<b>Quoted</b>					
<b>(Carried at amortised cost)</b>					
<b>Current</b>					
9.56%, State Bank of India Perpetual Bond (Call date : 04-12-2023)	10,00,000	100	1,000.53	-	-
9.45%, State Bank of India Bonds,Taxable Perpetual Bonds (Call Date-22-03-2024)	10,00,000	199	1,997.57	-	-
<b>Non current</b>					
9.56%, State Bank of India Perpetual Bond (Call date : 04-12-2023)	10,00,000	-	-	100	1,001.36
9.45%, State Bank of India Bonds,Taxable Perpetual Bonds (Call Date-22-03-2024)	10,00,000	-	-	199	2,006.02
8.40%, TATA Capital Financial Services Ltd, (Secured NCD-Series -III), (5 Years & Call Date- 26-08-2024)	1,000	50,000	500.00	50,000	500.00
8.20% TATA Capital Housing Finance Ltd, (Secured, Non-Convertible Debentures-Series -III) (5 Years & Call Date-14-01-2025)	1,000	19,000	190.00	19,000	190.00
<b>Total (3)</b>			3,688.10		3,697.38
<b>(4) In corporate deposits</b>					
<b>Unquoted</b>					
<b>(Carried at amortised cost)</b>					
<b>Current</b>					
Deposit (Cumulative) with HDFC Ltd. (Coupon @ 8.49% & Maturity Date -09-04-2022)			-		1,000.00
<b>Total (4)</b>			-		1,000.00

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Face value Per share/bond /unit (in ₹)	As at March 31, 2023		As at March 31, 2022	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
<b>(5) In equity shares @</b>					
<b>(a) Quoted</b>					
(Carried at fair value through OCI (FVTOCI))					
<b>Non current</b>					
<b>Fully paid up shares of :</b>					
Camac Commercial Company Ltd.	10	35,000	6,784.94	35,000	6,231.95
HDFC Bank Ltd.	1	24,38,280	39,250.21	24,38,280	35,841.50
ICICI Bank Ltd.	2	1,38,900	1,218.43	-	-
Tata Consultancy Services Ltd (TCS)	1	5,268	168.88	-	-
Susmit Trading Ltd	10	29,400	-	29,400	-
Jantej Commercial Enterprises Ltd.	10	50,000	-	50,000	-
Sagar Investments Ltd.	10	1,00,000	-	1,00,000	-
The Pioneer Ltd.	10	100	-	100	-
<b>Total [5(a)]</b>			<b>47,422.46</b>		<b>42,073.45</b>
<b>(b) Unquoted</b>					
(Carried at fair value through OCI (FVTOCI))					
<b>Non current</b>					
<b>Fully paid up shares of :</b>					
Bennett, Coleman & Co Ltd.	10	2,66,65,848	1,02,183.53	2,66,65,848	93,026.48
(Includes bonus shares-2,66,63,976 )					
Ashoka Viniyoga Ltd	10	55,000	14,147.91	55,000	14,516.52
Excel Publishing House Ltd.	10	23,500	31.91	23,500	31.44
Artee Viniyoga Ltd.	10	2,49,860	2,701.59	2,49,860	3,292.78
Bennett Property Holdings Company Ltd.#	10	44,44,308	14,851.54	44,44,308	14,165.48
Pearl Printwell Ltd.	10	19,800	-	19,800	-
<b>Total [5(b)]</b>			<b>1,33,916.48</b>		<b>1,25,032.70</b>
<b>(6) Investments in subsidiaries (wholly owned)</b>					
<b>Equity shares - unquoted</b>					
(Carried at cost)					
<b>Non current</b>					
<b>Fully paid up shares of :</b>					
Punjab Mercantile & Traders Ltd.	10	51,696	624.04	50,000	5.00
Esoterica Services Ltd	10	2,00,000	20.00	2,00,000	20.00
(Earlier Jacaranda Corporate Services Ltd.)					
<b>Total [6]</b>			<b>644.04</b>		<b>25.00</b>
<b>(7) Other investment</b>					
<b>Non current</b>					
(Carried at cost)					
Investment in paintings			8.00		8.00
<b>Total [7]</b>			<b>8.00</b>		<b>8.00</b>
<b>Grand total (1(a)+1(b)+2+3+4+5(a)+5(b)+6+7)</b>			<b>1,91,979.93</b>		<b>1,78,135.77</b>
<b><u>Summary of investments :</u></b>					
<b><u>Total investments measured &amp; carried :</u></b>					
At fair value through OCI (FVTOCI)			1,87,639.79	-	1,73,405.39
At amortised cost			3,688.10		4,697.38
At cost			652.04		33.00
<b>Total</b>			<b>1,91,979.93</b>		<b>1,78,135.77</b>
<b><u>Total investments current &amp; non-current :</u></b>					
Current (within 12 months)			2,998.10		1,841.75
Non -current (long term)			1,88,981.83		1,76,294.02
<b>Total</b>			<b>1,91,979.93</b>		<b>1,78,135.77</b>
<b><u>Total investments as quoted and unquoted :</u></b>					
Quoted			51,110.56	-	46,612.58
Unquoted			1,40,869.37		1,31,523.19
<b>Total</b>			<b>1,91,979.93</b>		<b>1,78,135.77</b>

\*Units are rounded off to the nearest unit.

# In pursuance of scheme of arrangement entered between Bennett, Coleman & Co. Ltd. (BCCL) and Bennett Property Holdings Company Limited (BPHCL) as approved by the Bombay High Court order dated December 02, 2011 the Company has received shares of BPHCL in proportion of 1:6.

@ The fair value change of investment in unquoted equity shares and those quoted shares, which have not been traded / no latest quotes are available, has been considered based on latest available audited/unaudited financial statements of the respective investee companies.

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>4 LOAN</b>		
Loan to subsidiary (Loan to Punjab Mercantile & Traders Ltd @ 7% p.a.)	-	126.00
<b>Total</b>	<u>-</u>	<u>126.00</u>
<b>5 OTHER FINANCIAL ASSETS</b>		
Interest accrued on loan to subsidiary	-	1.98
Interest accrued on bonds/NCDs and deposits	64.07	311.79
Interest accrued on bank fixed deposits	48.55	32.78
<b>Total</b>	<u>112.62</u>	<u>346.55</u>
<b>6 CURRENT TAX ASSETS (NET)</b>		
(Unsecured, considered good)		
Advance income tax & TDS	317.66	269.18
Provision for Income tax	(302.47)	(252.22)
<b>Total</b>	<u>15.19</u>	<u>16.96</u>
<b>7 DEFERRED TAX ASSETS (NET)</b>		
Deferred tax assets (net) on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
On employee benefits liabilities (gratuity & leave encashment)	5.77	3.50
on property, plant and equipments	0.12	0.01
<b>Total</b>	<u>5.89</u>	<u>3.51</u>

Particulars	Office Equipments (Computers & Others)	Furniture & Fixture	Tangible Assets (₹ in lakh) Total
<b>8 PROPERTY, PLANT AND EQUIPMENTS</b>			
<b>At cost</b>			
<b>Gross carrying amount</b>			
Balance as at March 31, 2021	4.18	0.30	4.48
Additions during the year	1.58	-	1.58
Deletion/disposals during the year	-	-	-
Balance as at March 31, 2022	<u>5.76</u>	<u>0.30</u>	<u>6.06</u>
Additions during the year	-	-	-
Deletion/disposals during the year	(1.13)	-	(1.13)
<b>Balance as at March 31, 2023</b>	<u>4.63</u>	<u>0.30</u>	<u>4.93</u>
<b>Accumulated depreciation</b>			
Balance as at March 31, 2021	3.96	0.03	3.99
Additions during the year	0.35	0.07	0.42
Deletion/disposals during the year	-	-	-
Balance as at March 31, 2022	<u>4.31</u>	<u>0.10</u>	<u>4.41</u>

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Tangible Assets		(₹ in lakh)
	Office Equipments (Computers & Others)	Furniture & Fixture	Total
Additions during the year	0.91	0.05	0.96
Deletion/disposals during the year	(1.09)	-	(1.09)
<b>Balance as at March 31, 2023</b>	<b>4.13</b>	<b>0.15</b>	<b>4.28</b>
<b><u>Net Carrying Amount</u></b>			
<b>As at March 31, 2023</b>	<b>0.50</b>	<b>0.15</b>	<b>0.65</b>
As at March 31, 2022	1.45	0.20	1.65
As at March 31, 2021	0.22	0.27	0.49

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>9 OTHER NON-FINANCIAL ASSETS</b>		
(Unsecured, considered good)		
Staff Advance	5.00	-
Prepaid expenses	0.93	0.51
<b>Total</b>	<b>5.93</b>	<b>0.51</b>
<b>10 OTHER PAYABLES</b>		
Payable to micro and small enterprises #	-	-
Payable to others	25.03	3.67
<b>Total</b>	<b>25.03</b>	<b>3.67</b>

## Other payables ageing as at March 31, 2023

Particulars	MSME	Others	Disputed dues – ‘MSME	Disputed dues – ‘Others
<b>Outstanding from due date of payment</b>				
Less than 1 year	-	23.90	-	-
1-2 years	-	0.95	-	-
2-3 years	-	0.18	-	-
More than 3 years	-	-	-	-
<b>Total</b>	-	<b>25.03</b>	-	-

## Other payables ageing as at March 31, 2022

Particulars	MSME	Others	Disputed dues – ‘MSME	Disputed dues – ‘Others
<b>Outstanding from due date of payment</b>				
Less than 1 year	-	3.49	-	-
1-2 years	-	0.18	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	-	<b>3.67</b>	-	-

## PNB FINANCE AND INDUSTRIES LIMITED

# Based on the information available with the Company in respect of micro, small and medium enterprises, there are no outstanding/ delays in payment of dues to such enterprises. The required details as per The MSMED, 2006 is given below :

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b><u>Dues to micro, small and medium enterprise under the MSMED Act, 2006</u></b>	-	-
a) Interest paid and payments made to the supplier beyond the appointed day.	Nil	Nil
b) Interest due and payable for delay (which has been paid but beyond the appointed day), but without adding the interest under the MSMED Act.	Nil	Nil
c) Amount due and unpaid at the end of accounting year : - Principal amount and Interest due - Interest accrued and remaining unpaid	Nil	Nil
d) Interest remaining due and payable even in the succeeding years.	Nil	Nil
<b>11 OTHER FINANCIAL LIABILITIES</b>		
Unpaid dividends*	2.50	3.16
<b>Total</b>	<u>2.50</u>	<u>3.16</u>
* Unclaimed portion only		
<b>12 PROVISIONS</b>		
Provision for employee benefits		
- for leave encashment <sup>#</sup>	5.70	3.46
- for gratuity <sup>#</sup>	15.05	8.56
<b>Total</b>	<u>20.75</u>	<u>12.02</u>
# Refer note no. 32 for detailed disclosures.		
<b>13 DEFERRED TAX LIABILITIES</b>		
Deferred tax liabilities on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
Investment in debt instruments (measured at FVTOCI)	178.43	215.58
Investment in equity instruments (measured at FVTOCI)	40,095.16	38,897.29
<b>Total</b>	<u>40,273.59</u>	<u>39,112.87</u>
<b>14 OTHER NON-FINANCIAL LIABILITIES</b>		
<b>Others</b>		
TDS payable	4.14	2.65
GST payable	5.48	4.15
Provident fund payable	0.32	0.24
<b>Total</b>	<u>9.94</u>	<u>7.04</u>



Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>15 SHARE CAPITAL</b>		
<b>Equity share capital</b>		
<b>Authorised share capital</b>		
50,00,000 (P.Y. -50,00,000) equity shares of ₹ 10 each	500.00	500.00
	<u>500.00</u>	<u>500.00</u>
<b>Issued share capital</b>		
32,00,000 (P.Y. -32,00,000) shares of ₹10 each	320.00	320.00
	<u>320.00</u>	<u>320.00</u>
<b>Subscribed &amp; fully paid share capital</b>		
a) 8,01,288.5 (P.Y. - 8,01,288.5) shares of ₹ 10 each fully paid up. (On reduction of share capital through High Court order dated 15-11-1973)	80.13	80.13
b) 23,98,711.5 (P.Y.-23,98,711.5) shares of ₹ 10 each fully paid up (including 131 equity shares of ₹ 10 each in the form of fractional coupons)	239.87	239.87
<b>Total</b>	<u>320.00</u>	<u>320.00</u>

**(i) Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

The dividend, if any, is proposed by the Board of Directors is subject to the approval of shareholders in the ensuing annual general meeting. The payment of dividend will be made in Indian rupees.

In the event of the liquidation of the Company, the holders of equity shares will be entitled to remaining assets of the company, after meeting all liabilities.

**(ii) Reconciliation of equity shares held at the beginning and at the end of the year**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount in lakh	No. of shares	Amount in lakh
At the beginning of the year	32,00,000	320.00	32,00,000	320.00
Movement during the year	-	-	-	-
At the end of the year	32,00,000	320.00	32,00,000	320.00

(iii) There is no change in the share capital in the period of five years immediately preceding the date as at which the balance sheet is prepared. There has been no allotment of shares pursuant to contract(s) without payment being received in cash or by way of bonus issue and no shares have been bought back in the five years immediately preceding the balance sheet date i.e. March 31, 2023.

**(iv) Details of shareholders holding more than 5 % shares in the Company**

Name of the shareholder	As at March 31, 2023	As at March 31, 2022
	No. of shares	No. of shares
Artee Viniyoga Limited	8,01,710	8,01,710
Ashoka Viniyoga Limited	6,51,660	6,51,660
Camac Commercial Company Limited	5,20,000	5,20,000
Mr. Samir Jain	5,18,827	5,18,827
Mrs. Meera Jain	2,73,604	2,73,604
Combine Holding Limited	1,61,437	1,61,437

**(v) Details of shareholding of promoters in the Company**

Promoter name	As at March 31, 2023			As at March 31, 2022		
	No. of shares held	% of total shares	% change during the year	No. of shares held	% of total shares	% change during the year
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>16 OTHER EQUITY</b>		
<b><u>I. Reserve &amp; Surplus</u></b>		
<b><u>A. Securities premium</u></b>		
Balance as per last financial statements	103.91	103.91
Add/less : addition/(adjustment) during the year	-	-
<b>Balance at the end of the year</b>	<b>103.91</b>	<b>103.91</b>
<b><u>B. General reserve</u></b>		
Balance as per last financial statements	1,515.16	1,495.16
Add/less : addition/(adjustment) during the year	20.00	20.00
<b>Balance at the end of the year</b>	<b>1,535.16</b>	<b>1,515.16</b>
<b><u>C. Special reserve u/s 45-IC of RBI Act,1934</u></b>		
Balance as per last financial statements	2,345.17	2,186.89
Add/less : addition/(adjustment) during the year	120.63	158.28
<b>Balance at the end of the year</b>	<b>2,465.80</b>	<b>2,345.17</b>
<b><u>D. Retained earnings (surplus)</u></b>		
Balance as per last financial statements	7,690.06	7,000.88
Add - profit for the year	603.13	810.59
Item of OCI recognised directly in retained earnings		
Add : remeasurement of the defined benefit plans (net of tax) for the year	(3.50)	(1.94)
Add : profit transferred from OCI on sale of equity instruments	(28.49)	78.01
Less:- transfer to general reserve	(20.00)	(20.00)
Less:- transfer to special reserve	(120.63)	(158.28)
Less:- dividend paid	-	(19.20)
<b>Balance at the end of the year</b>	<b>8,120.57</b>	<b>7,690.06</b>
<b>Total reserve &amp; surplus at the end of the year (I= A+B+C+D)</b>	<b>12,225.44</b>	<b>11,654.30</b>
<b><u>II. Accumulated balance of other comprehensive income (OCI)</u></b>		
<b><u>(E) Debt instruments through OCI</u></b>		
<b>Opening balance</b>	<b>709.83</b>	<b>900.76</b>
Add: fair value changes in debt instruments through OCI for the year	140.87	264.52
Less: reclassified to profit or loss from OCI on sale	(264.55)	(497.73)
Less: income tax effect thereon	37.15	42.28
<b>Closing balance at the end of the year</b>	<b>623.30</b>	<b>709.83</b>
<b><u>(F) Equity instruments through OCI</u></b>		
<b>Opening balance</b>	<b>1,28,116.13</b>	<b>1,32,773.88</b>
Add : fair value changes on equity instruments through OCI for the year	13,266.45	(3,770.03)
Less: income tax effect on above	(1,197.87)	(887.72)
Add :profit on sale of equity instruments (net of tax)	(28.49)	94.53
Less :income tax effect on above	-	(16.52)
Less :realised profit on sale (net of tax) transferred to retained earnings	28.49	(78.01)
<b>Closing balance at the end of the year</b>	<b>1,40,184.71</b>	<b>1,28,116.13</b>
<b>Total accumulated balance of OCI at the end of the year (II= E+F)</b>	<b>1,40,808.01</b>	<b>1,28,825.96</b>
<b>Total other equity (I +II)</b>	<b>1,53,033.45</b>	<b>1,40,480.26</b>

## Nature and purpose of reserve

Nature and purpose of each reserve has been disclosed as part of the qualitative disclosure :

### Securities premium

It is created in earlier year, by amount of premium received upon issuance of equity shares. This can be utilised in accordance with provisions of the Companies Act, 2013

### General reserve

The Company continues to transfer certain percentage of profits to general reserve before declaring dividends. This can be utilised in accordance with provisions of the Companies Act, 2013.

### Special reserve u/s 45-IC of RBI Act, 1934

The Company, being an NBFC company, has created a special reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss.

As prescribed by Section 45 IC of the Reserve Bank of India Act, 1934, No appropriation of any sums from the Reserve Fund shall be made by company except for the purpose as may be specified by RBI from time to time.

### Retained earnings (surplus)

It is created out of accretion of profits or loss and represents the amount of accumulated earnings of the Company. It also includes effect of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with provisions of the Companies Act, 2013.

### Accumulated balance of other comprehensive income (OCI)- debt instruments

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of debt instruments (including debt mutual funds) measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to profit or loss, when those instruments are disposed off.

### Accumulated balance of other comprehensive income (OCI)- equity instruments

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of equity instruments measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to retained earnings when those instruments are disposed off.

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>17 INTEREST INCOME</b>		
Interest income on investments in bonds, debentures & deposit (investments measured at amortised cost)	343.79	461.70
Amortisation adjustment of bonds purchased at premium/ discount	(9.28)	(9.63)
Interest income on loan to subsidiary company (measured at amortised cost)	4.41	8.82
Interest income on deposits with bank	69.65	53.88
<b>Total</b>	<b>408.57</b>	<b>514.77</b>

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>18 NET GAIN ON FAIR VALUE CHANGES</b>		
(a) Net gain/(loss) on financial instruments at FVTPL : on trading portfolio/ on financial instruments designated through FVTPL	-	-
(b) Others		
Gain(net) reclassified from OCI to profit or Loss on sale of investments in debt mutual funds	264.55	497.73
<b>Total</b>	<u>264.55</u>	<u>497.73</u>
<b><u>Break up of gains (net) :</u></b>		
Realised	264.55	497.73
Unrealised	-	-
<b>Total</b>	<u>264.55</u>	<u>497.73</u>
<b>19 OTHERS (INCOME)</b>		
Interest on income tax refund	1.64	14.98
Provisions no longer required written back	-	0.03
<b>Total</b>	<u>1.64</u>	<u>15.01</u>
<b>20 EMPLOYEE BENEFITS EXPENSE #</b>		
Salaries	50.04	39.38
Contribution to provident and other funds	1.96	1.28
Provision for gratuity and leave encashment	3.88	2.30
Staff welfare expenses	1.62	1.03
<b>Total</b>	<u>57.50</u>	<u>43.99</u>
# Includes Remuneration to Whole Time Director of ₹ 30.46 lakh for current financial year (₹ 21.81 lakh pertaining to previous financial year ended 31st March, 2022)		
<b>21 DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation on property, plant and equipments (refer note -8 )	0.96	0.42
<b>Total</b>	<u>0.96</u>	<u>0.42</u>
<b>22 OTHER EXPENSES</b>		
Director's sitting Fee	6.20	5.80
Legal and professional charges	198.03	96.88
Travelling & conveyance expenses	6.21	4.58
GST paid under reverse charge	35.29	17.08
Printing & stationery	0.31	0.31
Postage & telephone and internet charges	0.97	7.45
Advertisement expenses	1.09	1.52
Listing fees	0.47	0.29
Custodian fees	0.21	0.21
Document storage charges	1.56	1.46
Software charges	0.31	0.42
Manager remuneration	0.12	0.12
Filling fees	0.06	0.18
Auditor's remuneration \$	0.85	0.89
CSR contribution 2022-23 \$\$	14.51	-
CSR contribution 2021-22 \$\$	-	15.55
Amount written off	1.51	0.55
Miscellaneous expenses	1.33	1.53
<b>Total</b>	<u>269.03</u>	<u>154.82</u>

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>\$ Auditor's remuneration (inclusive of GST) :</b>		
As auditor		
Audit fees	0.40	0.40
Limited review	0.20	0.20
Other services (certification fees)	-	0.03
Out of pocket expenses	0.12	0.12
GST on above	0.13	0.14
<b>Total</b>	<u>0.85</u>	<u>0.89</u>
<b>\$\$ Discloure towards corporate social responsibility (CSR) activities :</b>		
(a) Gross amount required to be spent as per section 135 of the Companies Act, 2013 read by the company during the year	14.51	15.55
(b) Amount of expenditure incurred (contributed in cash) during the year on :		
(i) Construction /acquisition of any asset	-	-
(ii) On purpose other than above (i)	14.51	15.55
(c) Amount shortfall (unspent) at the end of the year	-	-
(d) Total of previous year shortfall	-	-
(e) Reason for shortfall	-	-
(f) Nature of CSR activities	CSR contribution has been made to Times Foundation (TF), a society having registration no. CSR00021643. TF shall utilise the said amount in any of the three ongoing projects i.e. education, physiotherapy and fitness and girl child care.	
(g) Details of related party transactions (e.g., contribution to a trust controlled by the Company)	-	-
(h) Movement in provision, if any, towards any liability incurred by entering into a contractual obligation	-	-
<b>23 Note -23 : EXCEPTIONAL ITEMS</b>		
Settlement amount paid to SEBI #	21.68	-
<b>Total</b>	<u>21.68</u>	<u>-</u>
# Refer "Note -30 : Contingent liabilities & "commitments" for detailed disclosure.		
<b>24 EARNINGS PER SHARE (EPS)</b>		
Profit after tax as per statement of profit and loss (₹ in lakh)	603.13	810.59
Weighted average number of equity shares (Face value per equity share ₹ 10/-)	32,00,000	32,00,000
Basic EPS (in ₹)	18.85	25.33
Diluted EPS (in ₹) #	18.85	25.33
# The Company has not issued any potential equity shares, and accordingly, diluted earnings per share is equal to the basic earnings per share.		

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>25 LOANS TO SUBSIDIARY COMPANY</b>		
Loan to wholly owned subsidiary (Punjab Mercantile & Traders Ltd)		
Maximum outstanding of loan during the year #	-	126.00
(@ 7% p.a. and repayable on demand, purpose : acquisition of shares of other cos. in earlier year )		
<b>Total</b>	-	126.00

# Interest accrued on Loan as on March 31, 2023 of ₹ Nil [as on March 31, 2022 of ₹ 1.98 lakh (net of TDS)], not included in above amount.

**Disclosure in case loan granted as repayable on demand :**

Type of borrower	As at March 31, 2023 (₹ in lakh)		As at March 31, 2022 (₹ in lakh)	
	Loan outstanding	% to the total Loans and advances (in the nature of loans)	Loan outstanding	% to the total loans and advances (in the nature of loans)
<b>Related parties</b>				
Punjab Mercantile & Traders Ltd [as wholly owned subsidiary]	-	-	126.00	100%

**26 SEGMENT INFORMATION**

The Company is not carrying any business operations except generating income from investment of surplus funds and these activities fall in a single business segment, thus there is no reportable segment within the meaning of Ind AS - 108 "Operating Segments".

**27 IMPAIRMENT OF ASSETS**

The management is of the opinion that there is no impairment of assets as contemplated in Ind AS -38 "Impairment of Assets".

**28 DISCLOSURES AS REQUIRED BY IND AS -24 -"RELATED PARTY DISCLOSURE"**

In accordance with Ind AS -24 "Related Party Disclosure", disclosure of related parties & related party transactions entered into during the year are given below -

**(a) Related parties and nature of relationship :**

**Subsidiary Company**

- Punjab Mercantile & Traders Ltd.
- Esoterica Services Limited (Formerly known as Jacaranda Corporate Services Limited)

**Key Management Personnel (KMP)**

Name	Relationship
1. Mr. Govind Swarup	Director
2. Mr. Ashish Verma	Director
3. Mrs. Saumya Agarwal	Director
4. Mr. Rakesh Dhamani	Director
5. Mrs. Shweta Saxena	Director & Company Secretary
6. Mr. Viveka Nand Jha	Chief Financial Officer
7. Mr. Vijay Kumar Bakshi	Manager



- (b) **Related Party Transactions entered during the year in ordinary course of business and outstanding balances payable/ (receivable) at the end of the year :**

(₹ in lakh)

Name of the Party	Nature of Transaction	Amount for the year ended		Amount outstanding as at	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Punjab Mercantile & Traders Ltd.	Loan given	-	-	-	126.00
	Loan refunded/repaid	126.00	-	-	-
	Interest on loan	4.41	8.82	-	1.98
	Margin provided to bank in connection with bank guarantee	Note 1	-	-	Note 1
Mr. Govind Swarup	Director's sitting fees	3.60	3.20	-	-
Mr. Ashish Verma	Director's sitting fees	1.60	1.40	-	-
Mrs. Saumya Agarwal	Director's sitting fees	1.00	1.20	-	-
Mrs. Shweta Saxena	Remuneration#	30.46	21.81	-	-
Mr. Viveka Nand Jha	Remuneration#	19.58	17.57	-	-
Mr. Vijay Kumar Bakshi	Remuneration	0.12	0.12	-	-

**Note 1 :** During the year ended March 31, 2020, the Company had provided to HDFC Bank its fixed deposit as margin in connection with "bank guarantee for a sum of ₹ 150 lakh in favour of The National Stock Exchange Ltd " obtained by its wholly owned subsidiary company i.e. Punjab Mercantile & Traders Ltd. The validity of bank guarantee was up to 07-08-2020 with extended claim period up to 07-08-2021. During current financial year, the said bank guarantee has been terminated/cancelled by HDFC Bank, post confirmation from NSE.

# Excluding PF and other retiral benefits.

## 29 FOREIGN EXCHANGE EARNINGS AND OUTGO

Information related to foreign exchange earnings & outgo during the year are as follows:-	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
Earnings & Outgo	Nil	Nil

## 30 CONTINGENT LIABILITIES & COMMITMENTS

- (a) **Contingent liabilities not provided for :**

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
Penalty levied pursuant to SEBI Adjudication Orders dated March 28, 2023 \$	1,220.00	-

\$ The Securities and Exchange Board of India ("SEBI") had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited ("AVL") and Camac Commercial Company Limited ("CCCL") respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SEBI had accepted the Company's application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company's applications under the Settlement Regulations in December 2022 and thereafter issued Adjudication Orders on March 28, 2023.

These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company.

Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. A bank guarantee for the said 25% penalty, is being provided by Company to SEBI. The SAT appeals are listed for final disposal on July 03, 2023.

The above referred "Settlement amount paid for ₹ 21.68 lakhs has been disclosed under "Note -23 : Exceptional Items".

(b) **Commitment as on March 31, 2023 : Nil** (Previous year ended March 31, 2022 : Nil).

### 31 INCOME TAXES EXPENSES & RECONCILIATION

(a) **Tax expense recognised in the Statement of profit and loss**

(i) **Tax expense recognised under "Profit or Loss" section**

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b><u>Current tax</u></b>		
Current tax	114.02	171.93
Earlier year that provision (Net)	0.31	5.00
<b>Total</b>	<b>114.33</b>	<b>176.93</b>
<b><u>Deferred tax charge/(credit)</u></b>		
Related to origination and reversal of deductible temporary difference	(1.03)	(0.75)
<b>Total</b>	<b>(1.03)</b>	<b>(0.75)</b>
<b>Total</b>	<b>113.30</b>	<b>176.18</b>

(ii) **Tax expense recognised under "Other Comprehensive Income (OCI)" section**

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b><u>Deferred tax charge / (credit) on :</u></b>		
<u>On account of deductible temporary difference on items measured through OCI</u>		
Investment in debt instruments (on fair value change)	(37.15)	(42.28)
Investment in equity instruments (on fair value change)	1,197.87	887.72
Remeasurement gains of the defined benefit plans (gratuity plan)	(1.35)	(0.80)
<b>Total</b>	<b>1,159.37</b>	<b>844.64</b>

- (b) The Company continues with existing provisions of corporate taxation and had not opted the concessional rate schemes provided vide section 115BAA in the Income Tax Act, 1961. The section 115BAA in the Income Tax Act, 1961, provides existing domestic companies with an irrevocable option to pay tax at a reduced rate of 22% with applicable surcharge and cess, which come with the consequential surrender of specified deductions/ incentives and not eligible to utilised MAT credit entitlements and take any other deduction / benefits.

**(c) Reconciliation of current tax expenses**

Reconciliation of current tax expenses between “Amount calculated as accounting profit multiplied by the statutory income tax rate applicable to the Company” and “current tax expenses as per effective income tax rate reported in the statement of profit and loss of the Company” is given below :

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>Profit before tax</b>	<b>716.43</b>	986.77
Enacted applicable income tax rate (including applicable cess) on company in India (in %)	<b>27.82%</b>	29.12%
<b>Current tax amount calculated (accounting profit multiplied by the applicable enacted tax rate) for the year</b>	<b>199.31</b>	287.35
<b><u>Tax effects of amounts which are not deductible/taxable in computing taxable Income</u></b>		
CSR expenditure	<b>4.04</b>	4.53
Tax at lower rate/difference in case of capital gain	<b>(52.04)</b>	(52.13)
Amortisation adjustment of bonds (net amount as exp.)	<b>2.58</b>	2.80
Other adjustments	<b>1.19</b>	0.67
<b><u>Tax effects of amounts which are deductible /non taxable in computing taxable Income</u></b>		
Deduction under Chapter VI A (80G)	<b>(2.02)</b>	(2.27)
Other adjustments	<b>-</b>	-
<b>Balance</b>	<b>153.06</b>	240.95
Tax effect (MAT) on realised profit on sale of equity instruments(shares) through OCI	<b>-</b>	(16.52)
MAT credit utilised	<b>(39.04)</b>	(52.50)
<b>Current tax expense at effective rate as reported in the statement of profit and loss</b>	<b>114.02</b>	171.93

- (d) The movement in deferred tax assets (net) during the year ended March 31, 2022 and March 31, 2023:

(₹ in lakh)

Particulars	Provision of gratuity & leave encashment liabilities	Property, plant and equipments (dep.)	Total
As at March 31, 2021	1.94	0.03	1.97
Credit/ (charge) in statement of profit or loss during the year	0.77	(0.02)	0.75
Credit/ (charge) in statement of OCI during the year	0.80	-	0.80
Rounding off adjustments	(0.01)	-	(0.01)
<b>As at March 31, 2022</b>	<b>3.50</b>	<b>0.01</b>	<b>3.51</b>
Credit/ (charge) in statement of profit or loss during the year	<b>0.92</b>	<b>0.11</b>	<b>1.03</b>
Credit/ (charge) in statement of OCI during the year	<b>1.35</b>	-	<b>1.35</b>
<b>As at March 31, 2023</b>	<b>5.77</b>	<b>0.12</b>	<b>5.89</b>

(e) The movement in deferred tax liabilities during the year ended March 31, 2022 and March 31, 2023:

(₹ in lakh)

Particulars	Investment in debt instruments (measured at FVTOCI)	Investment in equity instruments (measured at FVTOCI)	Total
As at March 31, 2021	257.86	38,009.57	38,267.43
Credit/ (charge) in statement of OCI during the year	(42.28)	887.72	845.44
As at March 31, 2022	<b>215.58</b>	<b>38,897.29</b>	<b>39,112.87</b>
Credit/ (charge) in statement of OCI during the year	<b>(37.15)</b>	<b>1,197.87</b>	<b>1,160.72</b>
<b>As at March 31, 2023</b>	<b>178.43</b>	<b>40,095.16</b>	<b>40,273.59</b>

- (f) As a matter of prudence and considering uncertainty of sufficient future taxable income, the company has not recognised any deferred tax asset on unused tax losses i.e. brought forward business losses and unused tax credits (MAT credit entitlements) in the balance sheet.

### 31 EMPLOYEE BENEFITS

- I). During the year, liability of Company as an employer towards contribution to provident and other fund has been recognized as an expenses in the statement of profit and loss. The detail is given below :

**Defined contribution plan**

Employer's contribution to provident and other funds - ₹ 1.96 lakh (previous year : ₹ 1.28 lakh)

II). **Gratuity and other post employment benefit plans :**

During the year, the company has recognised the expenses and liability towards gratuity and leave encashment based on actuarial valuation in conformity with the principles set out in the Indian Accounting Standards -19. The detail are given below :

- (a) The assumptions used to determine the benefit obligations are as follows:

(₹ in lakh)

Particulars	Gratuity (Non -Funded)		Leave Encashment (Non -Funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discounting rate (p.a.)	7.38%	7.00%	7.38%	7.00%
Future salary increase (p.a.)	10.00%	8.00%	10.00%	8.00%
Expected rate of return of plan assets	N.A	N.A	N.A	N.A
Expected average remaining working lives of employees (years)	14.92	15.92	14.92	15.92
Mortality table used	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)
Retirement age (years)	58	58	58	58
Withdrawal rate (%)				
Up to 30 years	3	3	3	3
From 31 to 44 years	2	2	2	2
Above 44 years	1	1	1	1

**(b) Change in present value of obligation/ defined benefit obligations :**

(₹ in lakh)

Particulars	Gratuity (Non -Funded)		Leave Encashment (Non -Funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Present value of obligation(PBO) at beginning of year	8.56	4.85	3.46	2.13
Past service cost	-	-	-	-
Current service cost	1.04	0.64	0.39	0.26
Net interest cost	0.60	0.33	0.24	0.15
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain /loss]	4.85	2.74	1.61	0.92
<b>Present value of obligation (PBO) at year end</b>	<b>15.05</b>	<b>8.56</b>	<b>5.70</b>	<b>3.46</b>

**(c) Liability recognised in the balance sheet:**

(₹ in lakh)

Particulars	Gratuity (non -funded)		Leave encashment (non -funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Liability amount (net) at beginning of year	8.56	4.85	3.46	2.13
Provisions made/(reversed) during the year	1.64	0.97	0.63	0.41
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain/loss]	4.85	2.74	1.61	0.92
<b><u>Liability amount (net) at year end</u></b>	<b>15.05</b>	<b>8.56</b>	<b>5.70</b>	<b>3.46</b>
<b>Break up of liability/PBO at end of the year</b>				
<b>Current liability (within 12 Months)</b>	<b>0.20</b>	<b>0.16</b>	<b>0.08</b>	<b>0.07</b>
<b>Non-current liability</b>	<b>14.85</b>	<b>8.40</b>	<b>5.62</b>	<b>3.39</b>
<b>Total</b>	<b>15.05</b>	<b>8.56</b>	<b>5.70</b>	<b>3.46</b>

**(d) Expense/ (income) recognized in the statement of profit and loss:**

(₹ in lakh)

Particulars	Gratuity (non -funded)		Leave encashment (non-funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Current service cost	1.04	0.64	0.39	0.26
Net interest cost	0.60	0.33	0.24	0.15
Net actuarial (-) gain / loss recognized in the year	-	-	1.61	0.92
<b>Expenses recognized in the statement of profit and loss</b>	<b>1.64</b>	<b>0.97</b>	<b>2.24</b>	<b>1.33</b>

(e) **Remeasurements [actuarial (gain)/loss] through other comprehensive income (OCI):** (₹ in lakh)

Particulars	Gratuity (non -funded)	
	March 31, 2023	March 31, 2022
Actuarial (gain) / loss for the year on PBO	4.85	2.74
Actuarial (gain) / loss for the year on plan asset	-	-

(f) **Sensitivity analysis:** (₹ in lakh)

Particulars	Gratuity		Leave encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Impact of the change in discount rate</b>				
Present value of obligation at the end of the year	15.05	8.56	5.70	3.46
(i) Impact due to increase of 0.5%	(0.94)	(0.55)	(0.36)	(0.14)
(i) Impact due to decrease of 0.5%	1.01	0.60	0.39	0.16
<b>Impact of the change in salary increase</b>				
Present value of obligation at the end of the year	15.05	8.56	5.70	3.46
(i) Impact due to increase of 0.5%	0.98	0.59	0.37	0.16
(i) Impact due to decrease of 0.5%	(0.92)	(0.55)	(0.35)	(0.14)

(g) **Maturity profile of defined benefit obligations :** (₹ in lakh)

Particulars	Gratuity		Leave encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
a) 0 to 1 Year	0.20	0.16	0.08	0.05
b) 1 to 2 Year	0.29	0.15	0.11	0.05
c) 2 to 3 Year	0.19	0.15	0.07	0.04
d) 3 to 4 Year	0.19	0.11	0.07	0.04
e) 4 to 5 Year	0.20	0.11	0.07	0.02
f) 5 to 6 Year	0.20	0.11	0.08	0.02
f) 6 year onwards	13.78	7.77	5.22	3.24

### 33 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in a orderly transactions in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) , regardless of whether that price is directly observable or estimated using a valuation technique.

The following methods and assumptions are used to estimate the fair value :

- The fair value of quoted equity shares is derived from quoted market prices in active markets.
- The fair value of unquoted equity shares (FVTOCI financial instruments) is derived as per level 3 techniques, in case observable market data is not available.
- The fair value of mutual funds is derived from the available declared /quoted NAV of units.



- (d) Assets held for collection of contractual cash flow where cash flows represent solely payment of principle and interest like bonds/ debentures /corporate deposit are measured at amortised cost. interest income from these financial assets is calculated using the effective interest rate method.

The management has assessed that cash and cash equivalents, other receivables (financial assets) and trade payables are approximate at their carrying amounts largely due to the short term maturities of these instruments.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices /declared NAVs in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: inputs which are not based on observable market data.

### **Financial assets and liabilities**

The carrying value and fair value of financial instruments by categories as at March 31, 2023 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Fair Value
<b>Financial assets</b>					
Cash and cash equivalents	-	-	214.70	214.70	214.70
Bank balances other than above	-	-	1,350.35	1,350.35	1,350.35
Investments :					
Debt mutual funds	-	3,207.88	-	3,207.88	3,207.88
Equity mutual funds	-	3,092.97	-	3,092.97	3,092.97
Bonds /debentures	-	-	3,688.10	3,688.10	3,688.10
Corporate deposits	-	-	-	-	-
Equity shares (other than investment in subsidiary)	-	1,81,338.94	-	1,81,338.94	1,81,338.94
Loan	-	-	-	-	-
Other financial assets	-	-	112.62	112.62	112.62
<b>Total</b>	-	<b>1,87,639.79</b>	<b>5,365.77</b>	<b>1,93,005.56</b>	<b>1,93,005.56</b>
<b>Financial liabilities</b>					
Other payables	-	-	25.03	25.03	25.03
Other financial liabilities	-	-	2.50	2.50	2.50
<b>Total</b>	-	-	<b>27.53</b>	<b>27.53</b>	<b>27.53</b>

## PNB FINANCE AND INDUSTRIES LIMITED

The carrying value and fair value of financial instruments by categories as at March 31, 2022 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and cash equivalents	-	-	3.97	3.97	3.97
Bank balances other than above	-	-	1,304.10	1,304.10	1,304.10
Investments :					
Debt mutual funds	-	4,390.03	-	4,390.03	4,390.03
Equity mutual funds	-	1,909.21	-	1,909.21	1,909.21
Bonds /debentures	-	-	3,697.38	3,697.38	3,697.38
Corporate deposits	-	-	1,000.00	1,000.00	1,000.00
Equity shares (other than investment in subsidiary)	-	1,67,106.15	-	1,67,106.15	1,67,106.15
Loan	-	-	126.00	126.00	126.00
Other financial assets	-	-	346.55	346.55	346.55
<b>Total</b>	-	1,73,405.39	6,478.00	1,79,883.39	1,79,883.39
<b>Financial liabilities</b>					
Other payables	-	-	3.67	3.67	3.67
Other financial liabilities	-	-	3.16	3.16	3.16
<b>Total</b>	-	-	6.83	6.83	6.83

### Fair value estimation

For financial instruments measured at fair value in the balance sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

For Financial assets which are carried at fair value, the classification of fair value calculations by category is summarised below:

(₹ in lakh)

Particulars	Carrying Value	Fair Values					
		measured through Profit and Loss (FVTPL)			measured through OCI (FVTOCI)		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>As at March 31, 2023</b>							
<b>Financial assets</b>							
Debt mutual funds	3,207.88	-	-	-	3,207.88	-	-
Equity mutual funds	3,092.97	-	-	-	3,092.97	-	-
Equity shares (other than investment in subsidiary)	1,81,338.94	-	-	-	40,637.52	-	1,40,701.42
<b>Total</b>	1,87,639.79	-	-	-	46,938.37	-	1,40,701.42
<b>As at March 31, 2022</b>							
<b>Financial assets</b>							
Debt mutual funds	4,390.03	-	-	-	4,390.03	-	-
Equity mutual funds	1,909.21	-	-	-	1,909.21	-	-
Equity shares (other than investment in subsidiary)	1,67,106.15	-	-	-	35,841.50	-	1,31,264.65
<b>Total</b>	1,73,405.39	-	-	-	42,140.74	-	1,31,264.65

There are no changes in classification and no movements between the fair value hierarchy classifications of financial assets during the years.

### 34 CAPITAL MANAGEMENT

#### a) **Objective, policies and processes of capital management**

The Company is cash surplus and capital structure of the Company consists of equity capital only i.e. paid up equity share capital and retained earnings and other accumulated reserves disclosed in the statement of changes in equity. The Company does not have any borrowings.

Investment objective while managing fund of the Company is to provide safety and to generate steady return from low risk investment avenues. The surplus fund of the Company is being invested in Income generating debt instruments i.e. bonds, corporate deposits & debt /equity mutual funds and in equity shares.

The Company's objectives when managing capital are to :

- (i) maximize the shareholder value with low risk, and
- (ii) safeguard their ability to continue as a going concern, so that they can continue to provide returns and growth to shareholders and benefits for other stakeholders.

No changes are made in the objectives, policies and process of capital management during the reported years.

#### (b) **Dividend on equity shares**

No dividend has been proposed for the financial year ended March 31, 2023 (No dividend was proposed & paid pertaining to the previous financial year ended March 31, 2022, however the Company has paid dividend of ₹ 0.60 per share for the year ended March 31, 2021 in the previous financial year 2022.)

### 35 FINANCIAL RISK MANAGEMENT

The Company is not carrying any business operations, however income has been generated from investments of its surplus funds being investment in debt securities, equity instruments and bank deposits. The Company's financial assets are investment in debt securities (bonds, debentures, corporate deposits, debt based mutual funds, etc. ) cash and cash equivalents, bank deposits other than cash and cash equivalents, loan and other receivables & financial liabilities are trade/other payables and other financial liabilities.

The Company's activities expose to financial risk i.e. liquidity risk, market risk, credit risk etc. The Board of Directors provide guiding principles for overall risk management, as well as principle for investment of available funds including review of such policies for managing each of applicable type of financial risks, which are summarised as below :

#### (a) **Liquidity risk**

The Company's principal source of liquidity are "cash and cash equivalents" and cash in flow that are generated from income from investments. Liquidity risk is defined as a risk that the company will not be able to settle or meet its obligations on time.

Liquidity risk management implies maintenance of sufficient cash to meet the obligations as and when due. The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. The Company has invested surplus fund also in fixed income securities /instruments of similar profile thereby ensuring availability of liquidity as and when required. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company and accordingly, no liquidity risk is perceived.

The following is the contractual maturities of the financial liabilities (₹ in lakh)

Particulars	Carrying amount (At amortised cost)	1-12 months	More than 12 months
<b><u>Non-derivative liabilities</u></b>			
<b><u>As at March 31, 2023</u></b>			
Other payables	25.03	25.03	-
Other financial liabilities	2.50	2.50	-
<b>Total</b>	<b>27.53</b>	<b>27.53</b>	<b>-</b>
<b><u>As at March 31, 2022</u></b>			
Other payables	3.67	3.67	-
Other financial liabilities	3.16	3.16	-
<b>Total</b>	<b>6.83</b>	<b>6.83</b>	<b>-</b>

### **(b) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk generally comprises three types of risk: interest rate risk, currency risk and price risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including quoted investments, deposits, foreign currency receivables, payables and loans and borrowings.

#### **(i) Foreign currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has neither payables & receivables in foreign currency, not holding foreign assets and also not entered into transactions in the foreign currency during the year under report, therefore the company activities are not exposed to foreign exchange risk.

#### **(ii) Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The interest rate risk exposure is mainly from changes in fixed and floating interest rates. The company interest rate risk from investments is in debt securities (bonds, debentures, corporate deposits etc. ). In order to optimise the Company's position with regard to interest income, the management manages the interest rate risk by diversifying its debt investments portfolio across tenures.

#### **(iii) Price Risk**

Price risk arises due to volatility in the market prices of financial instruments for which market prices are available (i.e. quoted price for quoted equity shares and declared NAV/ quoted NAV for debt /equity MF). The Company is exposed to price risk arising mainly from investment measured at fair value through OCI (FVTOCI) being equity shares (quoted ) and debt & equity mutual funds. The Company's exposure to debt based mutual funds falls in very low risk category due to investments are in high rated schemes. To optimise price risk, policy of diversification has been followed in case company's debt based MF portfolio. As regards the Company's investment in unquoted equity shares, which are long term in nature and fair valuation of these Investments are largely depend on performance of these company and hence the price risk emanating from shortfall in performance has been reviewed closely.

### **(c) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is not carrying any business activities and thus has no transactions with customers. In case of the Company's investment portfolio, credit risk may arise from bank balances (including fixed deposits) and investment in debt securities like bonds, debentures, corporate deposits and debt based mutual funds.

To manage credit risk on these financial assets, the company has an investment policy which allows the company to invest only in high rated schemes/ papers/ bonds /NCD /corporate deposits etc. considering the safety of investment first along with lower risk and reasonable returns. The company tracks credit worthiness of counterparty and closely reviews the rating of investments and takes immediate suitable remedial actions as far as possible.

### 36 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below set out analysis of the carrying amount of assets and liabilities according to when they are expected to be realised or settled. (₹ in lakh)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>ASSETS</b>						
<b>Financial assets</b>						
Cash and cash equivalents	214.70	-	214.70	3.97	-	3.97
Bank balances other than above	1,350.35	-	1,350.35	1,304.10	-	1,304.10
Investments	2,998.10	1,88,981.83	1,91,979.93	1,841.75	1,76,294.02	1,78,135.77
Loan to subsidiary	-	-	-	126.00	-	126.00
Other financial assets	112.62	-	112.62	346.55	-	346.55
<b>Non financial assets</b>						
Current tax assets (net)	15.19	-	15.19	16.96	-	16.96
Deferred tax assets (net)	-	5.89	5.89	-	3.51	3.51
Property, plant and equipments	-	0.65	0.65	-	1.65	1.65
Other non -financial assets	5.93	-	5.93	0.51	-	0.51
<b>TOTAL ASSETS</b>	<b>4,696.89</b>	<b>1,88,988.37</b>	<b>1,93,685.26</b>	<b>3,639.84</b>	<b>1,76,299.18</b>	<b>1,79,939.02</b>
<b>LIABILITIES</b>						
<b>Financial liabilities</b>						
Payables						
Dues of micro and small enterprises	-	-	-	-	-	-
Dues of other creditors	25.03	-	25.03	3.67	-	3.67
Other financial liabilities	2.50	-	2.50	3.16	-	3.16
<b>Non- financial liabilities</b>						
Provisions	0.28	20.47	20.75	0.23	11.79	12.02
Deferred tax liabilities	-	40,273.59	40,273.59	-	39,112.87	39,112.87
Other non-financial liabilities	9.94	-	9.94	7.04	-	7.04
<b>TOTAL LIABILITIES</b>	<b>37.75</b>	<b>40,294.06</b>	<b>40,331.81</b>	<b>14.10</b>	<b>39,124.66</b>	<b>39,138.76</b>
<b>NET</b>	<b>4,659.14</b>	<b>1,48,694.31</b>	<b>1,53,353.45</b>	<b>3,625.74</b>	<b>1,37,174.52</b>	<b>1,40,800.26</b>

### 37 PARTICULARS AS PER RBI DIRECTIONS FOR NBFC

The Company is registered with the RBI as a Non-Banking Financial Institution (non-deposit taking). In terms of provisions (asset size) of Master Direction - Non-Banking Financial Company -Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended till date, the Company is a systemically important non-deposit taking NBFC (NBFC-ND-SI).

The Company does not carry on lending activities & having no customer interface, however generating income from investment of surplus funds.

The Company has been categorized as NBFC - investment and credit company (earlier as NBFC -investment company) vide RBI Circular no. DNBR (PD) CC.No.097/03.10.001/2018-19 dated February 22, 2019 issued towards harmonisation of different categories of NBFCs.

Pursuant to RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 1, 2016, ["Master Direction - Non-Banking Financial Company -Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016" as amended], the disclosures required to be given in the annual financial statements of NBFC-ND-SI, are hereby given below to the extent applicable on the company :

**(I). Capital to risk asset ratio (CRAR)**

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
a	CRAR (%) #	<b>135.87%</b>	144.83%
b	CRAR - tier I capital (%) #	<b>135.87%</b>	144.83%
c	CRAR - tier II capital (%)	-	-
d	Amount of subordinated debt raised as tier-II capital (₹ in lakh)	-	-
e	Amount raised by issue of perpetual debt instruments(₹ in lakh)	-	-

# The above disclosures has been made in accordance with RBI circular no. RBI/2019-20/170/DOR (NBFC). CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 and “Regulatory Guidance on Implementation of Indian Accounting Standards by NBFCs” enumerated under Paragraph 9 of Master Direction - Non-Banking Financial Company- Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016) issued vide RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016, as amended.

Accordingly in terms of above referred “circular”/ “master direction”, while calculating tier capital/ net owned fund & risk weighed assets to arrive CRAR, unrealised gains arising on fair valuation of financial instruments(as investments) have been excluded/ not been considered.

**(II). Liquidity coverage ratio (LCR) :**

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
i	<b>Liquidity coverage ratio (LCR)</b>	@	@

@ Pursuant to “Guidelines on Maintenance of Liquidity Coverage Ratio (LCR)” enumerated under Para 15B of Master Direction - Non-Banking Financial Company -Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016”(as amended), Type 1 NBFC-NDs among others, are also exempt from the applicability of LCR norms i.e. maintenance of required LCR level (liquidity buffer) in specified timeline and ensuring sufficient High Quality Liquid Assets (HQLAs).

In terms of definition of “Type I - NBFC-ND” provided vide RBI Press Release : 2015-2016/2935 dated June 17, 2016, the Company falls under category definition of “Type -1 NBFC -ND”, since Company has not accepting public funds and not having customer interface.

Further, asset size of the Company is also below ₹ 5000 crore and for this asset size category i.e. below 5000 crore, LCR level for specified timeline has been also not specified.

Considering above, the Liquidity Coverage Ratio (LCR) has not been furnished/disclosed.

**(III). Investments**

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
<b>(1)</b>	<b>Value of investments</b>		
(i)	<b>Gross value of investment</b>		
(a)	In India	<b>1,91,979.93</b>	1,78,135.77
(b)	Outside India	-	-
(ii)	<b>Provision for diminution</b>		
(a)	In India	-	-
(b)	Outside India	-	-
(iii)	<b>Net value of investments</b>		
(a)	In India	<b>1,91,979.93</b>	1,78,135.77
(b)	Outside India	-	-



S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
<b>(2)</b>	<b>Movement of provisions on investments</b>		
(i)	Opening balance	-	-
(ii)	Add: provisions made during the year	-	-
(iii)	Less: write Off/ write back of excess provisions during the year	-	-
(iv)	Closing balance	-	-

**(IV). Provisions and contingencies**

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
	<b>Break up of 'Provisions and Contingencies' shown under the head expenses in the statement of profit and loss account</b>		
(i)	Provision on diminution in value of investments	-	-
(ii)	Provision towards NPA	-	-
(iii)	Provision made towards income tax	<b>114.02</b>	171.93
(iv)	Other provision and contingencies	-	-
(v)	Provision on standard assets	-	-

**(V). Exposure**

**(A) Exposure to real estate sector**

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
<b>1</b>	<b>Direct exposure</b>		
(a)	<b>Residential mortgages</b> (Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented)	-	-
(b)	<b>Commercial real estate</b> (Lending secured by mortgages on commercial real estates)	-	-
(c)	<b>Investments in mortgage backed securities (MBS) and other securitised exposures -</b>		
(i)	Residential	-	-
(ii)	Commercial real estate	-	-
<b>2</b>	<b>Indirect exposure</b> (Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)].		
(i)	Investment in secured, non-convertible debentures of TATA Capital Housing Finance Ltd	<b>190.00</b>	190.00
(ii)	Investment in corporate deposit with Housing Development Finance Corporation Limited	-	1,000.00
	<b>Total</b>	<b>190.00</b>	<b>1,190.00</b>

**(B) Exposure to capital market**

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt.	<b>50,515.43</b>	43,982.66
(ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
(vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
(vii)	Bridge loans to companies against expected equity flows / issues	-	-
(viii)	All exposures to venture capital funds (both registered and unregistered)	-	-
	<b>Total exposure to capital market</b>	<b>50,515.43</b>	<b>43,982.66</b>

**(VI). Asset liability management -maturity pattern of certain items of assets and liabilities**

Pursuant to definition of “Type I - NBFC-ND” provided vide RBI Press Release : 2015-2016/2935 dated June 17,2016, the Company falls under category of “Type -I NBFC -ND”, since Company does not accept public funds and not having customer interface.

“Guidelines on Liquidity Risk Management framework” enumerated under Para 15 A of Master Direction - Non-Banking Financial Company -Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016”, is not applicable on the Company, being a Type I NBFC-ND’.

In view of above, maturity pattern of certain items of assets and liabilities in various time buckets has not been furnished.

**(VII). Miscellaneous disclosures**

S. No.	Particulars	Disclosures
1	Registration obtained from other financial sector regulators	Apart from RBI, the Company being a listed company is also governed by SEBI & MCA.
2	Disclosure of penalties imposed by RBI and other regulators	During previous year ended March 31, 2023, no penalty was imposed by RBI. However penalty raised by SEBI has been disclosed in Note 30 related to contingent liabilities.
3	Related party transactions	Refer note no. 28 for detail of related party transactions.
4	Overseas assets (for those with joint ventures and subsidiaries abroad) and off-balance sheet SPVs sponsored	Nil

S. No.	Particulars	Disclosures
5	<b>Others \$ :</b>	
(i)	Disclosure related to derivatives	Nil
(ii)	Disclosure related to securitisations	Nil
(iii)	Ratings assigned by credit rating agencies and migration of ratings during the year	Nil
(iv)	Details of single borrower limit (SGL) / group borrower limit (GBL) exceeded by the NBFC	Nil
(v)	Concentration of deposits, advances, exposures and NPAs	Nil
(vi)	Disclosure of customer complaints	Nil

\$ The Company is a non deposit taking NBFC (NBFC -ND-SI) and it does not carry out lending activities/ securitisation activities and having no customer interface, thus being disclosed as “Nil”.

**(VIII) Schedule to the balance sheet of a systemically important non-deposit taking non-banking financial company**

[As required in terms of paragraph 19 of non-banking financial company- systemically important non-deposit taking company and deposit taking Company (Reserve Bank) Directions, 2016) issued vide RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016, as amended]

Particulars		As on March 31, 2023	
		Amount outstanding (₹ in lakh)	Amount overdue (₹ in lakh)
	<b>Liabilities side :</b>		
1	<b>Loans and advances availed by the non -banking financial company inclusive of interest accrued thereon but not paid:</b>		
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposits)		
	(b) Deferred credits	NIL	NIL
	(c) Term loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial paper	NIL	NIL
	(f) Public deposits	NIL	NIL
	(g) Other loans	NIL	NIL
2	<b>Break-up of (1)(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid:</b>		
	(a) In the form of unsecured debentures	NIL	NIL
	(b) In the form of partly secured debentures	NIL	NIL
	(c) Other public deposits	NIL	NIL
	<b>Assets side :</b>	<b>Amount outstanding</b>	
3	<b>Break-up of loans and advances including bills receivables [other than those included in (4) below] :</b>	NIL	
	a) Secured	NIL	
	b) Unsecured	NIL	
4	<b>Break up of leased assets and stock on hire and other assets counting towards asset financing activities</b>		
	(i) Lease assets including lease rentals under sundry debtors:	NIL	
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:	NIL	
	(a) Assets on hire	NIL	
	(b) Repossessed assets	NIL	
	(iii) Other loans counting towards asset financing activities	NIL	
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	

5	<b>Break-up of investments :</b> <b>Current investments :</b> <b>1. Quoted:</b> (i) Shares : (a) Equity (b) Preference (ii) Debentures and bonds (iii) Units of mutual funds (iv) Government securities (v) Others <b>2. Unquoted</b> (i) Shares : (a) Equity (b) Preference (ii) Debentures and bonds (iii) Units of mutual funds (iv) Government securities (v) Others	NIL NIL 2998.10 NIL 
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7	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>		
	<b>Category</b>	<b>Market value / break up or fair value or NAV (₹ in lakh)</b>	<b>Book value (net of provisions) (₹ in lakh)</b>
	<b>1. Related parties</b>		
	(a) Subsidiaries	1,12,859.93	644.04
	(b) Companies in the same group	NIL	NIL
2.	(c) Other related parties	NIL	NIL
	<b>Other than related parties#</b>	<b>1,91,327.89</b>	<b>1,91,327.89</b>
	<b>Total</b>	<b>3,04,187.82</b>	<b>1,91,971.93</b>
8.	<b>Other information</b>		
	<b>Particulars</b>	<b>Amount</b>	
	<b>I Gross non-performing assets</b>		
	(a) Related parties	NIL	
	(b) Other than related parties	NIL	
	<b>II Net non-performing assets</b>		
	(a) Related parties	NIL	
	(b) Other than related parties	NIL	
	<b>III Assets acquired in satisfaction of debt</b>	NIL	

The break up value of investments in unlisted companies having negative net worth has been taken at Nil above.

\* **Company in the same group has been disclosed on the same line as disclosed in previous years.**

# Total value of investments excludes investment in paintings of ₹ 8 lakh (at cost) as specified in “Investment Note No. -3.”

**38** The Company is not engaged in any business operations, except generating income from Investment of surplus funds in low risk instruments. While the Company has been registered as a NBFC by virtue of the applicable RBI NBFC Guidelines/Regulations on a Company, it does not carry on investment activities as a business operation. The income earned by company from investment of surplus funds has been classified and disclosed under “Other Income” and this classification/disclosure has been consistently followed by the company. Other income comprises mainly income in the nature of (i) dividend income, (ii) interest on bonds, NCDs and corporate deposits etc., (iii) realised gain on sale of debt instruments / debt mutual funds (other than equity instruments) and (iv) interest on bank deposits.

### 39 DISCLOSURE PERTAINING TO “UNDISCLOSED INCOME” UNDER INCOME TAX

During the current / previous financial year, the Company has not surrendered or disclosed any income in the tax assessment/ under any scheme in this regard of the Income Tax Act.

### 40 RECENT ACCOUNTING STANDARDS

The Ministry of Corporate Affairs notified Companies (Indian Accounting Standards) Amendment Rules, 2023 on March 31, 2023 (G.S.R. 242 (E)). These amendments shall be applicable from annual reporting periods beginning on or after 1 April 2023.

**Major amendments notified have been summarised below:**

#### (I) Disclosures of Accounting Policies - Amendments to Indian Accounting standards (Ind AS) 1: Presentation of Financial Statements

The amendment replaced the term ‘significant’ with ‘material’.

It requires entities to disclose their material accounting policy information instead of their significant accounting policies since ‘material’ is defined in Ind AS and is well understood by stakeholders and also provide guidance in determining whether accounting policy information is material or not.

Further, corresponding amendments have also been prescribed to Indian Accounting standards (Ind AS) 34: Interim Financial Reporting, and Indian Accounting standards (Ind AS) 107: Financial Instruments: Disclosures.

**(II) Accounting Estimates - Amendments to Indian Accounting standards (Ind AS) 8: Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments have introduced certain key changes to Ind AS 8, which include:

- (i) Definition of ‘change in account estimate’ has been replaced by revised definition of ‘accounting estimate’,
- (ii) As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. The definition of ‘Accounting Estimates’ has been introduced to help entities distinguish “changes in accounting estimates” from “changes in accounting policies”.,
- (iii) A company develops an accounting estimate to achieve the objective set out by an accounting policy. Further it prescribed that a change in accounting estimate may result from new information or new developments and is not the correction of an error. and
- (iv) Accounting estimates include: (a) selection of a measurement technique (estimation or valuation technique) and (b) selecting the inputs to be used when applying the chosen measurement technique.

**(III) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Indian Accounting standards (Ind AS) 12: Income Taxes**

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences, for example- in case of leases and decommissioning obligations.

Further, corresponding amendments have also been prescribed to Indian Accounting standards **(Ind AS) 101: First time adoption of Indian Accounting standards.**

**Impact of Amendments**

There is no impact on the financial statements of the Company during current financial year.

The Company is also evaluating the impact of these amendments, if any for financial year 2023-24, when these amendments will be effective.

- 41** Previous year figures have been re-grouped/re-casted wherever considered necessary to conform to this year’s classification.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H



## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF

### PNB FINANCE AND INDUSTRIES LIMITED

### Report on the Audit of Consolidated Financial Statements for the year ended March 31, 2023

#### Opinion

We have audited the Consolidated Financial Statements of **PNB Finance And Industries Limited** (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as ‘the Group’) which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss including Other Comprehensive Income) and the Statement (of Cash Flows for the year then ended and notes to financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2023, and its Profit, and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion

on these matters. We have determined that there are no key audit matters to be communicated in our report.

#### Other Information

The Holding Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the consolidated financial statements and our auditors’ report thereon.

Our opinion on consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management’s Responsibility for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause

the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatement in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these audit matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, in respect of clause 3(xx), we report that there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

As required by Section 143(3) of the Act, we report that :

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the consolidated financial statements;

- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- C. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Consolidated Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- D. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;
- E. On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiaries, and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
- G. With respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
- i) The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements;
  - ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education

and Protection Fund by the Holding Company and its subsidiaries.

**For A W A T A R & C O.**  
**Chartered Accountants**  
**Firm Registration No. 000726N**

**Sanjay Agrawal**  
**Partner**

**Place : New Delhi                      Membership No. : 087786**  
**Date : May 19, 2023                      UDIN : 23087786BGQAGA3337**

## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PNB FINANCE AND INDUSTRIES LIMITED

(Referred to in paragraph (f) under ‘Report on other Legal and Regulatory Requirements’ of our report of even date)

## REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

In conjunction with our audit of the consolidated financial statements of PNB FINANCE AND INDUSTRIES LIMITED (the “Holding Company”) & its subsidiaries (the holding company and its subsidiaries together referred to as “the Group”) as at and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiaries covered under the Act, as at that date.

## MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Holding Company’s and its subsidiaries management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection

of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiaries internal financial controls system over financial reporting.

## MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as

necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## OPINION

In our opinion, the Holding Company and its subsidiaries, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on "the internal control over financial reporting criteria established by the Holding Company and its subsidiaries considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India"

**For A W A T A R & C O.**  
**Chartered Accountants**  
**Firm Registration No. 000726N**

**Sanjay Agrawal**  
**Partner**

**Place : New Delhi** **Membership No. : 087786**  
**Date : May 19, 2023** **UDIN : 23087786BGQAGA3337**

# PNB FINANCE AND INDUSTRIES LIMITED

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

Particulars	Note No.	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>ASSETS</b>			
<b>Financial assets</b>			
Cash and cash equivalents	2 (I)	218.01	4.72
Bank balances other than above	2 (II)	1,350.35	1,304.10
Investments	3	3,32,604.44	3,08,707.81
Other financial assets	4	116.30	627.69
<b>Non financial assets</b>			
Current tax assets (net)	5	21.32	21.54
Deferred tax assets (net)	6	6.23	3.65
Property, plant and equipments	7	0.65	1.65
Other non -financial assets	8	6.00	0.57
<b>Total</b>		<b>3,34,323.30</b>	<b>3,10,671.73</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial liabilities</b>			
<b>Payables</b>			
Other payables	9	-	-
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditor other than micro and small enterprises		25.42	3.97
Other financial liabilities	10	2.50	3.16
<b>Non- financial liabilities</b>			
Provisions	11	21.44	12.52
Deferred tax liabilities	12	68,694.66	66,890.81
Other non-financial liabilities	13	9.94	7.26
<b>Equity</b>			
Equity share capital	14	320.00	320.00
Other equity	15	2,65,249.34	2,43,434.01
<b>Total</b>		<b>3,34,323.30</b>	<b>3,10,671.73</b>
<b>Significant accounting policies and notes on financial statements</b>	1-35		-

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H



# PNB FINANCE AND INDUSTRIES LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note No.	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>Income :</b>			
<b>Other income</b>			
Interest income	16	425.83	717.51
Dividend income from equity instruments		390.84	158.49
Net gain on fair value changes	17	306.15	670.53
Others	18	4.14	15.03
<b>Total income</b>		<u>1,126.96</u>	<u>1,561.56</u>
<b>Expenses :</b>			
Employee benefits expense	19	60.75	47.06
Finance cost (interest on income tax)		-	0.11
Depreciation and amortization expense	20	0.96	0.42
Other expenses	21	272.05	155.49
<b>Total expenses</b>		<u>333.76</u>	<u>203.08</u>
<b>Profit before exceptional items and tax</b>		<u>793.20</u>	<u>1,358.48</u>
Exceptional items	22	491.78	-
<b>Profit before tax</b>		<u>301.42</u>	<u>1,358.48</u>
Tax expense :			
Current tax		122.93	235.26
Deferred tax charge/(-)credit		(1.21)	(0.81)
Earlier year tax provision (net)		0.31	7.04
Total tax expenses		<u>122.03</u>	<u>241.49</u>
<b>Profit after tax for the year (A)</b>		<u>179.39</u>	<u>1,116.99</u>
Profit for the year attributable to :			
Owners of the Company		179.39	1,116.99
Non-controlling interest		-	-
<b>Other comprehensive income (OCI)</b>			
<b>(I) Items that will be reclassified to the profit or loss</b>			
Fair value changes in debt instruments through OCI		228.26	361.14
Less: reclassified to profit or loss from OCI on sale		(306.15)	(670.53)
Less: income tax effect on above		32.61	59.26
	(I)	<u>(45.28)</u>	<u>(250.13)</u>
<b>(II) Items that will not be reclassified to the profit or loss</b>			
Fair value changes in equity instruments through OCI		23,549.71	(5,684.08)
Less: income tax effect on above		(1,836.46)	(471.51)
Profit on sale of equity instruments through OCI		(28.49)	185.39
Less: income tax effect on above		-	(31.69)
Remeasurement of the defined benefit plans		(4.91)	(2.71)
Less: income tax effect on above		1.37	0.79
	(II)	<u>21,681.22</u>	<u>(6,003.81)</u>
<b>Total other comprehensive income, net of tax (B= I+II)</b>		<u>21,635.94</u>	<u>(6,253.94)</u>
Other comprehensive income for the year attributable to :			
Owners of the Company		21,635.94	(6,253.94)
Non-controlling interest		-	-
<b>Total comprehensive income for the year (A+B)</b>		<u>21,815.33</u>	<u>(5,136.95)</u>
Total comprehensive income for the year attributable to :			
Owners of the Company		21,815.33	(5,136.95)
Non-controlling interest		-	-
<b>Earnings per equity share</b>	23		
(Face value of ₹ 10/- each)			
Basic earnings per share (in ₹)		5.61	34.91
Diluted earnings per share (in ₹)		5.61	34.91
<b>Significant accounting policies &amp; notes on financial statements</b>	1-35		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>A Cash flow from operating activities</b>		
Profit before tax	301.42	1,358.48
<b>Adjustment for:</b>		
Dividend income	(390.84)	(158.49)
(Gain)/loss on sale of investments (realised)	(306.15)	(670.53)
Interest on investments in bonds, debentures & deposit	(365.61)	(672.17)
Premium (net of discount) on bonds amortised	9.43	8.54
Interest on fixed deposits with bank	(69.65)	(53.88)
Interest on income tax	-	0.11
<b>Non - cash items :</b>		
Provision for leave encashment and gratuity (net)	4.01	2.52
Depreciation	0.96	0.42
Amount written off	1.51	0.55
Provision no longer required, written back	-	(0.03)
Rounding off adjustment	-	(0.01)
<b>Operating profit before working capital changes</b>	<b>(814.92)</b>	<b>(184.49)</b>
Adjustments for changes in working capital:		
(Increase)/ decrease in other non-financial assets	(5.43)	(0.01)
Increase/(decrease) in other payables	21.45	0.19
Increase/(decrease) in other non-financial liabilities	2.68	(0.47)
Cash generated from /(used in) operations	(796.22)	(184.78)
Income tax paid(net of refund)	(124.53)	(257.45)
<b>Net cash from/(used in) operating activities</b>	<b>(920.75)</b>	<b>(442.23)</b>
<b>B Cash flow from investing activities</b>		
Payment for purchase of property, plant and equipment	-	(1.58)
Proceeds on sale of property, plant and equipment	0.05	-
Dividend received	390.84	158.49
Interest received (includes TDS) on deposits, bonds and FDR	946.63	556.77
Maturity of investment in bonds and deposits	2,400.00	1,027.00
Maturity of fixed deposits with bank	1,300.94	1,244.64
Fixed deposits with bank made	(1,347.85)	(1,300.94)
Purchase of investments in mutual funds	(5,272.00)	(4,356.05)
Purchase of investments in shares	(3,829.29)	-
Proceeds from sale of shares	168.69	185.39
Proceeds from sale/redemption of mutual funds	6,376.03	2,949.11
<b>Net cash from/(used in) investing activities</b>	<b>1,134.04</b>	<b>462.83</b>

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>C Cash flow from financing activities</b>		
Dividend paid	-	(19.20)
<b>Net cash from/(used in) financing activities</b>	<b>C</b>	<b>(19.20)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>213.29</b>	<b>1.40</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>4.72</b>	<b>3.32</b>
<b>Total cash and cash equivalents at the end of the year</b>	<b>218.01</b>	<b>4.72</b>
<b><u>Components of cash and cash equivalents:</u></b>		
Cash on hand	<b>0.03</b>	0.03
Balances with bank in current accounts	<b>42.98</b>	4.69
Fixed deposits with HDFC bank (short term maturity i.e. less than 3 months)	<b>175.00</b>	-
<b>Total</b>	<b>218.01</b>	<b>4.72</b>

The accompanying notes are an integral part of the financial statements.

Note :

- The above Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind AS-7) "Statement of Cash Flow".
- Previous year figures have been regrouped/ rearranged wherever considered necessary.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

# PNB FINANCE AND INDUSTRIES LIMITED

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

### A. Equity Share Capital

(₹ in lakh)

Particulars	Balance as at March 31, 2021	Changes during the year	Balance as at March 31, 2022	Changes during the year	Balance as at March 31, 2023
Equity Shares	320.00	-	320.00	-	320.00
	320.00	-	320.00	-	320.00

### B. Other Equity

(₹ in lakh)

Particulars	Reserves and surplus				Accumulated balance of other comprehensive income (OCI)		Total other equity
	Securities premium	General reserve	Special reserve u/s 45-IC of RBI Act, 1934	Retained earnings (surplus)	Debt instruments through OCI	Equity instruments through OCI	
Balance as at March 31, 2021	103.91	2,905.77	2,186.89	9,609.66	1,235.90	2,32,548.03	2,48,590.16
Changes during the year ended March 31, 2022 :							
Add : profit/(-) loss for the year	-	-	-	1,116.99	-	-	1,116.99
Add : other comprehensive income for the year :							
Fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	(309.39)	(5,684.08)	(5,993.47)
Income tax on above	-	-	-	-	59.26	(471.51)	(412.25)
Profit on sale of equity instruments (net of tax)	-	-	-	-	-	153.70	153.70
Remeasurement of defined benefit plan (net of tax)	-	-	-	(1.92)	-	-	(1.92)
Less : dividend paid	-	-	-	(19.20)	-	-	(19.20)
Less : transfer to general reserve	-	82.79	-	(82.79)	-	-	-
Less : transfer to special reserve	-	-	158.28	(158.28)	-	-	-
Less : Transfer of cumulative profit on sale (net) of shares	-	-	-	153.70	-	(153.70)	-
Balance as at March 31, 2022	103.91	2,988.56	2,345.17	10,618.16	985.77	2,26,392.44	2,43,434.01
Changes during the year ended March 31, 2023 :							
Add : profit/(-) loss for the year	-	-	-	179.39	-	-	179.39
Add : other comprehensive income for the year :							
fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	(77.89)	23,549.71	23,471.82
Income tax on above	-	-	-	-	32.61	(1,836.46)	(1,803.85)
Profit on sale of equity instruments (net of tax)	-	-	-	-	-	(28.49)	(28.49)
Remeasurement of defined benefit plan (net of tax)	-	-	-	(3.54)	-	-	(3.54)
Less : dividend paid	-	-	-	-	-	-	-
Less : transfer to general reserve	-	29.69	-	(29.69)	-	-	-
Less : transfer to special reserve	-	-	120.63	(120.63)	-	-	-
Less : Transfer of cumulative profit on sale (net) of shares	-	-	-	(28.49)	-	28.49	-
Balance as at March 31, 2023	103.91	3,018.25	2,465.80	10,615.20	940.49	2,48,105.69	2,65,249.34

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

**Sanjay Agrawal**

Partner

Membership No. 087786

Place: New Delhi

Date: May 19, 2023

for and on behalf of the Board of Directors

**Govind Swarup**

Director

DIN: 00003145

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Rakesh Dhamani**

Director

DIN:07065199

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Corporate Overview

PNB Finance and Industries Limited ('the Company') is a public limited company domiciled and incorporated in India under the provisions of Indian Companies Act.

The Company's registered office is at I<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110 002, India.

The shares of the Company are listed with The Calcutta Stock Exchange Ltd. The Company is registered with Reserve Bank of India (RBI) as a Non deposit taking Company Non banking financial company.

Presently, the Company is not engaged in any business operations, except investment in surplus funds in low risk instruments and earning income therefrom.

### 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements comprise of financial statements of PNB Finance And Industries Limited ('the Company')/ "the Parent Company") and its wholly owned subsidiaries (hereinafter collectively referred to as the "Group") for the year ended March 31, 2023.

The Consolidated Financial Statements include financial statements of the subsidiaries of PNB Finance and Industries Limited ('the Company') consolidated in accordance with Indian Accounting Standards 110 'Consolidated Financial Statements'.

The Subsidiaries which are considered and included in the consolidation along with company's holdings are given below:			
S. No.	Name of the Company	Ownership in % either directly or through subsidiary at the end of the year	
		2022-23	2021-22
1	<u>Subsidiary (Indian)</u> Punjab Mercantile And Traders Ltd.	100%	100%
2	Esoterica Services Ltd (Earlier Jacaranda Corporate Services Ltd.)	100%	100%

#### 1.1 Basis of Preparation:

The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and disclosures are made in accordance with the requirement of Division III of Schedule III of the Companies Act, 2013 (the Act) and other relevant provisions of the Act to the extent applicable.

The consolidated financial statements have been prepared on a historical cost basis, except for the certain financial assets and financial liabilities that are measured and carried at fair value.

The consolidated financial statements are presented in indian rupees (INR), which is the company's functional currency.

All amounts have been rounded-off to the nearest lakhs (up to two decimal point), as per the requirements of schedule III, unless otherwise stated.

The financial statements are approved by the Board of Directors on May 19, 2023.

#### 1.2 Basis of Consolidation:

- (i) The consolidated financial statements incorporate the financial statements of the parent company and its subsidiaries. The parent company together with its subsidiaries constitutes the Group. For this purpose, an entity which is, directly or indirectly, controlled by the parent company is treated as subsidiary.

Control is achieved when the Group directly or indirectly:

- has power over the investee.
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

- (ii) The Consolidated financial statements of the Group combine financial statements of parent company and its subsidiaries line by line basis by adding together the like items of assets, liabilities, income and expenses.
- (iii) All intragroup assets and liabilities, equity, income, expenses, unrealised profits/losses and cash flows relating to transactions between the entities of the Group are eliminated on consolidation.
- (iv) The financial statements of all the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company.
- (v) The consolidated financial statements are prepared using uniform accounting policies as the company's standalone financial statements, however where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.
- (vi) Profit or loss, other comprehensive income and total comprehensive income of the subsidiaries are attributed to the owners of the parent company and to the non-controlling interests (NCI) in their respective holdings and have been shown separately in the consolidated financial statements.

Non-controlling interest represents that part of the profit or Loss, other comprehensive income and total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the parent company.

The subsidiaries considered in the consolidated financial statements are wholly owned by parent company, thus profit or loss, other comprehensive income and total comprehensive income of these subsidiaries are wholly attributed to the owners of the parent company in the financial statements.

- (vii) Investments other than Investment in subsidiaries have been accounted for as per Indian Accounting Standard (Ind AS) 109 "Financial Instruments".

### 1.3 Other Significant Accounting Policies:

Other significant accounting policies followed by the Group are exactly similar to the significant accounting policies of the parent company i.e. PNB Finance and Industries Limited; and hence have not been reproduced here.

Refer note 1 [from Note 1.2 to 1.13] of the Standalone financial statements of PNB Finance and Industries Limited for the year ended March 31, 2023 for details with respect to other significant accounting policies.

These significant accounting policies have been consistently applied to all the years presented, unless otherwise stated.

## 2 CASH AND CASH BALANCES

(₹ in lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>2 (I) : Cash and cash equivalents</b>		
Cash on hand	0.03	0.03
Balances with with HDFC bank in current account	42.98	4.69
Fixed deposits with HDFC bank (short term maturity i.e. less than 3 months)	175.00	-
<b>Sub total-I</b>	<b>218.01</b>	4.72
<b>2 (II) : Bank balance other than above (I)</b>		
Fixed deposits with HDFC bank (maturity above 3 months) #	1,347.85	1,300.94
Earmarked balances with HDFC bank (in unclaimed dividend accounts)	2.50	3.16
<b>Sub total-II</b>	<b>1,350.35</b>	1,304.10
<b>Total (I+II)</b>	<b>1,568.36</b>	1,308.82

# During the year ended March 31 2020, the Company had provided to HDFC Bank its fixed deposit as margin in connection with "bank guarantee for a sum of Rs. 150 lakh in favour of The National Stock Exchange Ltd" obtained by its wholly owned subsidiary company i.e. Punjab Mercantile & Traders Ltd. The validity of bank guarantee was up to August 07, 2020 with extended claim period up to August 07, 2021. During current financial year, the said bank guarantee has been terminated/cancelled by HDFC Bank, post confirmation from NSE and accordingly fixed deposit held as "Margin Money" has also been released.

### 3 INVESTMENTS

(Investment in India & other than trade)

Particulars	Face value Per share/ bond/unit (in ₹)	As at March 31, 2023		As at March 31, 2022	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
<b>(1) In debt mutual funds</b>					
<b>(a) Quoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Current</b>					
Kotak FMP Series 251 - 1265 Days Direct Plan Growth (Maturity -10-05-2022)	10	-	-	50,00,000	653.45
Nippon India Fixed Horizon Fund-XXXVII Series IV-Growth- Direct (Earlier Reliance FHF-XXXVII) (Maturity Date -05-04-2022)	10	-	-	14,50,000	188.30
<b>Total [1(a)]</b>			-		841.75
<b>(b) Unquoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Non current</b>					
Aditya Birla Sun Life Floating Rate Fund -Direct -Growth	10	-	-	3,41,468	968.23
Axis Short Term Plan- Direct - Growth	10	2,81,136	78.79	2,31,740	61.83
HDFC Ultra Short term bond fund Direct Plan Growth	10	-	-	21,50,301	266.91
HDFC Ultra Short term Fund - Direct - Growth	10	-	-		82.00
(Amount invested on 31-03-2022, however 6,60,203.064 no. of units @12.4204 per unit allotted on 04-04-2022)					
ICICI Prudential Short Term Fund-Direct Plan- Growth	10	4,79,988	260.96	4,79,988	245.01
Bandhan Bond Fund - Medium Term Plan - Direct - Growth (Earlier IDFC Bond Fund/Super Savings Income Fund- Medium Term Plan)	10	54,25,826	2,263.07	56,60,987	2,295.67
Bandhan Corporate Bond Fund -Direct Plan -Growth (Earlier IDFC Corporate Bond Fund)	10	-	-	2,07,168	33.23
Bandhan Bond Fund- Short Term Plan-Direct Growth (Earlier IDFC Bond Fund - Short Term Plan)	10	1,39,579	71.23	1,39,579	68.39
Bandhan Bond Fund- Short Term Plan-Direct Growth (Earlier IDFC Bond Fund/ Super Savings Income Fund- Short Term Plan)	10	48,792	24.90	1,24,739	61.12
Bandhan Banking & PSU Debt Fund - Direct - Growth (Earlier IDFC Banking & PSU Debt Fund)	10	2,90,127	61.95	2,97,190	60.62
Kotak Banking & PSU Debt Fund - Direct- Growth	10	28,04,264	1,594.87	28,15,142	1,528.09
Kotak Bond Fund (Short term) - Direct - Growth	10	2,46,778	117.77	-	-
HSBC Short Duration Fund - Direct - Growth (Earlier L&T Short Duration Fund / L&T Short Term Bond Fund)	10	40,691	9.56	40,691	9.20
HSBC Banking and PSU Debt Fund - Direct - Growth	10	4,49,452	96.76	-	-
Nippon India Nivesh Lakshya Fund - Direct-Growth	10	3,69,701	55.32	-	-
UTI Treasury Advantage Fund- Direct Plan Growth	1,000	-	-	307	8.89
<b>Total [1(b)]</b>			4,635.18		5,689.19
<b>(2) In equity mutual funds</b>					
<b>Unquoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Non current</b>					
ICICI Prudential Bluechip Fund- Direct Plan Growth	10	27,02,728	1,978.40	27,02,728	1,909.21
HDFC Index Fund Nifty 50 Plan - Direct Growth	10	11,28,381	1,853.47	4,49,836	736.49
<b>Total [2]</b>			3,831.87		2,645.70
<b>(3) In bonds / NCDs</b>					
<b>Quoted</b>					
<b>(Carried at amortised cost)</b>					
<b>Current</b>					
8.85%, HDFC Bank Perpetual Bonds,Taxable (Call Date-12-05- 2022)	10,00,000	-	-	40	400.15
9.56%, State Bank of India Perpetual Bond (Call date : 04-12- 2023)	10,00,000	100	1,000.53	-	-
9.45%, State Bank of India Bonds,Taxable Perpetual Bonds (Call Date-22-03-2024)	10,00,000	199	1,997.57	-	-
<b>Non current</b>					
9.56%, State Bank of India Perpetual Bond (Call date : 04-12- 2023)	10,00,000	-	-	100	1,001.36
9.45%, State Bank of India Bonds,Taxable Perpetual Bonds (Call Date-22-03-2024)	10,00,000	-	-	199	2,006.02
8.40%, TATA Capital Financial Services Ltd, (Secured Non- Convertible Debentures, Series -III), (Call Date- 26-08-2024)	1,000	50,000	500.00	50,000	500.00
8.20%, TATA Capital Housing Finance Ltd, (Secured, Non- Convertible Debentures-Series -III), (Call Date-14-01-2025)	1,000	38,000	380.00	38,000	380.00



# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Face value Per share/ bond/unit (in ₹)	As at March 31, 2023		As at March 31, 2022	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
<b>Total (3)</b>			<b>3,878.10</b>		<b>4,287.53</b>
<b>(4) In corporate deposits</b>					
<b>Unquoted</b>					
<b>(Carried at amortised cost)</b>					
<b>Current</b>					
Deposit (Cumulative) with HDFC Ltd. (Coupon @ 8.49% & Maturity Date -09-04-2022)		-	-	-	2,000.00
<b>Total (4)</b>			<b>-</b>		<b>2,000.00</b>
<b>(5) In equity shares \$</b>					
<b>(a) Quoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Non current</b>					
<b>Fully paid up shares of :</b>					
Camac Commercial Co. Ltd.	10	1,00,975	19,574.54	1,00,975	17,979.18
HDFC Bank Ltd.	1	24,38,280	39,250.21	24,38,280	35,841.50
ICICI Bank Ltd.	2	1,38,900	1,218.43	-	-
Tata Consultancy Services Ltd (TCS)	1	5,268	168.88	-	-
Bajaj Finance Ltd	2	16,353	918.29	-	-
Titan Company Ltd	1	52,262	1,314.44	-	-
Susmit Trading Ltd	10	29,400	-	29,400	-
Jantej Commercial Enterprises Ltd.	10	50,000	-	50,000	-
Sagar Investments Ltd.	10	1,00,000	-	1,00,000	-
The Pioneer Ltd.	10	100	-	100	-
<b>Total [5(a)]</b>			<b>62,444.79</b>		<b>53,820.68</b>
<b>(b) Unquoted</b>					
<b>(Carried at fair value through OCI (FVTOCI))</b>					
<b>Non current</b>					
<b>Fully paid up shares of :</b>					
Bennett, Coleman & Co Ltd.	10	5,22,97,848	2,00,405.36	5,22,97,848	1,82,446.27
Ashoka Viniyoga Ltd	10	59,100	15,202.57	59,100	15,598.66
Excel Publishing House Ltd.	10	23,500	31.91	23,500	31.44
Artee Viniyoga Ltd.	10	2,49,860	2,701.59	2,49,860	3,292.78
Combine Holdings Ltd	10	93,150	8,475.89	93,150	8,409.44
Sahu Jain Ltd	10	4,900	61.36	4,900	60.30
Times Publishing House Ltd.	10	24,000	1,628.94	24,000	1,626.05
Sahu Jain Services Ltd.	10	2,500	171.60	2,500	168.39
Bennett Property Holdings Company Ltd.#	10	87,16,308	29,127.28	87,16,308	27,781.63
Pearl Printwell Ltd.	10	19,800	-	19,800	-
<b>Total [5(b)]</b>			<b>2,57,806.50</b>		<b>2,39,414.96</b>
<b>(6) Other investment</b>					
<b>Non current</b>					
<b>(Carried at cost)</b>					
Investment in paintings			8.00		8.00
<b>Total [6]</b>			<b>8.00</b>		<b>8.00</b>
<b>Grand total (1(a)+1(b)+2+3+4+5(a)+5(b)+6)</b>			<b>3,32,604.44</b>		<b>3,08,707.81</b>
<b>Summary of investments :</b>					
<b>Total investments measured &amp; carried :</b>					
At fair value through OCI (FVTOCI)			3,28,718.34		3,02,412.28
At amortised cost			3,878.10		6,287.53
At cost			8.00		8.00
<b>Total</b>			<b>3,32,604.44</b>		<b>3,08,707.81</b>
<b>Total investments current &amp; non-current :</b>					
Current (within 12 months)			2,998.10		3,241.90
Non -current (long term)			3,29,606.34		3,05,465.91
<b>Total</b>			<b>3,32,604.44</b>		<b>3,08,707.81</b>
<b>Total investments as quoted and unquoted :</b>					
Quoted			66,322.89		58,949.96
Unquoted			2,66,281.55		2,49,757.85
<b>Total</b>			<b>3,32,604.44</b>		<b>3,08,707.81</b>

\*Units are rounded off to the nearest unit.

# In pursuance of scheme of arrangement entered between Bennett, Coleman & Co. Ltd. (BCCL) and Bennett Property Holdings Company Limited (BPHCL) as approved by the Bombay High Court order dated December 02, 2011 the Company has received shares of BPHCL in proportion of 1:6.

\$ The fair value change of investment in unquoted equity shares and those quoted shares, which have not been traded / no latest quotes are available, has been considered based on latest available audited/unaudited financial statements of the respective investee companies.

## PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>4 OTHER FINANCIAL ASSETS</b>		
Interest accrued on bonds/NCDs and deposits	67.43	594.59
Interest accrued on bank fixed deposits	48.55	32.78
Deposit with custodian (CDSL) & RTA	0.32	0.32
<b>Total</b>	<u>116.30</u>	<u>627.69</u>
<b>5 CURRENT TAX ASSETS (NET)</b>		
(Unsecured, considered good)		
Advance income tax & TDS	332.70	386.08
Provision for income tax	(311.38)	(364.54)
<b>Total</b>	<u>21.32</u>	<u>21.54</u>
<b>6 DEFERRED TAX ASSETS (NET)</b>		
Deferred tax assets (net) on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
On employee benefits liabilities (gratuity & leave encashment)	5.95	3.64
on property, plant and equipments	0.12	0.01
on long term capital loss	0.16	-
<b>Total</b>	<u>6.23</u>	<u>3.65</u>

Particulars	Office Equipments (Computers & Others)	Furniture & Fixture	Total (₹ in lakh)
<b>7 PROPERTY, PLANT AND EQUIPMENTS</b>			
<b>At cost</b>			
<b>Gross carrying amount</b>			
<b>Balance as at March 31, 2021</b>	4.18	0.30	4.48
Additions during the year	1.58	-	1.58
Additions/ adjustments during the year	-	-	-
<b>Balance as at March 31, 2022</b>	<u>5.76</u>	<u>0.30</u>	<u>6.06</u>
Additions during the year	-	-	-
Additions/ adjustments during the year	(1.13)	-	(1.13)
<b>Balance as at March 31, 2023</b>	<u>4.63</u>	<u>0.30</u>	<u>4.93</u>
<b>Accumulated depreciation</b>			
<b>Balance as at March 31, 2021</b>	3.96	0.03	3.99
Depreciation charge during the year	0.35	0.07	0.42
Adjustments/deductions during the year	-	-	-
<b>Balance as at March 31, 2022</b>	<u>4.31</u>	<u>0.10</u>	<u>4.41</u>
Depreciation charge during the year	0.91	0.05	0.96
Adjustments/deductions during the year	(1.09)	-	(1.09)
<b>Balance as at March 31, 2023</b>	<u>4.13</u>	<u>0.15</u>	<u>4.28</u>
<b>Net carrying amount</b>			
<b>As at March 31, 2023</b>	<u>0.50</u>	<u>0.15</u>	<u>0.65</u>
As at March 31, 2022	1.45	0.20	1.65
As at March 31, 2021	0.22	0.27	0.49

# PNB FINANCE AND INDUSTRIES LIMITED

	Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>8</b>	<b>OTHER NON-FINANCIAL ASSETS</b>		
	(Unsecured, considered good)		
	Staff Advance	5.00	-
	Prepaid expenses	1.00	0.57
	<b>Total</b>	<b>6.00</b>	<b>0.57</b>
<b>9</b>	<b>OTHER PAYABLES</b>		
	Payable to micro and small enterprises	-	-
	Payable to others	25.42	3.97
	<b>Total</b>	<b>25.42</b>	<b>3.97</b>

## Other payables ageing as at March 31, 2023

(₹ in lakh)

Particulars	MSME	Others	Disputed dues – ‘MSME	Disputed dues – ‘Others
<b>Outstanding from due date of payment</b>				
Less than 1 year	-	24.29	-	-
1-2 years	-	0.95	-	-
2-3 years	-	0.18	-	-
More than 3 years	-	-	-	-
<b>Total</b>	-	<b>25.42</b>	-	-

## Other payables ageing as at March 31, 2022

Particulars	MSME	Others	Disputed dues – ‘MSME	Disputed dues – ‘Others
<b>Outstanding from due date of payment</b>				
Less than 1 year	-	3.79	-	-
1-2 years	-	0.18	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	-	<b>3.97</b>	-	-

	Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>10</b>	<b>OTHER FINANCIAL LIABILITIES</b>		
	Unpaid dividends*	2.50	3.16
	<b>Total</b>	<b>2.50</b>	<b>3.16</b>
	* Unclaimed portion only		
<b>11</b>	<b>PROVISIONS</b>		
	Provision for employee benefits		
	- for leave encashment #	5.95	3.70
	- for gratuity #	15.49	8.82
	<b>Total</b>	<b>21.44</b>	<b>12.52</b>
	# Refer note no.29 for detailed disclosures.		

# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>12 DEFERRED TAX LIABILITIES</b>		
Deferred tax liabilities on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
Investment in debt instruments (measured at FVTOCI)	261.73	294.34
Investment in equity instruments (measured at FVTOCI)	68,432.93	66,596.47
<b>Total</b>	<u>68,694.66</u>	<u>66,890.81</u>
<b>13 OTHER NON-FINANCIAL LIABILITIES</b>		
<b>Others</b>		
TDS payable	4.14	2.87
GST payable	5.48	4.15
Provident fund payable	0.32	0.24
<b>Total</b>	<u>9.94</u>	<u>7.26</u>
<b>14 EQUITY SHARE CAPITAL</b>		
Equity share capital		
<b>Authorised share capital</b>		
50,00,000 (P.Y. -50,00,000) equity shares of ₹ 10 each	500.00	500.00
<b>Total</b>	<u>500.00</u>	<u>500.00</u>
<b>Issued share capital</b>		
32,00,000 (P.Y. -32,00,000) shares of ₹10 each	320.00	320.00
<b>Total</b>	<u>320.00</u>	<u>320.00</u>
<b>Subscribed &amp; fully paid share capital</b>		
a) 8,01,288.5 (P.Y. - 8,01,288.5) shares of ₹10 each fully paid up. (On reduction of share capital through High Court order dated 15-11-1973)	80.13	80.13
b) 23,98,711.5 (P.Y.-23,98,711.5) shares of ₹10 each fully paid up (including 131 equity shares of ₹ 10 each in the form of fractional coupons)	239.87	239.87
<b>Total</b>	<u>320.00</u>	<u>320.00</u>

**(i) Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

The dividend, if any, is proposed by the Board of Directors is subject to the approval of shareholders in the ensuing annual general meeting. The payment of dividend will be made in Indian rupees.

In the event of the liquidation of the Company, the holders of equity shares will be entitled to remaining assets of the Company, after meeting all liabilities.

**(ii) Reconciliation of equity shares held at the beginning and at the end of the year**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ in lakh	No. of shares	₹ in lakh
At the beginning of the year	32,00,000	320.00	32,00,000	320.00
Movement during the year	-	-	-	-
At the end of the year	32,00,000	320.00	32,00,000	320.00

(iii) There is no change in the share capital in the period of five years immediately preceding the date as at which the balance sheet is prepared. There has been no allotment of shares pursuant to contract(s) without payment being received in cash or by way of bonus issue and no shares have been bought back in the five years immediately preceding the balance sheet date i.e. March 31, 2023.

(iv) **Details of shareholders holding more than 5 % shares in the Company**

Name of the shareholder	As at March 31, 2023	As at March 31, 2022
	No. of shares	No. of shares
Artee Viniyoga Limited	8,01,710	8,01,710
Ashoka Viniyoga Limited	6,51,660	6,51,660
Camac Commercial Company Limited	5,20,000	5,20,000
Mr. Samir Jain	5,18,827	5,18,827
Mrs. Meera Jain	2,73,604	2,73,604
Combine Holding Limited	1,61,437	1,61,437

(v) **Details of shareholding of promoters in the Company**

Promoter name	As at March 31, 2023			As at March 31, 2022		
	No. of shares held	% of total shares	% change during the year	No. of shares held	% of total shares	% change during the year
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b>16 OTHER EQUITY</b>		
<b>I. Reserve &amp; Surplus</b>		
<b><u>A. Securities premium</u></b>		
Balance as per last financial statements	103.91	103.91
Add/less : addition/(adjustment) during the year	-	-
<b>Balance at the end of the year</b>	<b>103.91</b>	<b>103.91</b>
<b><u>B. General reserve</u></b>		
Balance as per last financial statements	2,988.56	2,905.77
Add/less : addition/(adjustment) during the year	29.69	82.79
<b>Balance at the end of the year</b>	<b>3,018.25</b>	<b>2,988.56</b>
<b><u>C. Special reserve u/s 45-IC of RBI Act, 1934</u></b>		
Balance as per last financial statements	2,345.17	2,186.89
Add/less : addition/(adjustment) during the year	120.63	158.28
<b>Balance at the end of the year</b>	<b>2,465.80</b>	<b>2,345.17</b>
<b><u>D. Retained earnings (surplus)</u></b>		
Balance as per last financial statements	10,618.16	9,609.66
Add - profit for the year	179.39	1,116.99
Item of OCI recognised directly in retained earnings		
Add : remeasurement of the defined benefit plans (net of tax) for the year	(3.54)	(1.92)
Add : profit transferred from OCI on sale of equity instruments	(28.49)	153.70
Less:- transfer to general reserve	(29.69)	(82.79)
Less:- transfer to special reserve	(120.63)	(158.28)
Less:- dividend paid	-	(19.20)
<b>Balance at the end of the year</b>	<b>10,615.20</b>	<b>10,618.16</b>
<b>Total reserve &amp; surplus at the end of the year (I= A+B+C+D)</b>	<b>16,203.16</b>	<b>16,055.80</b>

Particulars	As at March 31, 2023 (₹ in lakh)	As at March 31, 2022 (₹ in lakh)
<b><u>II. Accumulated balance of other comprehensive income (OCI)</u></b>		
<b>(E) Debt instruments through OCI</b>		
Opening balance	985.77	1,235.90
Add: fair value changes in debt instruments through OCI for the year	228.26	361.14
Less: reclassified to profit or loss from OCI on sale	(306.15)	(670.53)
Less: income tax effect thereon	32.61	59.26
<b>Closing balance at the end of the year</b>	<b>940.49</b>	<b>985.77</b>
<b>(F) Equity instruments through OCI</b>		
Opening balance	2,26,392.44	2,32,548.03
Add : fair value changes on equity instruments through OCI for the year	23,549.71	(5,684.08)
Less: income tax effect on above	(1,836.46)	(471.51)
Add :profit on sale of equity instruments (net of tax)	(28.49)	185.39
Less :income tax effect on above	-	(31.69)
Less :realised profit on sale (net of tax) transferred to retained earnings	28.49	(153.70)
<b>Closing balance at the end of the year</b>	<b>2,48,105.69</b>	<b>2,26,392.44</b>
<b>Total accumulated balance of OCI at the end of the year (II= E+F)</b>	<b>2,49,046.18</b>	<b>2,27,378.21</b>
<b>Total other equity (I +II)</b>	<b>2,65,249.34</b>	<b>2,43,434.01</b>

#### **Nature and purpose of reserve**

Nature and purpose of each reserve has been disclosed as part of the qualitative disclosure :

#### **Securities premium**

It is created in earlier year, by amount of premium received upon issuance of equity shares. This can be utilised in accordance with provisions of the Companies Act, 2013

#### **General reserve**

The Company continues to transfer certain percentage of profits to general reserve before declaring dividends. This can be utilised in accordance with provisions of the Companies Act, 2013.

#### **Special reserve u/s 45-IC of RBI Act,1934**

The Company, being an NBFC company, is created a special reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss.

As prescribed by Section 45 IC of the Reserve Bank of India Act, 1934, No appropriation of any sums from the Reserve Fund shall be made by company except for the purpose as may be specified by RBI from time to time.

#### **Retained earnings (surplus)**

It is created out of accretion of profits or loss and represents the amount of accumulated earnings of the Company. It also includes effect of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with provisions of the Companies Act, 2013.

#### **Accumulated balance of other comprehensive income (OCI)- debt instruments**

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of debt instruments (including debt mutual funds) measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to profit or loss, when those instruments are disposed off.

#### **Accumulated balance of other comprehensive income (OCI)- equity instruments**

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of equity instruments measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to retained earnings when those instruments are disposed off.



# PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>16 INTEREST INCOME</b>		
Interest income on investments in bonds, debentures & deposit (investments measured at amortised cost)	365.61	672.17
Amortisation adjustment of bonds purchased at premium/ discount	(9.43)	(8.54)
Interest income on deposits with bank	69.65	53.88
<b>Total</b>	<u>425.83</u>	<u>717.51</u>
<b>17 NET GAIN ON FAIR VALUE CHANGES</b>		
(a) Net gain/(loss) on financial instruments at FVTPL : on trading portfolio/ on financial instruments designated through FVTPL	-	-
(b) Others		
Gain(net) reclassified from OCI to profit or Loss on sale of investments in debt mutual funds	306.15	670.53
<b>Total</b>	<u>306.15</u>	<u>670.53</u>
<b><u>Break up of gains (net) :</u></b>		
Realised	306.15	670.53
Unrealised	-	-
<b>Total</b>	<u>306.15</u>	<u>670.53</u>
<b>18 OTHERS (INCOME)</b>		
Interest on income tax refund	1.64	15.00
Provisions no longer required written back	-	0.03
Miscellaneous income	2.50	-
<b>Total</b>	<u>4.14</u>	<u>15.03</u>
<b>19 EMPLOYEE BENEFITS EXPENSE #</b>		
Salaries	52.75	41.85
Contribution to provident and other funds	1.96	1.28
Provision for gratuity and leave encashment	4.01	2.52
Staff welfare expenses	2.03	1.41
<b>Total</b>	<u>60.75</u>	<u>47.06</u>
# Includes Remuneration to Whole Time Director of ₹ 30.46 lakh for current financial year (₹ 21.81 lakh pertaining to previous financial year ended 31st March, 2022)		
<b>20 DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation on property, plant and equipments (refer note -7 )	0.96	0.42
	<u>0.96</u>	<u>0.42</u>
<b>21 OTHER EXPENSES</b>		
Director's sitting Fee	6.20	5.80
Legal and professional charges	199.12	97.10
Travelling & conveyance expenses	6.21	4.58
GST paid under reverse charge	35.29	17.08
Printing & stationery	0.31	0.31
Postage & telephone and internet charges	0.97	7.45

## PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
Advertisement expenses	1.09	1.52
Listing fees	0.47	0.29
Custodian fees	0.33	0.33
Document storage charges	1.56	1.46
Software charges	0.31	0.42
Manager remuneration	0.12	0.12
Filing fees	1.52	0.23
Auditor's remuneration \$	1.07	1.14
CSR contribution 2022-23	14.51	-
CSR contribution 2021-22	-	15.55
Amount written off	1.51	0.55
Miscellaneous expenses	1.46	1.56
<b>Total</b>	<b>272.05</b>	<b>155.49</b>
<b>\$ Auditor's remuneration (inclusive of GST) :</b>		
As auditor		
Audit fees	0.56	0.56
Limited review	0.20	0.20
Other services (certification fees)	0.03	0.09
Out of pocket expenses	0.12	0.12
GST on above	0.16	0.17
<b>Total</b>	<b>1.07</b>	<b>1.14</b>
<b>22 EXCEPTIONAL ITEMS</b>		
Settlement amount paid to SEBI #	491.78	-
<b>Total</b>	<b>491.78</b>	<b>-</b>
# Refer "Note -27 : Contingent liabilities & commitments" for detailed disclosure.		
<b>23 EARNINGS PER SHARE (EPS)</b>		
Profit after tax as per consolidated statement of profit and loss (₹ in lakh)	179.39	1,116.99
Weighted average number of equity shares (Face value per equity share ₹ 10/-)	32,00,000	32,00,000
Basic EPS (in ₹)	5.61	34.91
Diluted EPS (in ₹) #	5.61	34.91
# The Company has not issued any potential equity shares, and accordingly, diluted earnings per share is equal to the basic earnings per share.		

## 24 DISCLOSURES AS REQUIRED BY IND AS -24 -“RELATED PARTY DISCLOSURE”

In accordance with the Ind AS -24 “Related Party Disclosure”, disclosure of related parties & related party transactions entered into by the group during the year are given below -

### (a) Related parties and nature of relationship :

#### Key Management Personnel (KMP)

Name	Relationship
1. Mr. Govind Swarup	Director
2. Mr. Ashish Verma	Director
3. Mrs. Saumya Agarwal	Director
4. Mr. Rakesh Dhamani	Director
5. Mrs. Shweta Saxena	Director & Company Secretary
6. Mr. Viveka Nand Jha	Chief Financial Officer
7. Mr. Vijay Kumar Bakshi	Manager

### (b) Related Party Transactions entered during the year in ordinary course of business and outstanding balances payable/ (receivable) at the end of the year:

(₹ in lakh)

Name of the party	Nature of transaction	transactions for the year ended on		balances outstanding as at	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Mr. Govind Swarup	Director's sitting fees	3.60	3.20	-	-
Mr. Ashish Verma	Director's sitting fees	1.60	1.40	-	-
Mrs. Saumya Agarwal	Director's sitting fees	1.00	1.20	-	-
Mrs. Shweta Saxena	Remuneration#	30.46	21.81	-	-
Mr. Viveka Nand Jha	Remuneration#	19.58	17.57	-	-
Mr. Vijay Kumar Bakshi	Remuneration	0.12	0.12	-	-

# Excluding PF and other retiral benefits.

**Note :** The financial information in the consolidated financial statements contains financial information of holding/parent company and its wholly owned subsidiaries i.e. Punjab Mercantile & Traders Ltd and Esoterica Services Ltd. as a single reporting entity (as a group) and all intra group transactions have been eliminated, thus intra group transactions as RPTs, have not been disclosed.

## 25 SEGMENT INFORMATION

The group is not carrying any business operations except generating income from investment of surplus funds and these activities fall in a single business segment, thus it is not a reportable segment within the meaning of Ind AS - 108 “Operating Segments”.

## 26 IMPAIRMENT OF ASSETS

The management is of the opinion that there is no impairment of assets of group as contemplated in Ind AS -38 “Impairment of Assets”.

## 27 CONTINGENT LIABILITIES AND COMMITMENTS

### (i) Contingent liabilities not provided for as a Group :

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
Penalties levied pursuant to SEBI Adjudication Orders dated March 28, 2023		
: In case of company (Note 1)	1,220.00	-
: In case of one of wholly owned subsidiary i.e. Punjab Mercantile and Traders Ltd ("PMT") (Note-2)	20.00	-
Total	1,240.00	-

## Note 1

The Securities and Exchange Board of India (“SEBI”) had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited (“AVL”) and Camac Commercial Company Limited (“CCCL”) respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

“In the case of AVL, SEBI had accepted the Company’s application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.”

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company’s applications under the Settlement Regulations in December 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company.

Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. A bank guarantee for the said 25% penalty, is being provided by Company to SEBI. The SAT appeals are listed for final disposal on July 03, 2023.

## Note 2

The Securities and Exchange Board of India (“SEBI”) had issued 4 (four) Show Cause Notices to the PMT in October 2020, two as a Promoter and a Shareholder of Ashoka Viniyoga Limited (“AVL”) and Camac Commercial Company Limited (“CCCL”), two others as Shareholder of Sahu Jain Ltd (“SJL”) and Combine Holding Ltd (“CHL”) respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

“In the case of AVL, SJL, and CHL, SEBI had accepted PMT’s applications under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon an aggregate payment of a sum of ₹ 470.10 lakhs by PMT and subsequent Settlement Orders dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of CCCL, listed at non-operational Calcutta Stock Exchange, however, SEBI rejected PMT’s application under the Settlement Regulations in December 2022 and thereafter issued Adjudication Order on March 28, 2023. This Order issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by PMT.

Under the said Order, SEBI levied ₹ 20 lakhs monetary penalty on PMT and restrained PMT from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. The Adjudication Order was challenged by PMT before the Securities Appellate Tribunal (SAT) and vide its Order passed on April 26, 2023, SAT had stayed the effect and operation of the SEBI Order referred above subject to payment of 25% of the levied penalty by PMT. A bank guarantee for the said 25% penalty, is being provided by PMT to SEBI. The SAT appeal is listed for final disposal on July 03, 2023.

The “Settlement amount of ₹ 491.78 lakhs” paid by Group, as mentioned in Note 1 & Note 2 above, has been disclosed under “Note -22 : Exceptional Items”.

**(ii) Commitment as on March 31, 2023 as a Group : Nil** (Previous year ended March 31, 2022 : Nil).

28 INCOME TAXES EXPENSES & RECONCILIATION

(a) (i) Tax expense recognised under “Profit or Loss” section

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b><u>(I) Current tax</u></b>		
Current tax	122.93	235.26
Earlier year tax provision (net)	0.31	7.04
<b>Total current tax</b>	<b>123.24</b>	<b>242.30</b>
<b><u>(II) Deferred tax charge/ (credit)</u></b>		
Related to origination and reversal of deductible temporary difference	(1.21)	(0.81)
<b>Total</b>	<b>(1.21)</b>	<b>(0.81)</b>
<b>Total (I+II )</b>	<b>122.03</b>	<b>241.49</b>

(ii) Tax expense recognised under “Other Comprehensive Income(OCI)” section

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b><u>Deferred tax charge / (credit) on :</u></b>		
<u>On account of deductible temporary difference on items measured through OCI</u>		
Investment in debt instruments (on fair value change)	(32.61)	(59.26)
Investment in equity instruments (on fair value change)	1,836.46	471.51
Remeasurement gains of the defined benefit plans (gratuity plan)	(1.37)	(0.79)
<b>Total</b>	<b>1,802.48</b>	<b>411.46</b>

- (b) The group continues with existing provisions of corporate taxation and had not opted the concessional rate schemes provided vide section 115BAA in the Income Tax Act, 1961. The section 115BAA in the Income Tax Act, 1961, provides existing domestic companies with an irrevocable option to pay tax at a reduced rate of 22% with applicable surcharge and cess, which come with the consequential surrender of specified deductions/ incentives and not eligible to utilised MAT credit entitlements and take any other deduction / benefits.
- (c) As a matter of prudence and considering uncertainty of sufficient future taxable income, the group has not recognised any deferred tax asset on unused tax losses being brought forward business losses and unused tax credits (MAT credit entitlements) in the consolidated balance sheet.

**(d) Reconciliation of current tax expenses**

Reconciliation of current tax expenses between “Amount calculated as Accounting Profit multiplied by the statutory income tax rate applicable to the Company” and “Current Tax Expenses as per effective income tax rate reported in the Consolidated Statement of Profit and Loss” is given below :

Particulars	For the year ended March 31, 2023 (₹ in lakh)	For the year ended March 31, 2022 (₹ in lakh)
<b>Profit before tax</b>	<b>301.42</b>	1,358.48
Enacted applicable income tax rate (including applicable SC & cess) on company (%)	<b>27.82%</b>	29.120%
<b>Current tax amount calculated (accounting profit multiplied by the applicable enacted tax rate) for the year</b>	<b>83.86</b>	395.59
<b><u>Tax effects of amounts which are not deductible/taxable in computing taxable income</u></b>		
CSR expenditure	<b>4.04</b>	4.53
Tax at lower rate in case of capital gain	<b>(52.42)</b>	(56.96)
Amortisation adjustment of bonds (net amount as exp.)	<b>2.62</b>	2.50
Tax effect on eliminated intra group transactions (interest - income /Exp.)	<b>1.15</b>	2.29
Other adjustments	<b>1.58</b>	0.74
<b><u>Tax effects of amounts which are deductible /non taxable in computing taxable Income</u></b>		
Deduction under Chapter VI A (80G) (in lakh)	<b>(2.02)</b>	(2.27)
Other adjustments (in lakh)	<b>0.01</b>	0.02
<b>Sub Total</b>	<b>38.82</b>	346.45
Tax adjustments due to different enacted rate of tax applicable for entities in the group	<b>7.55</b>	(4.70)
Tax adjustments due to tax on business loss to be carried forward for entity in the group	<b>121.25</b>	-
<b>Balance</b>	<b>167.62</b>	341.75
Tax effect (MAT) on realised profit on sale of equity instruments (shares) through OCI	<b>-</b>	(31.69)
MAT credit utilised	<b>(44.69)</b>	(74.80)
<b>Current tax expense at effective rate as reported in the consolidated statement of profit and loss</b>	<b>122.93</b>	235.26

**(e) The movement in Consolidated Deferred Tax Assets (net) during the year ended March 31, 2022 and March 31, 2023**

(₹ in lakh)

Particulars	Provision of gratuity & leave encashment liabilities	Property, plant and equipments (dep.)	Long term capital loss	Total
As at March 31, 2021	2.02	0.03	-	2.05
Credit/ (charge) in statement of profit or loss during the year	0.83	(0.02)	-	0.81
Credit/ (charge) in statement of OCI during the year	0.79	-	-	0.79
<b>As at March 31, 2022</b>	<b>3.64</b>	<b>0.01</b>	<b>-</b>	<b>3.65</b>
Credit/ (charge) in statement of profit or loss during the year	0.94	0.11	0.16	1.21
Credit/ (charge) in statement of OCI during the year	1.37	-	-	1.37
<b>As at March 31, 2023</b>	<b>5.95</b>	<b>0.12</b>	<b>0.16</b>	<b>6.23</b>



- (f) The movement in consolidated deferred tax liabilities during the year ended March 31, 2022 and March 31, 2023:

(₹ in lakh)

Particulars	Investment in debt instruments (measured at FVTOCI)	Investment in equity instruments (measured at FVTOCI)	Total
As at March 31, 2021	353.60	66,124.96	66,478.56
Credit/ (charge) in statement of OCI during the year	(59.26)	471.51	412.25
<b>As at March 31, 2022</b>	<b>294.34</b>	<b>66,596.47</b>	<b>66,890.81</b>
Credit/ (charge) in statement of OCI during the year	(32.61)	1,836.46	1,803.85
<b>As at March 31, 2023</b>	<b>261.73</b>	<b>68,432.93</b>	<b>68,694.66</b>

## 29 EMPLOYEE BENEFITS

- I). During the year, liability of the group as an employer towards contribution to provident and other fund has been recognized as an expenses in the consolidated statement of profit and loss. The detail is given below :

### Defined contribution plan

Employer's contribution to provident and other funds - ₹ 1.96 lakh (previous year : ₹1.28 lakh)

- II). **Gratuity and other post employment benefit plans :**

During the year, the group has recognised the expenses and liability towards gratuity and leave encashment based on actuarial valuation in conformity with the principles set out in the Indian Accounting Standards - 19. The detail are given below :

- (a) The assumptions used to determine the benefit obligations are as follows

(₹ in lakh)

Particulars	Gratuity (Non -Funded)		Leave Encashment (Non -Funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discounting rate (p.a.)	7.38%	7.00%	7.38%	7.00%
Future salary increase (p.a.)	10.00%	8.00%	10.00%	8.00%
Expected rate of return of plan assets	N.A	N.A.	N.A	N.A.
Mortality table used	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)
Retirement age (years)	58	58	58	58
Withdrawal rate (%)				
Up to 30 years	3	3	3	3
From 31 to 44 years	2	2	2	2
Above 44 years	1	1	1	1

**(b) Change in Present Value of Obligation/ Defined Benefit Obligations** (₹ in lakh)

Particulars	Gratuity (Non -Funded)		Leave Encashment (Non -Funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Present value of obligation (PBO) at beginning of year	8.82	5.04	3.70	2.25
Past service cost	-	-	-	-
Current service cost	1.15	0.73	0.45	0.34
Net interest cost	0.61	0.34	0.26	0.16
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain /loss]	4.91	2.71	1.54	0.95
<b>Present value of obligation (PBO) at year end</b>	<b>15.49</b>	<b>8.82</b>	<b>5.95</b>	<b>3.70</b>

**(c) Liability recognised in the Consolidated Balance Sheet:** (₹ in lakh)

Particulars	Gratuity (Non -Funded)		Leave Encashment (Non -Funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Liability amount (net) at beginning of year	8.82	5.04	3.70	2.25
Provisions made/(reversed) during the year	1.76	1.07	0.71	0.50
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain /loss]	4.91	2.71	1.54	0.95
<b>Liability amount (net) at year end</b>	<b>15.49</b>	<b>8.82</b>	<b>5.95</b>	<b>3.70</b>
<b><u>Break up of liability/PBO at end of the year</u></b>				
Current liability (within 12 months)	0.20	0.16	0.08	0.07
Non-current liability	15.29	8.66	5.87	3.63
<b>Total</b>	<b>15.49</b>	<b>8.82</b>	<b>5.95</b>	<b>3.70</b>

**(d) Expense/ (Income) recognized in the Consolidated Statement of Profit and Loss:** (₹ in lakh)

Particulars	Gratuity (Non -Funded)		Leave Encashment (Non -Funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Current service cost	1.15	0.73	0.45	0.34
Net interest cost	0.61	0.34	0.26	0.16
Net actuarial (-) gain / loss recognized in the year	-	-	1.54	0.95
Expenses recognized in the statement of profit and loss	1.76	1.07	2.25	1.45

**(e) Remeasurements [Actuarial (Gain)/Loss] through Other Comprehensive Income (OCI)**

Particulars	Gratuity (Non -Funded)	
	March 31, 2023	March 31, 2022
Actuarial (-) gain / loss for the year on PBO	4.91	2.71
Actuarial (-) gain / loss for the year on plan asset	-	-
Net actuarial (-) gain / loss recognised through OCI- during the year	4.91	2.71

**(f) Sensitivity analysis:**

(₹ in lakh)

Particulars	Gratuity		Leave encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Impact of the change in discount rate</b>				
Present value of obligation at the end of the year	15.49	8.82	5.95	3.70
(i) Impact due to increase of 0.5%	(0.97)	(0.57)	(0.38)	(0.16)
(i) Impact due to decrease of 0.5%	1.04	0.62	0.41	0.18
<b>Impact of the change in salary increase</b>				
Present value of obligation at the end of the year	15.49	8.82	5.95	3.70
(i) Impact due to increase of 0.5%	1.01	0.61	0.39	0.18
(i) Impact due to decrease of 0.5%	(0.95)	(0.57)	(0.37)	(0.16)

**(g) Maturity profile of defined benefit obligations :**

(₹ in lakh)

Particulars	Gratuity		Leave encashment	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
a) 0 to 1 Year	0.20	0.16	0.08	0.05
b) 1 to 2 Year	0.30	0.15	0.12	0.05
c) 2 to 3 Year	0.20	0.16	0.08	0.05
d) 3 to 4 Year	0.20	0.12	0.08	0.05
e) 4 to 5 Year	0.21	0.12	0.08	0.03
f) 5 to 6 Year	0.20	0.11	0.08	0.02
g) 6 year onwards	14.18	8.00	5.43	3.45

### 30 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in a orderly transactions in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) , regardless of whether that price is directly observable or estimated using a valuation technique.

The following methods and assumptions are used to estimate the fair value :

- The fair value of quoted equity shares is derived from quoted market prices in active markets.
- The fair value of unquoted equity shares (FVTOCI financial instruments) is derived as per level 3 techniques, in case observable market data is not available.
- The fair value of mutual funds is derived from the available declared /quoted NAV of units.
- Assets held for collection of contractual cash flow where cash flows represent solely payment of principle and interest like bonds/ debentures /corporate deposit are measured at amortised cost. interest income from these financial assets is calculated using the effective interest rate method.

The management has assessed that cash and cash equivalents, other receivables (financial assets) and trade /other payables are approximate at their carrying amounts largely due to the short term maturities of these instruments.

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices /declared NAVs in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: inputs which are not based on observable market data.

#### Financial assets and liabilities

The carrying value and fair value of financial instruments by categories as at March 31, 2023 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Fair Value
<b>Financial assets</b>					
Cash and cash equivalents	-	-	218.01	218.01	218.01
Bank balances other than above	-	-	1,350.35	1,350.35	1,350.35
Investments :					
Debt mutual funds	-	4,635.18	-	4,635.18	4,635.18
Equity mutual funds	-	3,831.87	-	3,831.87	3,831.87
Bonds /debentures	-	-	3,878.10	3,878.10	3,878.10
Corporate deposits	-	-	-	-	-
Equity Shares	-	3,20,251.29	-	3,20,251.29	3,20,251.29
Other financial assets	-	-	116.30	116.30	116.30
<b>Total</b>	<b>-</b>	<b>3,28,718.34</b>	<b>5,562.76</b>	<b>3,34,281.10</b>	<b>3,34,281.10</b>
<b>Financial liabilities</b>					
Other payables	-	-	25.42	25.42	25.42
Other financial liabilities	-	-	2.50	2.50	2.50
<b>Total</b>	<b>-</b>	<b>-</b>	<b>27.92</b>	<b>27.92</b>	<b>27.92</b>

## PNB FINANCE AND INDUSTRIES LIMITED

The carrying value and fair value of financial instruments by categories as at March 31, 2022 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and cash equivalents	-	-	4.72	4.72	4.72
Bank balances other than above	-	-	1,304.10	1,304.10	1,304.10
Investments :					
Debt mutual funds	-	6,530.94	-	6,530.94	6,530.94
Equity mutual funds	-	2,645.70	-	2,645.70	2,645.70
Bonds /debentures	-	-	4,287.53	4,287.53	4,287.53
Corporate deposits	-	-	2,000.00	2,000.00	2,000.00
Equity Shares	-	2,93,235.64	-	2,93,235.64	2,93,235.64
Other financial assets	-	-	627.69	627.69	627.69
<b>Total</b>	-	<b>3,02,412.28</b>	<b>8,224.04</b>	<b>3,10,636.32</b>	<b>3,10,636.32</b>
<b>Financial liabilities</b>					
Other payables	-	-	3.97	3.97	3.97
Other financial liabilities	-	-	3.16	3.16	3.16
<b>Total</b>	-	-	<b>7.13</b>	<b>7.13</b>	<b>7.13</b>

### Fair value estimation

For financial instruments measured at fair value in the consolidated balance sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

For financial assets which are carried at fair value, the classification of fair value calculations by category of the group in the consolidated balance sheet is summarised below:

(₹ in lakh)

Particulars	Carrying Value	Fair Values					
		measured through Profit and Loss (FVTPL)			measured through OCI (FVTOCI)		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>As at March 31, 2023</b>							
<b>Financial assets</b>							
Debt mutual funds	4,635.18	-	-	-	4,635.18	-	-
Equity mutual funds	3,831.87	-	-	-	3,831.87	-	-
Equity shares	3,20,251.29	-	-	-	42,870.25	-	2,77,381.04
<b>Total</b>	<b>3,28,718.34</b>	-	-	-	<b>51,337.30</b>	-	<b>2,77,381.04</b>
<b>As at March 31, 2022</b>							
<b>Financial assets</b>							
Debt mutual funds	6,530.94	-	-	-	6,530.94	-	-
Equity mutual funds	2,645.70	-	-	-	2,645.70	-	-
Equity shares	2,93,235.64	-	-	-	35,841.50	-	2,57,394.14
<b>Total</b>	<b>3,02,412.28</b>	-	-	-	<b>45,018.14</b>	-	<b>2,57,394.14</b>

There are no changes in classification and no movement between the fair value hierarchy classifications of financial assets of group during the years under report.

### 31 FINANCIAL RISK MANAGEMENT

The group is not carrying any business operations, however income has been generated from investments of its surplus funds being investment in debt securities, equity instruments and bank deposits. The financial assets at group level are investment in debt securities (bonds, debentures, corporate deposits, debt based mutual funds, etc. ) cash and cash equivalents, bank deposits other than cash and cash equivalents, loan and other receivables & financial liabilities are trade/other payables and other financial liabilities.

The activities at group level, expose to financial risk i.e. liquidity risk, market risk, credit risk etc. The management of respective entities in the group provide guiding principles for overall risk management, as well as principle for investment of available funds including review of such policies for managing each of applicable type of financial risks, which are summarised as below :

#### (a) Liquidity risk

The group's principal source of liquidity are "Cash and Cash equivalents" and cash in flow that are generated from income from investments. Liquidity risk is defined as a risk that the company will not be able to settle or meet its obligations on time.

Liquidity risk management implies maintenance of sufficient cash to meet the obligations as and when due. The group manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. The surplus fund at group level has also invested in fixed income securities /instruments of similar profile thereby ensuring availability of liquidity as and when required. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirement at group level and accordingly, no liquidity risk is perceived.

The following is the contractual maturities of the financial liabilities:

(₹ in lakh)

Particulars	Carrying amount (At amortised Cost)	1-12 months	More than 12 months
<b><u>Non-derivative liabilities</u></b>			
<b><u>As at March 31, 2023</u></b>			
Trade/other payables	25.42	25.42	-
Other financial liabilities	2.50	2.50	-
<b>Total</b>	<b>27.92</b>	<b>27.92</b>	<b>-</b>
<b><u>As at March 31, 2022</u></b>			
Trade/other payables	3.97	3.97	-
Other financial liabilities	3.16	3.16	-
<b>Total</b>	<b>7.13</b>	<b>7.13</b>	<b>-</b>

#### (b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk generally comprises three types of risk: interest rate risk, currency risk and price risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including quoted investments, deposits, foreign currency receivables, payables and loans and borrowings.

##### (i) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The group has neither payables & receivables in foreign currency, not holding foreign assets and also not entered into transactions in the foreign currency during the year under report, therefore the activities at group level are not exposed to foreign exchange risk.

##### (ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The interest rate risk exposure is mainly from changes in



fixed and floating interest rates. The interest rate risk at group level is from investments in debt securities (bonds, debentures, corporate deposits etc. ). In order to optimise the group's position with regard to interest income, the management of respective entities of group manages the interest rate risk by diversifying its debt investments portfolio across tenures.

**(iii) Price risk**

Price risk arises due to volatility in the market prices of financial instruments for which market prices are available (i.e. quoted price for quoted equity shares and declared NAV/ quoted NAV for debt /equity MF). The group is exposed to price risk arising mainly from investment measured at fair value through OCI (FVTOCI) being equity shares (quoted ) and debt & equity mutual funds. The group's exposure to debt based mutual funds falls in very low risk category due to investments are in high rated schemes. To optimise price risk, policy of diversification has been followed in case of debt based MF portfolio at group level. As regards the group's investment in unquoted equity shares, which are long term in nature and fair valuation of these investments are largely depend on performance of these investee companies and hence the price risk emanating from shortfall in performance has been reviewed closely by management of the respective entities of group.

**(c) Credit risk**

Credit risk is the risk of financial loss, if a customer or counter-party fails to meet its contractual obligations. Since no business activities except investment of surplus fund have been carried out at group level and thus there are no transactions with customers. In case of the group's investment portfolio, credit risk may arise from bank balances (including fixed deposits) and investment in debt securities like bonds, debentures, corporate deposits and debt based mutual funds.

To manage credit risk on these financial assets, the respective entities of the group has an investment policy which allows them to invest only in high rated schemes/ papers/ bonds /NCD /corporate deposits etc. considering the safety of investment first along with lower risk and reasonable returns. At group level, credit worthiness of counterparty has been tracked and the rating of investments have been closely reviewed and as far as possible the immediate suitable remedial actions has been taken.

## 32 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below set out analysis of the carrying amount of assets and liabilities of Group, according to when they are expected to be realised or settled. (₹ in lakh)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>ASSETS</b>						
<b>Financial assets</b>						
Cash and cash equivalents	218.01	-	218.01	4.72	-	4.72
Bank balances other than above	1,350.35	-	1,350.35	1,304.10	-	1,304.10
Investments	2,998.10	3,29,606.34	3,32,604.44	3,241.90	3,05,465.91	3,08,707.81
Other financial assets	116.30	-	116.30	627.69	-	627.69
<b>Non financial assets</b>						
Current tax assets (Net)	21.32	-	21.32	21.54	-	21.54
Deferred Tax Assets (net)	-	6.23	6.23	-	3.65	3.65
Property, Plant and Equipments	-	0.65	0.65	-	1.65	1.65
Other Non -Financial assets	6.00	-	6.00	0.57	-	0.57
<b>TOTAL ASSETS</b>	<b>4,710.08</b>	<b>3,29,613.22</b>	<b>3,34,323.30</b>	<b>5,200.52</b>	<b>3,05,471.21</b>	<b>3,10,671.73</b>

## PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>LIABILITIES</b>						
<b>Financial liabilities</b>						
Payables						
Dues of micro and small enterprises	-	-	-	-	-	-
Dues of other creditors	25.42	-	25.42	3.97	-	3.97
Other financial liabilities	2.50	-	2.50	3.16	-	3.16
<b>Non- financial liabilities</b>						
Provisions	0.28	21.16	21.44	0.23	12.29	12.52
Deferred tax liabilities	-	68,694.66	68,694.66	-	66,890.81	66,890.81
Other non-financial liabilities	9.94	-	9.94	7.26	-	7.26
<b>TOTAL LIABILITIES</b>	<b>38.14</b>	<b>68,715.82</b>	<b>68,753.96</b>	<b>14.62</b>	<b>66,903.10</b>	<b>66,917.72</b>
<b>NET</b>	<b>4,671.94</b>	<b>2,60,897.40</b>	<b>2,65,569.34</b>	<b>5,185.90</b>	<b>2,38,568.11</b>	<b>2,43,754.01</b>

### 33 ADDITIONAL INFORMATION IN TERMS OF SCHEDULE III OF THE COMPANIES ACT, 2013 FOR THE YEAR ENDED MARCH 31, 2023

(₹ in lakh)

Name of the entities in the Group	Net Assets, i.e., Total Assets minus Total Liabilities \$		Share in profit or (loss) \$		Share in Other Comprehensive income (OCI)		Share in Total Comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
<b>1. Parent (Indian)</b>								
PNB Finance and Industries Limited	57.50%	1,52,709.41	333.75%	598.72	55.23%	11,950.06	57.52%	12,548.78
<b>2. Subsidiary Companies (Indian)</b>								
Esoterica Services Ltd (Earlier Jacaranda Corporate Services Ltd.)	35.24%	93,593.96	27.00%	48.43	40.78%	8,822.94	40.67%	8,871.37
Punjab Mercantile and Traders Ltd.	7.26%	19,265.97	-260.75%	(467.76)	3.99%	862.94	1.81%	395.18
<b>3. Minority Interests in all subsidiaries</b>	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>2,65,569.34</b>	<b>100.00%</b>	<b>179.39</b>	<b>100.00%</b>	<b>21,635.94</b>	<b>100.00%</b>	<b>21,815.33</b>

\$ Net Assets and Share in profit or (loss) are after Intra -group elimination.

### 34 OTHER DISCLOSURES

Other notes and disclosures to be considered in the consolidated financial statements are similar to those of standalone financial statements of PNB Finance and Industries Ltd; and hence have not been repeated here.

The relevant note reference in the standalone financial statements are given below :

Particulars	Note reference of Standalone financial Statements
1) Dues to micro, small and medium Enterprises	Note 10
2) Foreign exchange earnings and outgo	Note 29
3) Capital management	Note 34
4) Recent accounting pronouncements	Note 40

There are no changes arising out of inclusion of the subsidiaries in the above disclosures.

- 35** Previous year figures have been re-grouped/re-casted wherever considered necessary to conform to this year's classification.

As per our report of even date attached

**For Awatar & Co.**

Chartered Accountants

Firm Regn. No. 000726N

for and on behalf of the Board of Directors

**Sanjay Agrawal**

Partner

Membership No. 087786

**Govind Swarup**

Director

DIN: 00003145

**Rakesh Dhamani**

Director

DIN: 07065199

Place: New Delhi

Date: May 19, 2023

**Shweta Saxena**

Director & Company Secretary

DIN: 03120958/M.No: A18585

**Viveka Nand Jha**

Chief Financial Officer

PAN - AEXPJ2176H



