

NOTICE

NOTICE is hereby given that the 128th 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 128th Annual General Meeting up to the conclusion of the 131st 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
Email: 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 128th 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 128th 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.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website 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 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 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 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 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 and at RTA's website <https://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.

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 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.

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 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. 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.

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 128th 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 126th 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:

I	General Information	
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

II Information about the appointee		
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.
III Other Information		
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
IV Disclosures		
	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:

Amount (₹ in lakh)		
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
	Gross Remuneration*	4.35

** It excludes gratuity and provident fund. Mediciam 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 th AGM until the conclusion of the 131 st 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

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

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

No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	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.
Terms and conditions of re-appointment	His re-appointment shall be on the same terms as approved by the shareholders at the Annual General Meeting held on September 27, 2018.
Summary of performance evaluation	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.
Relationship with other directors/ manager KMP's	None

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

Name of Manager	Mr. Tarun Verma
Date of birth	August 31, 1987 (Age: 35 years)
Date of appointment on Board	June 01, 2023
Qualification	Mr. Tarun Verma is an Arts graduate.
Expertise in specific functional area	He has more than 10 years of experience in the area of administration.
Directorship on other Boards as on May 31, 2023	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
Email: 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; 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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.
- b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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 balrajsharmafcs@gmail.com with a copy marked to 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 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 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

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.
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. 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 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. 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

Email: pnbfinanceindustries@gmail.com