# PNB FINANCE AND INDUSTRIES LIMITED

October 23, 2026

**The Secretary**
**The Calcutta Stock Exchange Limited**
**7, Lyons Range**
**Kolkata – 700 001**

**Scrip Code: 26055**

**Sub: Submission of Integrated Filing (Governance) Report for the quarter and half year ended September 30, 2026**

Dear Sir,

Please find attached integrated filing (Governance) report for the quarter and half year ended on September 30, 2026 pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

As the "Compliance portal" of Calcutta Stock Exchange (CSE) does not have tab for "Integrated filing" yet, we are submitting the said compliance for the quarter and half year ended on September 30, 2026 through email within prescribed timeline as given in the above said circular.

The Company has also submitted separate compliances of Regulation 13(3) and Regulation 27(2) of SEBI (LODR) Regulations, 2015, on the Compliance portal within prescribed timeline.

You are requested to kindly take the above on record.

**For PNB Finance and Industries Limited**

**Shweta Saxena**
**Company Secretary**
**Membership No. A18585**

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## A. QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity: **PNB Finance and Industries Limited**
2. Quarter ending: **September 30, 2026**

**I. Composition of Board of Directors**

| Ttle (Mr./Ms) | Name of the Director | PAN$ & DIN | Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | Date of Birth | No. of directorship in listed entities including this listed entity [in reference to Regulation 17A] | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of LODR Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Mr. | Rakesh Dhamani | PAN: AAYPD0526G DIN: 07065199 | Independent- Non-Executive Director | April 16, 2018 | April 16, 2023 | - | 101 months | 02/10/1964 | 1 | 1 | 2 | | 1 |
| Mr. | Victor Alan Carvalho | PAN: ABBPC1936B DIN: 08201039 | Independent- Non-Executive Director | May 28, 2024 | - | - | 28 months | 23/08/1964 | 1 | 1 | 2 | | 0 |
| Ms. | Nidhi Gupta | PAN: AGRPG6265C DIN: 11730308 | Independent- Non-Executive Director | May 26, 2026 | - | | 4 months | 12/12/1982 | 1 | 1 | 2 | | 0 |

Whether Regular chairperson appointed : **No**

Whether Chairperson is related to managing director or CEO: **N.A**

$ PAN number of any director would not be displayed on the website of Stock Exchange.
&Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.
*To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

**II. Composition of Committees**

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non Executive/independent/Nominee)& | Date of Appointment | Date of Cessation |
|---|---|---|---|---|---|
| **1. Audit Committee** | No | Mr. Rakesh Dhamani | Non-Executive-Independent Director | April 16, 2018 | - |
| | | Mr. Victor Alan Carvalho | Non-Executive-Independent Director | August 12, 2024 | - |
| | | Ms. Nidhi Gupta | Non-Executive-Independent Director | May 27, 2026 | - |
| **2. Nomination & Remuneration Committee** | No | Mr. Victor Alan Carvalho | Non-Executive-Independent Director | February 05, 2025 | - |
| | | Mr. Rakesh Dhamani | Non-Executive-Independent Director | April 16, 2018 | - |
| | | Ms. Nidhi Gupta | Non-Executive-Independent Director | May 27, 2026 | - |

| | | | | | |
|---|---|---|---|---|---|
| **3. Stakeholders' Relationship Committee** | Yes | Mr. Rakesh Dhamani<br><br>Mr. Victor Alan Carvalho<br>Ms. Nidhi Gupta | Chairman- Non-Executive-Independent Director<br><br>Non-Executive-Independent Director<br>Non-Executive-Independent Director | August 27, 2020<br><br>August 12, 2024<br>May 27, 2026 | -<br><br>-<br>- |

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

**III. Meeting of Board of Directors**

| Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* (Yes/No) | Number of Directors present* | Number of independent directors present* | Date(s) of Meeting in the previous quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|---|---|---|
| August 13, 2026<br>August 25, 2026 | Yes<br>Yes | 3<br>3 | 3<br>3 | April 20, 2026<br>May 26, 2026<br>June 25, 2026 | (i) Gap between meetings held on April 20, 2026 & May 26, 2026 is 35 days<br>(ii) Gap between meetings held on May 26, 2026 & June 25, 2026 is 29 days<br>(iii) Gap between meetings held on June 25, 2026 & August 13, 2026 is 48 days<br>(iv) Gap between meetings held on August 13, 2026 & August 25, 2026 is 11 days |

* to be filled in only for the current quarter meetings

**IV. Meeting of Committees**

| Name of the Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days** |
|---|---|---|---|---|---|---|
| **Audit Committee:** | August 13, 2026 | Yes | 3 | 3 | May 26, 2026 | (i) Gap between meetings held on May 26, 2026 & August 13, 2026 is 78 days |
| **Nomination & Remuneration Committee:** | NA | NA | - | - | - | No meetings held in last quarter |
| **Stakeholder's Relationship Committee:** | NA | NA | - | - | - | No meetings held in last quarter |

*to be filled in only for the current quarter meetings
** This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

| V. Affirmations |
|---|
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015<br>a. Audit Committee<br>b. Nomination & remuneration committee<br>c. Stakeholder's relationship committee<br>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: |
| **Name & Designation:**<br><br>**Shweta Saxena**<br>**(Company Secretary)**<br>**(Membership No.: A18585)**<br>**Date: October 21, 2026**<br>**Place: New Delhi** |

## B. INVESTOR GRIEVANCE REDRESSAL REPORT

| Investor Grievance Redressal Report | |
|---|---|
| **No. of investor complaints pending at the beginning of Quarter** | Nil |
| **No. of investor complaints received during the Quarter** | Nil |
| **No. of investor complaints disposed off during the Quarter** | NA |
| **No. of investor complaints those remaining unresolved at the end of the Quarter** | NA |

## C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

| S.No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
|---|---|---|---|---|---|
| | Not applicable | | | | |

## D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

| S.No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
|---|---|---|---|---|---|
| 1. | Not applicable | | | | |

**E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure18 of the Master Circular are given below:

| S.No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
|---|---|---|---|---|
| | Not applicable | | | |

**F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. HALF YEAR ENDING – September 30, 2026**

I. **Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

**A.** Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|---|---|---|
| Promoter or any other entity controlled by them | Nil | Nil |
| Promoter Group or any other entity controlled by them | NA | NA |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil |

**B.** Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|---|---|---|
| Promoter or any other entity controlled by them | Nil | Nil | Nil |
| Promoter Group or any other entity controlled by them | NA | NA | NA |
| Directors(including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |

**C.** Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|---|---|---|---|
| Promoter or any other entity controlled by them | Nil | Nil | Nil |
| Promoter Group or any other entity controlled by them | NA | NA | NA |
| Directors(including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |

II. **Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

***Note***

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*

*a) by a government company to/ for the Government or government company*
*b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
*c) by a banking company or an insurance company; and*
*d) by the listed entity to its employees or directors as a part of the service conditions*

2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*

**G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM (applicable only for the first half-year filing i.e., 2nd quarter)**

| I Affirmations | | |
|---|---|---|
| | ***Regulation Number*** | ***Compliance status (Yes/No/NA)*** |
| *Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website* | *46(2)* | Yes |
| *Presence of Chairperson of Audit Committee at the Annual Geneal Meeting* | *18(1)(d)* | Yes# |
| *Presence of Chairperson of the nomination and remuneration committee at the annual general meeting* | *19(3)* | Yes# |
| *Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting* | *20(3)* | Yes |
| *Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report* | *24A(1)* | Yes |
| *Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report* | *24A(1A), 24A(1B), 24A(1C)* | Yes |
| *Submission of Annual Secretarial Compliance Report* | *24A(2)* | Yes |
| *Whether "Corporate Governance Report" disclosed in Annual Report* | *34(3) read with para C of Schedule V* | Yes |

***Note***

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of LODR Regulations, "Yes" may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

# As there is no designated Chairman for the said committees Mr. Rakesh Dhamani, Chairperson of stakeholder relationship committee and member of audit committee, and nomination & remuneration committee was present at the annual general meeting to answer shareholders queries.

**Name & Designation**

**Shweta Saxena**
**(Company Secretary)**
**(Membership No.: A18585)**
**Date: October 21, 2026**
**Place: New Delhi**