

PNB FINANCE AND INDUSTRIES LIMITED

September 29, 2026

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

Scrip Code: 26055

Sub: Summary of Proceedings of Postal Ballot through Remote E-voting

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we enclose herewith a summary of proceedings of Postal Ballot as **Annexure**.

You are requested to kindly take the above information on record.

Thanking you,

For PNB Finance and Industries Limited

SHWETA
SAXENA

Digitally signed by SHWETA SAXENA
DN: CN=S, O=Uttar Pradesh,
Phone=+387447624476, email=shweta@35cc5c3eaf256ee6359f7d1c358b2
ceae7, PostalCode=201306, STREET=MO AHHS#HSEMIPTA UNIT NO
1201A 13TH FLOOR TOWERREXLA PARAMOUNT EMOTIONS PLOT NO
GH05A SECTOR1 GREATER Noida WEST Bishakh,
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Shweta Saxena
Company Secretary
M. No. A18585

PNB FINANCE AND INDUSTRIES LIMITED

CIN: L65929DL1947PLC001240

PROCEEDINGS OF THE POSTAL BALLOT & DECLARATION OF RESULTS DEEMED TO BE PASSED ON SEPTEMBER 26, 2026

(Pursuant to Section 110 of the Companies Act, 2013 read with the applicable Rules)

Postal Ballot Notice dated August 25, 2026

The Board of Directors of PNB Finance and Industries Limited (the "Company"), at its meeting held on August 25, 2026, approved, the following Special Businesses to be placed before the Members for their approval through Postal Ballot by way of remote e-Voting:

- Change in the name of the Company from "PNB Finance and Industries Limited" to "Penbrook Investments Limited" and consequential alteration of Clause 1 of the Memorandum of Association ("MOA") and Clause 1(1)(d) of the Articles of Association ("AOA"); and
- Alteration of Clause 3(B) of the Objects Clause of the Memorandum of Association.

The Postal Ballot Notice dated August 25, 2026 was issued pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2"), applicable MCA Circulars and SEBI Circulars. The Notice stated that the Special Businesses were to be transacted by the Members through remote e-Voting only.

The Company appointed Mr. Varun Sharma, Partner of M/s. Balraj Sharma & Associates, Company Secretaries, holding Certificate of Practice No. 26768, as the Scrutinizer for conducting the Postal Ballot remote e-Voting process in a fair and transparent manner.

The remote e-Voting facility was made available from Friday, August 28, 2026 at 9:00 a.m. (IST) until Saturday, September 26, 2026 at 5:00 p.m. (IST). The cut-off date for determining the eligibility of Members to vote was Friday, August 21, 2026. The Postal Ballot Notice was sent electronically to the eligible Members in accordance with the applicable requirements.

National Securities Depository Limited ("NSDL") was engaged as the service provider for providing the remote e-Voting facility. The Scrutinizer's Report records that the voting rights were reckoned as on August 21, 2026 and that the votes cast through remote e-Voting were unblocked on September 28, 2026. The Scrutinizer examined the reports generated from the e-Voting system and submitted his report to the Company on September 28, 2026.

In accordance with the Postal Ballot Notice and SS-2, where the resolutions are approved with the requisite majority, the resolutions are deemed to have been passed on the last date specified by the Company for remote e-Voting, i.e. Saturday, September 26, 2026. The Scrutinizer's report was received/submitted on September 28, 2026 and the voting results were thereafter declared.

The Scrutinizer reported the following results based on the votes cast through the remote e-Voting facility:

Item No. 1 – Change in name of the Company from "PNB Finance and Industries Limited" to "Penbrook Investments Limited" and consequential alteration to Memorandum of Association (MOA) and Articles of Association (AOA) of the Company

The following Special Resolution, as set out in Item No. 1 of the Postal Ballot Notice, was put to vote:

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed

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thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Delhi, Ministry of Corporate Affairs, and/or any other regulatory or statutory authorities, as may be required, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "PNB Finance and Industries Limited" to "Penbrook Investments Limited" as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Clause 1 of the Memorandum of Association and Clause 1(1)(d) of the Articles of Association of the Company be altered as under:

Existing clause	Revised clause
Clause 1 of MOA: The name of the Company is "PNB Finance and Industries Limited".	The name of the Company is "Penbrook Investments Limited"
Clause 1(1)(d) of AOA: "the Company" or this Company means PNB Finance and Industries Limited	"the Company" or this Company means Penbrook Investments Limited

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name by the Registrar of Companies, the old name, i.e. "PNB Finance and Industries Limited" be substituted with the new name, i.e. "Penbrook Investments Limited" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

Result of voting through Postal Ballot by remote e-voting was as follows:

i . Voting "in favour" of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
30	2933606	99.99%

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
9	25	0.01%

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
Nil	Nil

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The Scrutinizer reported that the votes cast in favour of the resolution were three times more than the votes cast against the resolution and accordingly reported that the Special Resolution was approved with the requisite majority.

Accordingly, Item No. 1 of the Postal Ballot Notice was declared passed as a Special Resolution, deemed to have been passed on September 26, 2026.

Item No. 2 – Alteration of Clause 3(B) of the Objects Clause of the Memorandum of Association

The following Special Resolution, as set out in Item No. 2 of the Postal Ballot Notice, was put to vote:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014, and in accordance with Table A of Schedule I to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions as may be required from the Reserve Bank of India (RBI) or any other statutory or regulatory authority, the consent of the members of the Company be and is hereby accorded to alter the Clause 3 (B) of the Object Clause of the Memorandum of Association (MOA) of the Company in the manner detailed below, so as to align it with the requirements applicable to Type I - Non-Banking Financial Company - Non-Deposit Taking (NBFC-ND) entities as prescribed by the RBI:

Clause 3 (B) of the objects clause of the MOA of the Company shall be titled as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”

The following existing objects under clause 3 (B) shall be altered, deleted, amended and substituted as under:-

Clause 3(B)(d) To sell, improve, manage, develop, work, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights o the Company and to sell and realise the proceeds of sale of any property movable or immovable against which the Company may have made advances or over which the Company may have any power of disposal;	Shall be altered as: To acquire, hold, manage, maintain and dispose of such movable and immovable properties, assets, rights and interests as may be necessary for the attainment of the objects of the Company.
Clause 3(B)(g) promoting or financing or assisting in promoting or financing any business undertaking or industry, either existing or new and developing or forming the same either through the instrumentality of Syndicates or otherwise and operating such industries or business undertaking either solely or jointly with other persons including Industrial Development	Shall be altered as: to promote, develop or assist in promoting or developing any business undertaking or industry, whether existing or new, and to form, establish, operate or manage the same, either independently or jointly with other persons, companies, Industrial Development Corporations, State or other public or private sector entities or


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Corporations of State or other public and private sector companies or with foreign parties and to promote subsidiaries for such purposes and to merge or amalgamate with such subsidiaries or to enter into collaborations with persons for consulting or other services	foreign parties, and to promote subsidiaries for such purposes and to merge or amalgamate with such subsidiaries or to enter into collaborations, associations or arrangements with any person or entity for consulting, advisory, technical, managerial or other services;
Clauses 3(B)(b), 3(B)(e), 3(B)(f), 3(B)(h), 3(B)(o), and 3(B)(p)	Deleted
Clause 3(B)(c), (i), (j), (k), (l), (m), (n), (q), (r), (s), and (t)	No change in the existing clauses and shall be numbered serially.

RESOLVED FURTHER THAT consequential changes, if any, in the numbering or sequencing of the clauses of the Memorandum of Association resulting from the aforesaid alterations shall be made accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, all the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s), matter(s) and thing(s) as may be necessary or expedient in this regard, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all question(s), difficulty(ies) or doubt(s) that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
31	2933607	99.99%

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
8	24	0.01%

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
Nil	Nil

The Scrutinizer reported that the votes cast in favour of the resolution were three times more than the votes cast against the resolution and accordingly reported that the Special Resolution was approved with the requisite majority.

Accordingly, Item No. 2 of the Postal Ballot Notice was declared passed as a Special Resolution, deemed to have been passed on September 26, 2026.

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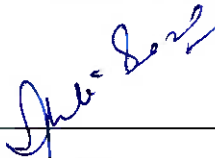
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The Company noted the Scrutinizer's Report on the Postal Ballot and the voting results in respect of both Special Resolutions. Both resolutions contained in the Postal Ballot Notice dated August 25, 2026 were approved by the Members with the requisite majority and accordingly stand passed as Special Resolutions.

There being no other matter in connection with the Postal Ballot.

For PNB Finance and Industries Limited



Shweta Saxena
Company Secretary
Mem. No.: A18585

Date: September 28, 2026

Place: New Delhi

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