

# PNB FINANCE AND INDUSTRIES LIMITED

---

July 10, 2024

The Secretary

The Calcutta Stock Exchange Limited

7, Lyons Range

Kolkata – 700 001

**Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

**Ref: 1. Proceedings of 129<sup>th</sup> Annual General Meeting (AGM) held on July 10, 2024**

**2. Amendments to Memorandum of Association (MOA) and Articles of Association (AOA)**

Dear Sirs,

This is to inform that the 129<sup>th</sup> AGM of the Company was held on Wednesday, July 10, 2024 at 10:30 A.M. through video conferencing (VC) in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI).

The shareholders of the Company have approved the below given resolutions:

## Ordinary Business

<b>Resolution No. 1</b>	Ordinary Resolution: Adoption of the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the Report of the Board of Directors and the Auditors thereon.
-------------------------	--

## Special Business

<b>Resolution No. 2</b>	Special Resolution: Amendment in the objects clause of MOA of the Company
<b>Resolution No. 3</b>	Special Resolution: Adoption of new set of MOA as per the provisions of the Companies Act, 2013
<b>Resolution No. 4</b>	Special Resolution: Adoption of new set of AOA of the Company
<b>Resolution No. 5</b>	Special Resolution Appointment of Mr. Victor Alan Carvalho (DIN: 08201039) as an Independent Director of the Company

---

Regd. Office: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)

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

# PNB FINANCE AND INDUSTRIES LIMITED

---

Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith:

1. Brief proceedings of the 129<sup>th</sup> AGM of the Company as Annexure A. The e-voting results as required under Regulation 44 of the Listing Regulations will be submitted separately on declaration of voting results.
2. Brief of amendments to MOA of the Company as Annexure A.
3. Brief of amendments to AOA of the Company as Annexure B.

Copy of amended MOA and AOA is also attached for reference.

This disclosure is also available on the website of the Company i.e. [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

This is for your information and records.

**For PNB Finance and Industries Limited**



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

# PNB FINANCE AND INDUSTRIES LIMITED

---

## ANNEXURE A

### SUMMARY OF PROCEEDINGS OF THE 129<sup>TH</sup> AGM OF PNB FINANCE AND INDUSTRIES LIMITED

The 129<sup>th</sup> AGM of the members of PNB Finance and Industries Limited ("The Company") held on Wednesday, July 10, 2024 at 10:30 A.M through VC. Ms. Shweta Saxena, Director & Company Secretary introduced herself and welcomed the Shareholders, Board Members, CFO, Statutory Auditor and Scrutinizer at the Meeting.

Ms. Shweta Saxena thereafter gave a brief introduction of the following Board of Directors and CFO present at the meeting:

1. Mr. Govind Swarup: Independent Director
2. Ms. Saumya Agarwal: Independent Director
3. Mr. Viveka Nand Jha: CFO

Ms. Shweta Saxena informed that Mr. Rakesh Dhamani, Mr. Ashish Verma and Mr. Victor Alan Carvalho could not attend the meeting due to their other pre-occupations and conveyed that Mr. Rakesh Dhamani, Chairman of Stakeholders' Relationship Committee, in his absence, had authorized Mr. Govind Swarup to address the shareholders' queries, if raised at the meeting.

A total of 19 shareholders attended the AGM. The requisite quorum being present, the meeting proceeded further.

Mr. Govind Swarup, was elected as the Chairman of the meeting and welcomed the shareholders. He conveyed that the AGM was convened and conducted through VC in accordance with MCA and SEBI circulars and briefed about the financial performance of the Company.

Ms. Shweta Saxena briefed shareholders *inter-alia*, about certain procedural and technical aspects of the AGM. She informed that:

- a) The Company had provided remote e-voting facility to all its members to enable them to cast their vote on the matters listed in the notice by electronic means. The Company has engaged the services of the NSDL to provide the e-voting facility.
- b) The Company had provided to the shareholders, the facility to cast their vote electronically through remote e-voting facility provided by NSDL from Saturday, July 06, 2024 at 9.00 A.M. (IST) to Tuesday, July 09, 2024 till 5.00 P.M. (IST) on all resolutions set forth in the Notice of the AGM;
- c) Mr. Balraj Sharma (Membership No. FCS 1605, CP No. 824) proprietor of Balraj Sharma &

---

Regd. Office: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)

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

# PNB FINANCE AND INDUSTRIES LIMITED

Associates, Practicing Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing remote e-voting as well as the e-voting process in a fair and transparent manner;

- d) Additionally, to facilitate e-voting by the Shareholders who had not voted using remote e-voting facility, has been given facility of e-voting during the AGM. The Company has also provided facility of speaker shareholder and chat box option at the AGM and queries received through chat box will be replied within 7 days from the AGM at the registered email id of the shareholder;
- e) The e-voting facility will be kept open for 15 minutes from the conclusion of the meeting to enable the members to cast their vote;
- f) The result of combined e-voting along with scrutinizers' report will be uploaded on the website of the Company i.e. [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com), NSDL and will be intimated to stock exchange within 48 hours from the conclusion of the AGM. Further, the transcript will also be made available on the website of the Company as and when the same is available from RTA.

The Notice convening the AGM of the Company was taken as read with the permission of the shareholders of the Company as the same was earlier circulated.

The Company Secretary informed the shareholders that there were no qualifications, reservations, adverse remarks and disclaimer in the Auditors' Report for the year ended March 31, 2024.

Details of the agenda items transacted at the AGM are as follows:

## Ordinary Business

<b>Resolution No. 1</b>	Ordinary Resolution: Adoption of the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the Report of the Board of Directors and the Auditors thereon.
-------------------------	--

## Special Business

<b>Resolution No. 2</b>	Special Resolution: To amend the objects clause of MOA of the Company
<b>Resolution No. 3</b>	Special Resolution: To adopt new set of MOA as per the provisions of the Companies Act, 2013
<b>Resolution No. 4</b>	Special Resolution: To adopt new set of AOA of the Company
<b>Resolution No. 5</b>	Special Resolution To appoint Mr. Victor Alan Carvalho (DIN: 08201039) as an Independent

Regd. Office: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)

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

# PNB FINANCE AND INDUSTRIES LIMITED

---

	Director of the Company
--	-------------------------

Thereafter, the Question & Answer (Q&A) forum was opened for the registered speakers to seek clarification or offer any comments and no questions were raised during the meeting.

The Chairman thanked the Shareholders who have joined the meeting and closed the proceedings of the meeting.

The AGM ended at 10:39 A.M. (IST) and after that e-voting was kept open for 15 minutes from the conclusion of the meeting.

---

Regd. Office: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)

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

# PNB FINANCE AND INDUSTRIES LIMITED

## Annexure B

### Highlights of the Alteration in MOA

The Company has altered object clause of the existing MOA to align the same with the current investment activities of the Company (Non-deposit taking Non-Banking Finance Company) and to align the provisions of the MOA with the prescribed provisions of the Companies Act, 2013 ("Act").

Summary of amendments are given below as passed vide shareholder's resolution no. 2 & 3 of Notice of 129<sup>th</sup> AGM of the Company:

1	<p>Object Clause 3 of existing MOA is bifurcated into Clause 3A and Clause 3B titled as:</p> <p><b>3A "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"</b></p> <p><b>3B "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:"</b></p>
2	<p>The existing sub-clause 3(a) is altered, amended and divided in a manner where the investment activities become the main object of the Company under Clause 3 (A) as under:</p> <p><u>3 (A)(a):</u></p> <p><i>"To carry on the business of investment company and to invest, subscribe, acquire, hold, buy, sell, trade, dispose off or otherwise deal in stock, funds, shares, debentures, debentures stock, bonds, obligations, or other forms of securities; on behalf of the Company."</i></p> <p>The remaining other matters under existing clause 3 (a) is altered and amended and classified under "matters which are necessary for furtherance of main object under Clause 3 (B) as under":</p> <p><i>i. to borrow or raise money with or without interest or security as the Company may think fit for the purpose of business objective of the Company.</i></p> <p><i>ii. to lend and advance money to companies for the purpose of the business of the Company on such terms as may seem expedient and to guarantee the performance of any contract or obligation and the payment of money by any such companies.</i></p>
3	<p>The remaining existing sub-clauses be categorised under Clause 3(B)</p>
4	<p>Following new object is inserted in clause 3 (B):</p> <p><i>"to act as financial consultants and provide advisory or consultancy services in various fields of finance"</i></p>
5	<p>The existing sub-clause (e), (f), (l) and (u) is deleted</p>
6	<p>The liability clause is restated in alignment with the provisions of the Act</p>
7	<p>A new set of MOA is adopted in accordance with the Table A of Schedule I of the Act</p>

Regd. Office: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)

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

# PNB FINANCE AND INDUSTRIES LIMITED

---

## Annexure C

### Highlights of the Alteration in AOA

The AOA of the Company was based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013("the Act") and require alterations or deletions pursuant to changes in the applicable laws. Therefore, the shareholders have approved adoption of new set of AOA in total exclusion, substitution and supersession of the existing AOA of the Company.

Salient provisions in the new AOA of the Company which are aligned with the provisions of the Act are as under:

1	The quorum for the general meeting of the Company shall be as provided in Section 103 of the Act
2	The number of directors of the Company shall be as per the provisions of the Act
3	The remuneration of Managing Director or Whole time Director shall be fixed by the Board subject to the provisions of Section 197 and Schedule V of the Act;
4	Inserted new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
5	Provisions regarding seal of the Company have been deleted as per the Act
6	All unclaimed dividend shall be dealt with in accordance with the Act
7	Other existing articles have been streamlined and aligned with the Act

---

Regd. Office: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: [pnbfinanceindustries@gmail.com](mailto:pnbfinanceindustries@gmail.com)

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