

# PNB FINANCE AND INDUSTRIES LIMITED

May 28, 2019

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

**Sub: Outcome of the Meeting of the Board of Directors of the Company**  
**Ref: Regulation 30, 33 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sir,

This is to inform you that the Board of Directors of the Company at their meeting held today i.e. on Tuesday, May 28, 2019, has *inter-alia* approved and taken on record:

**1. Audited financial results (standalone and consolidated) for the quarter and financial year ended March 31, 2019**

The Board of Directors has considered and approved the audited financial results of the Company for the quarter and financial year ended March 31, 2019.

In reference thereto, please find enclosed:

1. The audited standalone and consolidated financial results of the Company for the quarter and financial year ended March 31, 2019;
2. Audit Report as submitted by the Statutory Auditors of the Company;
3. Declaration on auditor's report with unmodified opinion.

**2. Dividend**

The Board of Directors has recommended dividend @ 6% on paid up capital of the Company for the financial year ended March 31, 2019. The final dividend will be paid after the approval of the shareholders in the ensuing AGM.

**3. Re-appointment of Mr. Mohit Jain (DIN: 01315482) as an Independent Director for a second term of five consecutive years**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at their meeting held on May 28, 2019, has approved the re-appointment of Mr. Mohit Jain as Independent Director for second term of five (5) consecutive years.

Mr. Mohit Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

S. No.	Disclosure Requirement	Details
1	Reason for change viz. appointment, resignation, removal, death or	Re-appointment as Independent Director for a second term

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)



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	otherwise	
2	<b>Date of re-appointment</b>	May 29, 2019
3	<b>Term of re-appointment</b>	The second term as Independent Director of the Company of Mr. Mohit Jain will commence w.e.f. May 29, 2019 for a period of 5 years ending on May 28, 2024, subject to shareholder's approval.
4	<b>Brief Profile</b>	Mr. Mohit Jain is a Gold Medalist Chemical Engineer from Aligarh Muslim University and did MBA (Marketing) from Mumbai University. He has rich experience in the field of marketing & management.
5	<b>Disclosure of relationships between directors</b>	Mr. Mohit Jain is not related to any director of the Company.

#### **4. Re-appointment of Mr. Ashish Verma (DIN: 06939565) as an Independent Director for a second term of five consecutive years**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at their meeting held on May 28, 2019, has approved the re-appointment of Mr. Ashish Verma as Independent Director for second term of five (5) consecutive years.

Mr. Ashish Verma is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

S. No.	Disclosure Requirement	Details
1	<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Re-appointment as Independent Director for a second term
2	<b>Date of re-appointment</b>	August 2, 2019
3	<b>Term of re-appointment</b>	The second term as Independent Director of the Company of Mr. Ashish Verma will commence w.e.f. August 2, 2019 for a period of 5 years ending on August 1, 2024, subject to shareholder's approval.
4	<b>Brief Profile</b>	Mr. Ashish Verma is a lawyer having about 14 years of experience in handling various kinds of litigation and corporate matters. He has handled matters at all levels from the Supreme Court of India to District Level jurisdictions.
5	<b>Disclosure of relationships between directors</b>	Mr. Ashish Verma is not related to any director of the Company.

#### **(5) Secretarial Compliance Report**

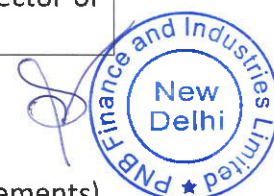
In terms of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose Secretarial Compliance Report duly issued by M/s Sakshi Mittal and Associates, Practising Company Secretary, for the financial year ended March 31, 2019.

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Further, the date of Annual General Meeting and dividend dispatch date will be intimated to you separately.

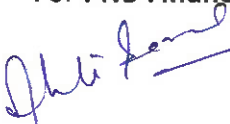
The said Meeting commenced at 11:30 A.M. and concluded at 01:15 P.M.

This is for your information and record.

Thanking you,

Yours sincerely,

For PNB Finance and Industries Limited



**Shweta Saxena**  
**(Company Secretary)**



Encl: A/a

**PNB Finance and Industries Ltd.**

Corporate Identity Number : L65929DL1947PLC001240

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110 002

Phone :- 7303495375, E-Mail- pnbfinanceindustries@gmail.com, Website -www.pnbfinanceandindustries.com

**Statement of Standalone and Consolidated Audited Financial Results for the Quarter and Year Ended 31st March, 2019**

(Rs. In Lakhs)

Sr. No.	Particulars	Standalone					Consolidated				
		Quarter Ended		Year Ended			Quarter Ended			Year Ended	
		31-Mar-19	31-Dec-18	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Dec-18	31-Mar-18	31-Mar-19	31-Mar-18
		Audited	Unaudited	Audited	Audited	Audited	Audited	Unaudited	Audited	Audited	Audited
1	Income from Operations	-	-	-	-	-	-	-	-	-	-
2	Other Income	347.04	524.32	6.62	1,212.88	1,294.96	379.94	966.83	7.71	1,842.22	1,538.55
3	<b>Total Revenue (1+2)</b>	347.04	524.32	6.62	1,212.88	1,294.96	379.94	966.83	7.71	1,842.22	1,538.55
4	<b>Expenses</b>										
	a) Employee Benefits Expense	8.39	8.60	8.15	34.27	29.53	8.88	9.18	8.60	36.33	31.33
	b) Depreciation	0.20	0.18	0.04	0.57	0.15	0.20	0.18	0.04	0.57	0.15
	c) Other expenses :										
	i) Directors' sitting fees	1.80	1.20	2.40	7.00	8.20	1.80	1.20	2.40	7.00	8.20
	ii) Legal & professional expenses	2.10	0.41	2.16	4.14	5.42	2.13	0.41	2.16	4.24	7.98
	iii) Others	3.99	2.30	10.86	12.78	19.87	4.13	2.77	11.48	13.40	20.15
	<b>Total Expenses (a to c)</b>	16.48	12.69	23.61	58.76	63.17	17.14	13.74	24.68	61.54	67.81
5	<b>Profit/(Loss) before exceptional and extraordinary items and tax (3-4)</b>	330.56	511.63	(16.99)	1,154.12	1,231.79	362.80	953.09	(16.97)	1,780.68	1,470.74
6	Exceptional items-Interest realised on Loan	-	-	-	149.05	-	-	-	-	149.05	-
7	<b>Profit/(Loss) before extraordinary items and tax (5+6)</b>	330.56	511.63	(16.99)	1,303.17	1,231.79	362.80	953.09	(16.97)	1,929.73	1,470.74
8	Extraordinary items	-	-	-	-	-	-	-	-	-	-
9	<b>Profit/(Loss) before tax (7-8)</b>	330.56	511.63	(16.99)	1,303.17	1,231.79	362.80	953.09	(16.97)	1,929.73	1,470.74
10	<b>Tax expenses</b>										
	a) Current tax	68.06	101.12	(6.25)	203.01	226.46	74.69	191.63	(5.86)	300.15	248.70
	b) Earlier year tax provision	0.10	-	-	0.10	-	0.28	-	1.29	0.28	1.29
	c) Deferred tax charge/(credit)	(0.13)	28.87	15.46	28.48	15.46	(0.13)	28.87	15.46	28.48	15.46
	d) MAT credit entitlement/(used)	-	4.19	2.82	-	(44.36)	-	4.19	1.64	-	(51.22)
	<b>Total tax expenses (a to d)</b>	68.03	134.18	12.03	231.59	197.56	74.84	224.69	12.53	328.91	214.23
11	<b>Profit/(Loss) for the period (9-10)</b>	262.53	377.45	(29.02)	1,071.58	1,034.23	287.96	728.40	(29.50)	1,600.82	1,256.51
12	Share of profit/(loss) of associates	-	-	-	-	-	-	-	-	-	-
13	<b>Net profit/(loss) after share of profit/(loss) of associate (11+12)</b>	262.53	377.45	(29.02)	1,071.58	1,034.23	287.96	728.40	(29.50)	1,600.82	1,256.51
14	<b>Paid up equity share capital (Face value Rs.10 per share)</b>	320.00	320.00	320.00	320.00	320.00	320.00	320.00	320.00	320.00	320.00
15	<b>Reserve (excluding revaluation reserves)</b>				9,461.96	8,413.52				13,053.85	11,476.17
16	<b>Earning per Share (Face Value of Rs. 10 each)</b> (before and after extraordinary items) (not annualised, except for year end) Basic and Diluted (in Rs.)	8.21	11.80	(0.91)	33.49	32.32	9.00	22.75	(0.92)	50.03	39.27



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**Statement of Assets and Liabilities**

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
	Audited	Audited	Audited	Audited
<b>A.EQUITY AND LIABILITIES</b>				
<b>1. Shareholders' Funds</b>				
Share Capital	320.00	320.00	320.00	320.00
Reserves and Surplus	9461.96	8413.52	13053.85	11476.17
Sub Total Shareholder's Funds	9781.96	8733.52	13373.85	11796.17
<b>2. Non Current Liabilities</b>				
Long Term Provisions	6.77	5.96	6.77	5.96
Sub Total Non Current Liabilities	6.77	5.96	6.77	5.96
<b>3. Current Liabilities</b>				
Trade Payables				
- Dues of Micro and Small Enterprises	-	-	-	-
- Dues of Other Creditors	1.19	1.13	1.51	1.31
Other Current Liabilities	4.60	4.70	4.60	4.70
Short Term Provisions	1.50	0.12	3.77	0.12
Sub Total Current Liabilities	7.29	5.95	9.88	6.13
<b>Total Equity and Liabilities (1+2+3)</b>	<b>9796.02</b>	<b>8745.43</b>	<b>13390.50</b>	<b>11808.26</b>
<b>B. ASSETS</b>				
<b>1. Non Current Assets</b>				
Property, Plant and Equipment- Tangible Assets	0.72	0.15	0.72	0.15
Non Current Investments	9726.69	8679.56	13314.83	11736.39
Deferred Tax Assets	1.94	30.42	1.94	30.42
Long Term Loans and Advances	23.85	23.95	28.59	28.37
Sub Total Non Current Assets	9753.20	8734.08	13346.08	11795.33
<b>2. Current Assets</b>				
Cash and Bank Balances	11.71	11.06	13.27	12.64
Short Term Loans and advances	0.20	0.08	0.24	0.08
Other Current Assets	30.91	0.21	30.91	0.21
Sub Total Current Assets	42.82	11.35	44.42	12.93
<b>Total Assets (1+2)</b>	<b>9796.02</b>	<b>8745.43</b>	<b>13390.50</b>	<b>11808.26</b>

**Notes:-**

- The above Audited Financial Results for the quarter and year ended 31st March, 2019 have been reviewed and recommended by the Audit Committee and have been approved and taken on record by the Board of Directors at its respective meeting held on May 28, 2019.
- There are no separate reportable segments as per Accounting Standard - 17 on "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.
- Other Income comprises mainly Income in the nature of Dividend, Interest and Gain on Redemption of Investments generated from investment/deployment of funds from time to time. Income from dividend is accounted for only when the right to receive payment is established.
- The Reserves include balance in Special Reserve u/s 45-IC of the Reserve Bank of India Act, 1934.
- The figures for the quarters ended March 31, 2019 and March 31, 2018 are the balancing figures between audited financial results for the respective full financial years and the published year to date figures upto the third quarter of the respective financial years.
- Comparative previous period/year figures of Financial Results have been regrouped and/or rearranged, wherever necessary to make their classification comparable with the current period/year.
- Current Tax includes adjustment of Tax of earlier years, wherever applicable.
- Ind -AS is not applicable to Company for the Financial year 2018-19, as the company is not meeting the threshold criteria specified for NBFC.



By order of the Board of  
For PNB Finance & Industries Limited

Rakesh Dhamani  
Director  
DIN - 07065199



# SAKSHI MITTAL AND ASSOCIATES. COMPANY SECRETARIES.

LG-CS-15, Ansal Plaza, Vaishali, Ghaziabad, 201010 (U.P.) Phone: +91-989-189-7897  
e-mail:- sakshi1911@gmail.com, sakshimittalandassociates@gmail.com

Date. ....

## **Secretarial compliance report of PNB Finance and Industries Limited for the year ended 31<sup>st</sup> March 2019**

I SAKSHI MITTAL have examined:

- (a) all the documents and records made available to us and explanation provided by PNB Finance and Industries Limited
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2019 (Review period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable for the year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (not applicable for the year under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable for the year under review)



# SAKSHI MITTAL AND ASSOCIATES. COMPANY SECRETARIES.

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e-mail:- sakshi1911@gmail.com, sakshimittalandassociates@gmail.com

Date. ....

- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (not applicable)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. NO.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ remarks by the Practicing Company Secretary
NIL	-	-	-

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity / directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. NO.	Action taken by	Details of violation	Details of action taken (eg. Fines, warning letter, debarment, etc.)	Observations/ remarks by the Practicing Company Secretary
NIL	-	-	-	-



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Date. ....

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. NO.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial compliance report for the year ended 31 <sup>st</sup> march 2018	Actions taken by listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
This being the first reporting since the notification of the requirements to submit the Secretarial Compliance Report, reporting on actions to comply with the observations made in previous reports does not arise.				

Place: Ghaziabad  
Dated: 06/05/2019

  
Sakshi mittal  
Practicing Company Secretary  
Membership No. F8369  
C.P. No. 9460