

PNB FINANCE AND INDUSTRIES LIMITED

Annexure II

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2018

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

CIN	: L65929DL1947PLC001240
Registration date	: May 19, 1894
Name of the Company	: PNB Finance and Industries Limited
Category/sub-category of the Company	: Company limited by shares/Indian Non- Government Company
Address of the registered office & contact details	: 1 st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002
Whether listed company	: Yes
Name, address & contact details of the Registrar & Transfer Agent, if any	: Skyline Financial Services Private Limited D-153/A, 1 st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020 Tel : +91-11- 26812682/83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and description of main products / services	NIC Code of the product/service	% to total turnover of the company
1	Other financial services	64990	99.87%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Punjab Mercantile and Traders Limited	U52110DL1972PLC006380	Subsidiary	100%	2(87)
2	Jacaranda Corporate Services Limited	U93098DL2006PLC148520	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (equity share capital breakup as percentage of total equity)

i) Category-wise share holding

Category of shareholders	No. of shares held at the beginning of the year (As on April 01, 2017)				No. of shares held at the end of the year (As on March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A PROMOTERS	No Promoters in the Company				No Promoters in the Company				
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	-	-	-	-	-	-	-	-	-

PNB FINANCE AND INDUSTRIES LIMITED

Category of shareholders	No. of shares held at the beginning of the year (As on April 01, 2017)				No. of shares held at the end of the year (As on March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs- individuals	-	-	-	-	-	-	-	-	-
b) Other- individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of promoter	-	-	-	-	-	-	-	-	-
B PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	50462	50462	1.58	0	50451	50451	1.58	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture capital funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign venture capital funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	-	50462	50462	1.58	0	50451	50451	1.58	0
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	2170976	21598	2192574	68.52	2168466	20301	2188767	68.40	(0.12)
ii) Overseas									
b) Individuals									
i) holding nominal share capital upto ₹ 1 lakh	92458	42527	134985	4.22	94850	17961	112811	3.52	(0.69)
ii) holding nominal share capital in excess of ₹ 1 lakh	792431	0	792431	24.76	792431	0	792431	24.76	-
c) Others-									
1. Non Resident Indians	18257	786	19043	0.59	21157	260	21417	0.67	0.08
2. Trust	200	-	200	0.01	-	-	-	-	(0.01)
3. HUF	8017	-	8017	0.25	6978	0	6978	0.22	(0.03)
4. Others	-	2288	2288	0.07	27145	0	27145	0.85	0.78
Sub-Total (B) (2)	3082339	67199	3149538	98.42	3111027	38522	3149549	98.42	-
Total Public Shareholding (B)= (B) (1) + (B) (2)	3082339	117661	3200000	100	3111027	88973	3200000	100	-
C Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3082339	117661	3200000	100	3111027	88973	3200000	100	-

PNB FINANCE AND INDUSTRIES LIMITED

ii) Shareholding of promoter-

S No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1	N.A.							

iii) Change in promoters' shareholding (please specify, if there is no change): Not applicable

iv) Shareholding pattern of top ten shareholders:

(Other than directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the Shareholder	Shareholding at the beginning of the year (As on April 1, 2017)		Shareholding at the end of the year (As on March 31, 2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Artee Viniyoga Limited	801710	25.05	801710	25.05
2	Ashoka Viniyoga Limited	651660	20.36	651660	20.36
3	Camac Commercial Company Limited	520000	16.25	520000	16.25
4	Samir Jain	518827	16.21	518827	16.21
5	Meera Jain	196000	6.13	196000	6.13
6	Combine Holding Limited	161437	5.05	161437	5.05
7	Indu Jain	77604	2.43	77604	2.43
8	Shri Parasram Holdings Pvt. Limited	22009	0.69	22009	0.69
9	State Bank of India	20000	0.63	20000	0.63
10	State Bank of India	20000	0.63	20000	0.63

Note: There has been no increase/decrease in shareholding during the year

v) Shareholding of directors and key managerial personnel:

S No.	Shareholding of each director and each key managerial personnel	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	None of the directors and KMP's hold shares in the Company			
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	None of the directors and KMP's hold shares in the Company			
	At the end of the year	None of the directors and KMP's hold shares in the Company			

PNB FINANCE AND INDUSTRIES LIMITED

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment: Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of remuneration	Name of manager	Total amount
		Vijaya Agarwal	(in ₹)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12000	12000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	12000	12000
	Ceiling as per the Act	5% of the net profit	

B. Remuneration to other directors

SN.	Particulars of remuneration	Name of directors					Total amount (in ₹)
		Govind Swarup	Mohit Jain	Mukesh Gupta*	Ashish Verma	Saumya Agarwal	
1	Independent Directors						
	Fee for attending board /committee meetings	3,00,000	-	2,20,000	2,00,000	1,00,000	8,20,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	3,00,000	-	2,20,000	2,00,000	1,00,000	8,20,000
2	Other Non-Executive Directors	-					
	Fee for attending board committee meetings	-					
	Commission	-					
	Others, please specify	-					
	Total (2)	-					
	Total (B)=(1+2)	3,00,000	-	2,20,000	2,00,000	1,00,000	8,20,000
	Total managerial remuneration	3,00,000	-	2,20,000	2,00,000	1,00,000	8,20,000
	Overall ceiling as per the Act	Maximum sitting fee of 1,00,000 per Board/ Committee Meeting					

* Resigned w.e.f. April 16, 2018

PNB FINANCE AND INDUSTRIES LIMITED

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN	Particulars of remuneration	Key Managerial Personnel		
		Shweta Saxena CS	Viveka Nand Jha CFO	Total (in ₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,41,612	11,48,688	27,90,300
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	16,41,612	11,48,688	27,90,300

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief description	Details of penalty / punishment/ compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					