

PNB FINANCE AND INDUSTRIES LIMITED

September 30, 2020

The Secretary

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

Dear Sirs,

Sub: Proceedings of 125th Annual General Meeting (AGM) held on September 30, 2020

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith brief proceedings of the 125th Annual General Meeting (AGM) of the Company held on Wednesday, September 30, 2020 at 10:00 A.M. through Video conferencing.

The e-voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted separately on declaration of voting results.

This is for your information and records.

Thanking You,

Yours faithfully,

For PNB Finance and Industries Limited



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

Encl: A/a

PNB FINANCE AND INDUSTRIES LIMITED

SUMMARY OF PROCEEDINGS OF THE 125TH ANNUAL GENERAL MEETING OF PNB FINANCE AND INDUSTRIES LIMITED

The 125th Annual General Meeting (AGM) of the members of PNB Finance and Industries Limited ("The Company") held on Wednesday, September 30, 2020 at 10:00 A.M through Video Conferencing ("VC") platform provided by National Securities Depository Limited ("NSDL"). Ms. Shweta Saxena, Director & Company Secretary introduced herself, Board Members, CFO, Scrutinizer of the Meeting and Statutory Auditors who joined the meeting from different locations and she further informed that due to personal exigencies Mr. Govind Swarup, Independent Directors of the Company was not able to attend this AGM. The meeting was held in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Rakesh Dhamani, was elected as Chairman and presided over the meeting.

Total 17 shareholders attended the AGM.

The requisite quorum being present, the Chairman called the meeting in order and welcomed the shareholders. The Chairman informed that due to continuing COVID-19 Pandemic and adhering to the social distancing norms, this AGM was held first time through VC in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Company Secretary briefed shareholders *inter-alia*, about certain procedural and technical aspects of the AGM. She informed that:

- a) The Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by NSDL from Saturday, September 26, 2020 at 9.00 A.M. (1ST) to Tuesday, September 29, 2020 till 5.00 P.M. (1ST) on all resolutions set forth in the Notice of the AGM;
- b) Mr. Balraj Sharma (Membership No. FCS 1605, CP No. 824) proprietor of Balraj Sharma & 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;
- c) 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. Company has also provided facility of speaker shareholder and chat box option at the AGM and Company Secretary explained that the queries received through chat box will be replied within 7 days from the AGM at the registered email id of the shareholder;

PNB FINANCE AND INDUSTRIES LIMITED

d) The Company Secretary informed that 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

e)The members were informed that the result of combined e-voting along with scrutinizers' report will be uploaded on the website of the Company i.e. 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 i.e. www.pnbfinanceandindustries.com as and when the same is available from NSDL

The Chairman informed the members that there were no qualifications, reservations, adverse remarks and disclaimer in the Auditors' Report for the year ended March 31, 2020.

The Notice of the Annual General Meeting dated August 27, 2020 was taken as read.

The following items of the business/the resolutions as per the notice of AGM dated August 27, 2020 were read at the meeting:

Ordinary Business

Resolution No. 1	Ordinary Resolution: Adoption of the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2020 and the Report of the Board of Directors and the Auditors thereon.
Resolution No. 2	Ordinary Resolution: To declare dividend of ₹ 0.60 per equity share for the financial year ended March 31, 2020.
Resolution No. 3	Ordinary Resolution: Re-appointment of the M/s Awatar & Co., Chartered Accountants as Statutory Auditors of the Company

Special Business

Resolution No. 4	Special Resolution: Re-appointment of Mr. Govind Swarup (DIN-00003145) as Non-Executive Independent Director of the Company for second term of five years
Resolution No. 5	Ordinary Resolution: Appointment of Ms. Shweta Saxena (DIN-03120958), Company Secretary of the Company as a Whole-Time Director of the Company not liable to retire by rotation

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PNB FINANCE AND INDUSTRIES LIMITED

The Chairman thereafter invited registered speaker shareholders to ask their questions through raising their hands and no question was raised by speaker shareholders. Chairman thanked the Shareholders who have joined this meeting and closed the proceedings of the meeting.

The AGM ended at 10:14 A.M. (IST) and after that e-voting was kept open for 15 minutes from the conclusion of the meeting.

For PNB Finance and Industries Limited



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