#### **Voting Results of AGM**

Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of the AGM:	September 27, 2018
Total number of shareholders on record date:	
No. of shareholders present in the meeting either in person or through Proxy:	1008
Promoters and Promoter Group: N.A.	99
Public: 99	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	N.A.
Public	

Agenda- wise disclosure

Resolution no.  Resolution required: (Ordinary/ Special)			1. To receive, consider and adopt the audited financial statements (including the consolidated financial statement of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors are auditors thereon.								
Whether pron in the agenda/	noter/ promoter grou	ecial) p are interested	Ordinary N.A.								
Category	held (1) polled (2) 100		polled (3)=[(2)/(1)]*	No. of Votes – in favour (4)	es – Votes –	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled				
Promoter	E-Voting	i i	N.A.	N.A.	N.A.	N.A.	N.A.	(7)=[(5)/(2)]*100 N.A.			
and Dromator	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
Promoter Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	NI A				
Public-	E-Voting	50,451	0	0	0	0	N.A.	N.A.			
nstitutions	Poll		0	0	0	-	0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	50,451	0	0	0	0	0	0			
Public-	E-Voting	31,22,404	29,32,838	93.92	29,32,838	0	100	0			
Non	Poll		2,180**	00.07	1,830	0	83.94	0 and Ing			

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1		T						
Institutions	Postal Ballot (if		N.A.	N.A.	NI A	DI A	Title	
	applicable)			N.A.	N.A.	N.A.	N.A.	N.A.
	Total	31,72,855	29,35,018	92.50	20.24.660			
Total		31,72,855*	<del></del>		29,34,668	U	99.99	0
*excludes 27.145	shares transferred		29,35,018	92.50	29,34,668	0	99.99	0

<sup>\*</sup>excludes 27,145 shares transferred to Investor Education and Protection Fund.

<sup>\*\*</sup> out of 2,180 votes polled (by polling), 350 votes were invalid.

Resolution no.			2. To declar	e a dividend of ₹ 0.60 ner	equity share for	or the financia	Lyon and ad Manuel 24 224					
Resolution req	uired: (Ordinary/ Sp	ecial)	Ordinary	<ol> <li>To declare a dividend of ₹ 0.60 per equity share for the financial year ended March 31, 2018.</li> </ol>								
Whether prom in the agenda/	noter/ promoter grou	up are interested	N.A.									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes	% of Votes against on votes polled				
Promoter	E-Voting		N.A.	N.A.	N.A.	N.A.	polled (6)=[(4)/(2)]*100 N.A.	(7)=[(5)/(2)]*100				
Promoter Postal Bal Group (if applicable)	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
	(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	DI A				
Public-	E-Voting	50,451	0	0	0	0		N.A.				
nstitutions	Poll		0	0	0	0	0	0				
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
	Total	50,451	0	0	0							
ublic-	E-Voting	31,22,404	29,32,838	93.92	29,32,838	0	0	0				
on	Poll		2,180**	00.07		0	100	0				
nstitutions	Postal Ballot (if		N.A.	N.A.	1,830 N.A.	0	83.94	0				
	applicable)	,	•••	14.7.	N.A.	N.A.	N.A.	N.A.				
	Total	31,72,855	29,35,018	92.50	29,34,668	0	00.00					
otal	shares transferred t	31,72,855*	29.35.018	92.50	<b>29,34,668</b>	0	99.99 <b>99.99</b>	0 <b>0</b>				

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<sup>\*\*</sup> out of 2,180 votes polled (by polling), 350 votes were invalid.

Resolution no	<b>).</b>		3. To approv	e appointment of Mr. R	akesh Dhaman	i (DIN: 07065:	.99) as Non-Executive Inde	pendent Director of t				
Resolution ro	guirod: /Oudin / 6		company	•			, and an analysis in ac	pendent bilector or				
Whather	quired: (Ordinary/ Sp	ecial)	Ordinary	Ordinary								
whether pror	Whether promoter/ promoter group are interested n the agenda/resolution?		N.A.									
				y								
Category	Mode of Voting	No. of	No. of	% of votes	No. of	No. of	0/ 614	10/ 611				
		shares		polled (3)=[(2)/(1)]*			% of Votes in	% of Votes against				
		held (1)	polled (2)	100		Votes –	favour on votes	on votes polled				
Promoter	E-Voting		N.A.	N.A.	in favour (4)	Against (5)	polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100				
and	Poll	N.A.	N.A.		N.A.	N.A.	N.A.	N.A.				
Promoter	Postal Ballot	H20, FA202	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
Group	(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
	Total	N.A.	N.A.	N.A.	NI A							
Public-	E-Voting	50,451	0		N.A.	N.A.	N.A.	N.A.				
Institutions	Poll		0	0	0	0	0	0				
	Postal Ballot (if			0	0	0	0	0				
	applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
	Total	50,451	0	0	0							
Public-	E-Voting	31,22,404	29,32,838		0	0	0	0				
Von	Poll	,,	2,180**	93.92	29,32,838	0	100	0				
nstitutions	Postal Ballot (if			00.07	1,830	0	83.94	0				
	applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
	Total	31,72,855	29,35,018	92.50	29,34,668	0	00.00					
otal		31,72,855*	29 35 019	02.50		0	99.99	0				
excludes 27,145	5 shares transferred t	O Investor Educat		J2.30	29,34,668	0	99.99	0				

<sup>\*\*</sup> out of 2,180 votes polled (by polling), 350 votes were invalid.

Resolution no.			4. To approve	appointment of Mr. Vij	ay Kumar Baksi	ni as Manager	of the Company	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested			Urdinary				or the company.	
wnetner prom	ioter/ promoter grou	p are interested	N.A.					
in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled (3)=[(2)/(1)]* 100	No. of Votes –	No. of Votes –	favour on votes	% of Votes against on votes polled
Promoter	E-Voting	(2)	N.A.	N.A.	in favour (4)	Against (5)	polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100 Ind
		Pond Office		N.A.	N.A.	N.A.	N.A.	N.A.

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-								
and	Poll	N.A.	N.A.	N.A.	N.A.	NI A		
Promoter	Postal Ballot		N.A.			N.A.	N.A.	N.A.
Group	(if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	NI A	1		
Public-	E-Voting	50,451	0		N.A.	N.A.	N.A.	N.A.
Institutions	Poll	30,431		0	0	0	0	0
		1	0	0	0	0	0	0
	Postal Ballot (if		N.A.	N.A.	N.A.	N.A.	N.A.	
	applicable)				7	14.73.	IV.A.	N.A.
	Total	50,451	0	0	0			
Public-	E-Voting	31,22,404	29,32,838			0	0	0
Non	Poll	0 = ) = 2 , 10 +		93.92	29,32,838	0	100	0
Institutions			2,180**	00.07	1,830	0	83.94	0
	Postal Ballot (if		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	applicable)						14.7 (.	IV.A.
	Total	31,72,855	29,35,018	92.50	29,34,668		00.00	
Total		31,72,855*	29,35,018	92.50		0	99.99	0
excludes 27,145	shares transferred t	o Investor Educ	ation and Ductor	92.50	29,34,668	0	99.99	0

New Delhi

By the order of the Board

For PNB Finance and Industries Limited

Shweta Saxena

(Company Secretary)

(Mem. No.: A18585)

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<sup>\*\*</sup> out of 2,180 votes polled (by polling), 350 votes were invalid.



To,

The Chairman,
PNB FINANCE AND INDUSTRIES LIMITED
Ist Floor, Express Building, 9-10,
Bahadur Shah Zafar Marg,
New Delhi - 110 002

Sub.: Consolidated results of e-voting and voting by Ballot at the AGM.

Reference: 123<sup>rd</sup> Annual General Meeting ("the AGM") of the Members of PNB FINANCE AND INDUSTRIES LIMITED held on 27<sup>th</sup> day of September, 2018 at 10:30 A.M. at Institute of Engineer Bhawan, 2<sup>nd</sup> Bahadur Shah Zafar Marg ITO, Opp. Delhi Police HQ., New Delhi-110002.

Dear Sir,

I, Nityanand Singh, Practicing Company Secretary having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of 123<sup>rd</sup> Annual General Meeting of PNB Finance and Industries Limited (the "Company") held on Thursday, 27<sup>th</sup> September, 2018 at 10.30 A.M. at Institute of Engineer Bhawan, 2<sup>nd</sup> Bahadur Shah Zafar Marg, New Delhi 110002 submit herewith my combined report on the results on 'e-voting and voting by ballot' as under:

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the Report of the Board of Directors and the Auditors thereon.

		Ordin	ary	Resolutio	on	- 94	
Manner of voting	Votes in resolution	favour	Votes against the resolution			Invalid votes	
	No. of Votes	number	tal of tes	No. of votes	% of number of votes cast	total valid	Nos.
Remote E-voting	29,32,838	1	.00	0		0	0
Physical Voting	1,830	1	00	0		0	350
Total	29,34,668	1	.00	0		0	350

Resolution No. 1 passed with the requisite majority.



Resolution No. 2: To declare a dividend of ₹ 0.60 per equity share for the financial year ended March 31, 2018.

		Ordin	ary Resolut	ion		
Manner of voting	Votes in resolution		of Votes resoluti	against the	Invalid votes	
	No. of Votes	% of to number valid vot	tal No. of of votes		Nos.	
Remote E- voting	29,32,838	1	00 0	0	0	
Physical Voting	1,830	10	00 0	0	350	
Total	29,34,668	10	0 0	0	350	

Resolution No. 2 passed with the requisite majority.

**Special Business:-**

Resolution No. 3: To approve appointment of Mr. Rakesh Dhamani (DIN:07065199) as Non-Executive Independent Director of the Company.

		Orc	linary	Resoluti	on		
Manner of voting	Votes in resolution		of	Votes resolution	against	Invalid votes	
	No. of Votes	number	total of otes	No. of votes	% of number of votes cast	total valid	Nos.
Remote E- voting	29,32,838		100	0		0	0
Physical Voting	1,830		100	0		0	350
Total	29,34,668		100	0		0	350

Resolution No. 3 passed with the requisite majority.

Resolution No. 4: To approve appointment of Mr. Vijay Kumar Bakshi as Manager of the Company.



Manner of	Votes	Ordinary	Resolution		
voting		our of resolution	Votes ag	ainst the resolution	Invalid votes
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
Remote E- voting	29,32,838	100	0	0	0
Physical Voting	1,830	100	0	0	350
Total	29,34,668	100	0	0	350

Resolution No. 4 passed with the requisite majority.

NEW DELHI

Thanking you,

Yours Truly,

For Nityanand Singh & Co.

Company Secretarios Silve

Nityanand Singh(Pro

:2388 M. No.: 2668

Date: 27/09/2018 Place: New Delhi

For PNB Finance L Industries Ud.

Shireta Saxena
Company Secretary
On the behalf of Chairman.