

# PNB FINANCE AND INDUSTRIES LIMITED

## 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:

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

### Agenda- wise disclosure:

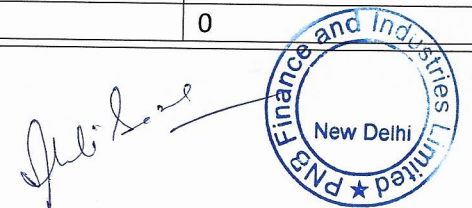
<b>Resolution no.</b>		<b>1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors and auditors thereon.</b>						
<b>Resolution required: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

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

Phone: 011-39843340/41

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Institutions	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	31,72,855	29,35,018	92.50	29,34,668	0	99.99	0
<b>Total</b>		<b>31,72,855*</b>	<b>29,35,018</b>	<b>92.50</b>	<b>29,34,668</b>	<b>0</b>	<b>99.99</b>	<b>0</b>

\*excludes 27,145 shares transferred to Investor Education and Protection Fund.

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

Resolution no.		2. To declare a dividend of ₹ 0.60 per equity share for the financial year ended March 31, 2018.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		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 polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	50,451	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		50,451	0	0	0	0	0
Public-Non Institutions	E-Voting	31,22,404	29,32,838	93.92	29,32,838	0	100	0
	Poll		2,180**	00.07	1,830	0	83.94	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		31,72,855	29,35,018	92.50	29,34,668	0	99.99
<b>Total</b>		<b>31,72,855*</b>	<b>29,35,018</b>	<b>92.50</b>	<b>29,34,668</b>	<b>0</b>	<b>99.99</b>	<b>0</b>

\*excludes 27,145 shares transferred to Investor Education and Protection Fund.

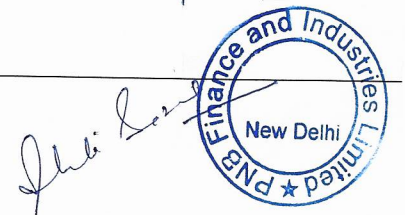
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Resolution no.			3. To approve appointment of Mr. Rakesh Dhamani (DIN: 07065199) as Non-Executive Independent Director of the Company.					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			N.A.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	50,451	0	0	0	0	0	N.A.
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		50,451	0	0	0	0	0
Public-Non Institutions	E-Voting	31,22,404	29,32,838	93.92	29,32,838	0	100	0
	Poll		2,180**	00.07	1,830	0	83.94	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		31,72,855	29,35,018	92.50	29,34,668	0	99.99
<b>Total</b>		<b>31,72,855*</b>	<b>29,35,018</b>	<b>92.50</b>	<b>29,34,668</b>	<b>0</b>	<b>99.99</b>	<b>0</b>

\*excludes 27,145 shares transferred to Investor Education and Protection Fund.

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

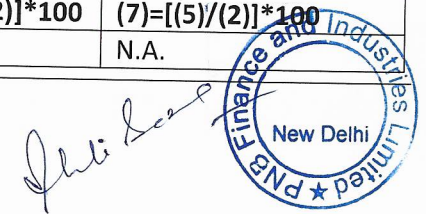
Resolution no.			4. To approve appointment of Mr. Vijay Kumar Bakshi as Manager of the Company.					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			N.A.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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and Promoter Group	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	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.	N.A.	N.A.
Public-Institutions	E-Voting	50,451	0	0	0	0	0	0
	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	0	0	0
Public-Non Institutions	E-Voting	31,22,404	29,32,838	93.92	29,32,838	0	100	0
	Poll		2,180**	00.07	1,830	0	83.94	0
	Postal Ballot (if 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	99.99	0
<b>Total</b>		<b>31,72,855*</b>	<b>29,35,018</b>	<b>92.50</b>	<b>29,34,668</b>	<b>0</b>	<b>99.99</b>	<b>0</b>

\*excludes 27,145 shares transferred to Investor Education and Protection Fund.

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

By the order of the Board

For PNB Finance and Industries Limited

*Shweta Saxena*  
**Shweta Saxena**  
 (Company Secretary)  
 (Mem. No.: A18585)



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To,

**The Chairman,  
PNB FINANCE AND INDUSTRIES LIMITED**  
1st 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.**

Ordinary Resolution						
Manner of voting	Votes in favour of resolution			Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	of total votes	No. of votes	% of total number of valid votes cast	
Remote E-voting	29,32,838	100		0	0	0
Physical Voting	1,830	100		0	0	350
<b>Total</b>	<b>29,34,668</b>	<b>100</b>		<b>0</b>	<b>0</b>	<b>350</b>

**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.**

Ordinary Resolution					
Manner of voting	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-voting	29,32,838	100	0	0	0
Physical Voting	1,830	100	0	0	350
<b>Total</b>	<b>29,34,668</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>350</b>

**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.**

Ordinary Resolution					
Manner of voting	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-voting	29,32,838	100	0	0	0
Physical Voting	1,830	100	0	0	350
<b>Total</b>	<b>29,34,668</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>350</b>

**Resolution No. 3 passed with the requisite majority.**

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



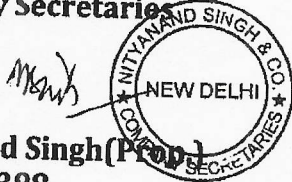
Ordinary Resolution					
Manner of voting	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-voting	29,32,838	100	0	0	0
Physical Voting	1,830	100	0	0	350
<b>Total</b>	<b>29,34,668</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>350</b>

Resolution No. 4 passed with the requisite majority.

Thanking you,

Yours Truly,

For Nityanand Singh & Co.  
Company Secretaries



Nityanand Singh (Prop)  
CP : 2388  
M. No. : 2668

Date: 27/09/2018  
Place: New Delhi

For PNB Finance & Industries Ltd.

Shweta Saxena

Company Secretary

On the behalf of Chairman.