

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:

Date of the AGM:	September 30, 2020
Total number of shareholders on record date:	938
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoter Group: N.A. Public: 0	Not Required (<i>Annual General Meeting held in accordance with MCA and SEBI Circular through VC</i>)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: N.A. Public: 17	17

Agenda- wise disclosure:

Resolution no.			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, 2020 together with the reports of Board of Directors and auditors thereon.					
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.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	51,325	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		51,325	0	0	0	0	0

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

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: pnbfinanceindustries@gmail.com

Website: www.pnbfinanceandindustries.com

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Public-Non Institutions	E-Voting	31,19,141*	29,33,446	94.04	29,33,446	0	94.04	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	31,70,466	29,33,446	94.04	29,33,446	0	94.04	0
Total		31,70,466	29,33,446	94.04	29,33,446	0	94.04	0

*excludes 29,534 shares transferred to Investor Education and Protection Fund.

Resolution no.		2. To declare a dividend of ₹ 0.60 per equity share for the financial year ended March 31, 2020.						
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.
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	51,325	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	51,325	0	0	0	0	0	0
Public-Non Institutions	E-Voting	31,19,141*	29,33,446	94.04	29,33,446	0	94.04	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	31,70,466	29,33,446	94.04	29,33,446	0	94.04	0
Total		31,70,466	29,33,446	94.04	29,33,446	0	94.04	0

*excludes 29,534 shares transferred to Investor Education and Protection Fund.

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Resolution no.			3. To approve re-appointment of the M/s Awatar & Co., Chartered Accountants as Statutory Auditors 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)]*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.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	51,325	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		51,325	0	0	0	0	0
Public-Non Institutions	E-Voting	31,19,141*	29,33,446	94.04	29,33,446	0	94.04	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		31,70,466	29,33,446	94.04	29,33,446	0	94.04
Total		31,70,466	29,33,446	94.04	29,33,446	0	94.04	0

*excludes 29,534 shares transferred to Investor Education and Protection Fund.

Resolution no.			4. To re-appoint Mr. Govind Swarup (DIN: 00003145) as a Non-Executive Independent Director for a second term					
Resolution required: (Ordinary/ Special)			Special					
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	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	51,325	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	51,325	0	0	0	0	0	0
Public-Non Institutions	E-Voting	31,19,141*	29,33,446	94.04	29,33,446	0	94.04	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	31,70,466	29,33,446	94.04	29,33,446	0	94.04	0
Total		31,70,466	29,33,446	94.04	29,33,446	0	94.04	0

*excludes 29,534 shares transferred to Investor Education and Protection Fund.

Resolution no.		5. To appoint Ms. Shweta Saxena (DIN- 03120958) as a Whole-Time 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)]*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.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-Voting	51,325	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	51,325	0	0	0	0	0	0
Public-	E-Voting	31,19,141*	29,33,446	94.04	29,33,446	0	94.04	0

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Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	31,70,466	29,33,446	94.04	29,33,446	0	94.04	0
Total		31,70,466	29,33,446	94.04	29,33,446	0	94.04	0

*excludes 29,534 shares transferred to Investor Education and Protection Fund.

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



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

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BALRAJ SHARMA & ASSOCIATES

COMPANY SECRETARIES

206 Munish Plaza, 20 Ansari Road, Opp. Fire Station, Darya Ganj, New Delhi-110002
Tel : 23282565, 23254488, 23274488, Fax : 30124488, Mobile : 9810065041, E-mail : balrajsharmafcs@yahoo.co.in

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Chairman

PNB Finance And Industries Limited

(CIN: L65929DL1947PLC001240)

1st Floor, Express Building, 9-10,

Bahadur Shah Zafar Marg,

New Delhi-110002

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Balraj Sharma of M/s Balraj Sharma & Associates, Company Secretaries(M.N. FCS 1605, C.P. 824) having office at 206, Munish Plaza, 20, Ansari Road, Opp. Fire Station, Darya Ganj, New Delhi-110002, appointed as Scrutinizer(s) of PNB Finance And Industries Limited ("The Company")pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014,for the purpose of Scrutinizing the e- voting taken on the below mentioned resolution(s), at the 125th Annual General Meeting of the Shareholders of PNB Finance And Industries Limited, held on Wednesday, the 30th day of September, 2020 at 10:00 a.m. through Video Conferencing (VC), as per the Notice dated August 27, 2020 calling the 125th AGM.

The notice dated August 27, 2020, as confirmed by the Company was sent to the shareholders in respect of the resolutions passed at the AGM of the Company

through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA_Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and voting during the AGM by the Shareholders of the Company.

I hereby submit our report as under:

1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting");and

(ii) process of e-voting at the AGM through electronic voting system ("e-voting").

Management's Responsibility

2. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

3. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting)is restricted to making a Consolidated Scrutinizer's Report of the votes cast" in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited, NSDL, the Agency authorized under the Rules

and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or NSDL for my verification.

Since this AGM was held through VC in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with.

4. Remote e-voting process:-

i) The e-voting period remained open from 9:00 A.M on 26th day of September, 2020 and upto 5:00 P.M on 29th day of September, 2020.

ii) The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, September 23, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

iii) The NSDL e-voting platform was unblocked thereafter and the vote cast under e- voting facility was then unblocked.

iii) Thereafter, the details containing, *inter-alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://evoting.nsdl.com>. Based on the report generated by NSDL and relied upon by me, data regarding the e-voting was scrutinized on test check basis.

5. The total numbers of valid Ballots (E- voting) received were 25 (Twenty Five) for **29,33,446** (Twenty Nine Lakhs Thirty Three Thousand Four Hundred and Forty Six) shares.

6. The result of the e- voting is as under:

Item 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, 2020 together with the reports of the Board of Directors ('the Board') and auditors thereon.

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	25	29,33,446	100
Total	25	29,33,446	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 2:

To declare dividend of Re 0.60 per equity share for the financial year ended March 31, 2020.

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	25	29,33,446	100
Total	25	29,33,446	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 3:

To re-appoint the Statutory Auditors of the Company

Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	25	29,33,446	100
Total	25	29,33,446	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 4:

To re-appoint Mr. Govind Swarup (DIN: 00003145) as a Non-Executive Independent Director for a second term.

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	25	29,33,446	100
Total	25	29,33,446	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

Item No. 5:

To appoint Ms. Shweta Saxena (DIN- 03120958) as a Whole-Time Director of the Company

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	25	29,33,446	100
Total	25	29,33,446	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

7 The paid-up share capital of the Company is Rs. 3,20,00,000 (3,20,000 equity shares of Rs. 10 each) and the abovesaid resolutions stand passed under remote e-voting and e-voting conducted during AGM, with the requisite majority.

8. The electronic data and all other relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to Ms. Shweta Saxena, Director and Company Secretary of the Company for safe keeping.

Thanking you

Yours faithfully,

**For Balraj Sharma & Associates
Company Secretaries**

**(Balraj Sharma)
CP No. 824
FCS No. 1605**

**Dated: 01.10.2020
Place: New Delhi
UDIN: F001605B000838947**