



(A wholly owned subsidiary of Punjab National Bank)

10, Rakesh Deep Building,  
Yusuf Sarai Commercial Complex,  
Gulmohar Enclave, New Delhi-110049

### **NOTICE OF FOURTEENTH (14<sup>th</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the Fourteenth Annual General Meeting of the members of PNB Investment Services Limited will be held on 16<sup>th</sup> September, 2023 at 1:30 p.m. at Punjab National Bank, HO, 5<sup>th</sup> Floor Syndicate Room, New Delhi-110075 to transact the following businesses:

#### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company comprising Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Report of the Director's and Statutory Auditors thereon, including the comments of the Comptroller and Auditor General of India.**

- 2. Declaration of Dividend on equity shares for the F.Y 2022-23**

To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to provision of Section 123 and other applicable provisions of the Companies Act, 2013, dividend @ 10% (i.e. Re. 1 per equity share of Rs. 10 each) be and is hereby declared for the Financial Year 2022-23, out of the profits of the Company on the 2,00,00,000 equity shares of Rs. 10 each fully paid up to be paid as per the ownership."

- 3. To appoint Dr. Rajesh Kumar Yaduvanshi (DIN- 07206654) as Director, who retires by rotation and, being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification (s), the following resolution as ordinary Resolution:

**"RESOLVED THAT** Dr. Rajesh Kumar Yaduvanshi, Director who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."

- 4. To appoint the Statutory Auditors and to fix their remuneration for FY 2023-24.**

The Company being a Government Company under section 139(5) of the Companies Act 2013, the power to appoint the Statutory Auditors vests with the Comptroller & Auditor- General of India (CAG) in respect of a financial year within a period of one hundred and eighty days from the commencement of the financial year, who shall hold office till the conclusion of the Annual General Meeting.

Further, in terms of section 142(1) of the Companies Act 2013, the remuneration payable to the Statutory Auditors is to be decided by the Company in the Annual General Meeting or in such manner as the company in General Meeting may determine.

Since the company has not received the letter from CAG with respect to the appointment of Statutory Auditor for FY 2023-24 till date, it is proposed that whenever company received the letter from CAG regarding the appointment of Statutory Auditor with the name of existing auditor firm or with the new firm, it will be deemed to be appointed as Statutory Auditor of the Company for the FY 2023-24.

The remuneration as mentioned below may be continued to be paid to the Statutory Auditors for the financial year 2023-24.

<b>S. No.</b>	<b>Particulars</b>	<b>Remuneration Proposed for FY 2023-24 (Amount in Rs)</b>
1.	Audit Fee inclusive of limited review	1,30,000/-
2.	Tax Audit Fee	42,500/-
3.	Certifications	20,000/-
4.	Conveyance	5,000/-
	<b>Total</b>	<b>1,97,500/-</b>

To consider and if thought fit, to pass with or without modification (s), the following resolutions for appointment and fixation of the remuneration for the Statutory Auditors for the financial year 2023-24 as Ordinary Resolution:

**“RESOLVED THAT** the Board of Directors of the Company, be and is hereby authorized to take all such steps as may be necessary for the purpose of fixation of remuneration of Statutory Auditors whosoever is appointed by the CAG for FY 2023-24.”

#### **SPECIAL BUSINESS**

5. **Confirmation of appointment of Sh. Binod Kumar (DIN: 07361689) as Nominee Director (Non- Executive) of the Company**

To consider and if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or reenactment( s) thereof for the time being in force), Sh. Binod Kumar (DIN: 07361689) who was appointed as Nominee Director (Non-Executive) of the company by the Board in its meeting on 21.01.2023 in terms of Section 161 (1) of the Companies Act, 2013 and holds office upto date of this General Meeting, be and is hereby appointed as a Nominee Director of the Company and liable to retire by rotation.

**RESOLVED FURTHER THAT** the Managing Director & CEO/ COO & CFO/Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary for the purpose of giving effect to this resolution and matters incidental thereto.”

6. **Confirmation of appointment of Smt. Mousumi Majumder (DIN- 10243557) as Nominee Director (Non- Executive) of the Company**

To consider and if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or reenactment( s) thereof for the time being in force), Smt. Mousumi Majumder (DIN: 10243557) who was appointed as Nominee Director (Non-Executive) of the company by the Board in its meeting on 27.07.2023 in terms of Section 161 (1) of the Companies Act, 2013 and holds office upto date of this General Meeting, be and is hereby appointed as a Nominee Director of the Company and liable to retire by rotation.

**RESOLVED FURTHER THAT** the Managing Director & CEO/ COO & CFO/Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary for the purpose of giving effect to this resolution and matters incidental thereto.”

7. **Confirmation of appointment of Shri Anant Upadhyay (DIN- 08847156) as an Independent Director**

To consider and if thought fit, to pass with or without modification (s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 (6), Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV of the Act, as amended from time to time, Shri Anant Upadhyay (DIN:08847156), who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment as independent director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of three years w.e.f 21.08.2023, whose term shall not be subject to retire by rotation.

**RESOLVED FURTHER THAT** the Managing Director & CEO/COO & CFO/Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary for the purpose of giving effect to this resolution and matters incidental thereto.”

8. **Confirmation of appointment of Sh. Arvind Kumar Jain (DIN:07911109). as an Independent Director**

To consider and if thought fit, to pass with or without modification (s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 (6), Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV of the Act, as amended from time to time, Sh. Arvind Kumar Jain (DIN:07911109) who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment as independent director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of three years w.e.f 28.10.2023, whose term shall not be subject to retire by rotation.

**RESOLVED FURTHER THAT** the Managing Director & CEO/COO & CFO/Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary for the purpose of giving effect to this resolution and matters incidental thereto.”

9. **Confirmation of appointment of Sh. Santosh Kumar (DIN-10166739), as Managing Director & CEO of the Company and Remuneration Payable to him**

To consider and if thought fit, to pass with or without modification (s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the appointment of Sh. Santosh Kumar (DIN-10166739) as Managing Director & CEO of the Company, candidature of whom has been recommended by the Board, be and is hereby approved by the members for the period of 3 year or until further orders by the bank whichever is earlier.

**RESOLVED FURTHER THAT** the remuneration payable to Sh. Santosh Kumar shall be as applicable to his scale in Punjab National Bank along with all other perquisites as applicable to him. The Salary and perquisites are subject to changes as per amendment made in HR policy of Punjab National Bank on time-to-time basis. He shall not be entitled to the sitting fees for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** Chief Operating Officer & CFO/ Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary for the purpose of giving effect to this resolution and matters incidental thereto.”

**Place: New Delhi**

**Date: 09.09.2023**

**By Order of the Board of Directors  
For PNB Investment Services Limited**

**Sd/-  
Isha Goel  
Company Secretary  
(ACS: 46828)**

**Notes:**

- A. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A proxy form is enclosed. The instrument appointing a proxy should, however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- B. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
- C. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be a true copy, shall have been deposited at the Registered Office of the Company not less than forty eight (48) hours before the scheduled time of the commencement of the meeting.
- D. The details pertaining to the appointment / reappointment of Director are furnished in statement of Corporate Governance in the Directors' Report/ in the Explanatory Statement in the notice.
- E. Members/ proxies should bring their copy of the Annual Report for reference at the meeting as also the attendance slip duly filled in for attending the meeting.
- F. Members holding shares in physical form are requested to write their folio number in the attendance slip and hand it over at the entrance of the meeting hall.
- G. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, in respect of the ordinary business & special business under item No. 3, 5,6,7,8 & 9 is annexed hereto.
- H. The communication address of M/s BEETAL Financial & Computer Services Private Limited, Registrar and Share Transfer Agent (RTA)of the company is BEETAL HOUSE, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, and New Delhi 110062.

**To: All Shareholders, Directors and Auditors**

**Annexure to the Notice**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

**Dr. Rajesh Kumar Yaduvanshi (DIN- 07206654) as Director, who retires by rotation and, being eligible, offers himself for re-appointment**

Dr. Rajesh Kumar Yaduvanshi, (DIN- 07206654) was appointed as Nominee Director of the Company by the Board of Directors through circulation on 05.02.2022 a under Section 161(1) of the Companies Act, 2013 and confirmed in Annual General Meeting of the Company on 22.02.2022.

A brief profile of Dr. Rajesh Kumar Yaduvanshi is provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Dr. Rajesh Kumar Yaduvanshi may be deemed to be concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

**Item No. 5**

**Confirmation of appointment of Sh. Binod Kumar (DIN: 07361689) as Nominee Director of the Company**

Sh. Binod Kumar (DIN: 07361689) was appointed as Nominee Director of the Company (Nominated by Punjab National Bank) pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules thereunder and Clause 52 of the Articles of Association of the Company in the board meeting held on 21.01.2023.

A brief profile of Sh. Binod Kumar is provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Sh. Binod Kumar may be deemed to be concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

## **Item No. 6**

### **Confirmation of appointment of Smt. Mousumi Majumder (DIN- 10243557) as Nominee Director of the Company**

Smt. Mousumi Majumder (DIN: 10243557) was appointed as Nominee Director (Nominated by Punjab National Bank) pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules thereunder and Clause 52 of the Articles of Association of the Company in the board meeting held on 27.07.2023.

A brief profile of Smt. Mousumi Majumder is provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Smt. Mousumi Majumder may be deemed to be concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

## **Item No. 7**

### **Confirmation of appointment of Shri Anant Upadhyay (DIN- 08847156) as an Independent Director**

The term of Sh. Anant Upadhyay as Independent Director was going to be completed on 21.08.2023. In terms of Section 149(10) an independent [director](#) shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the [company](#).

Accordingly, the Board had re-appointed Shri Anant Upadhyay as an Independent Director of the Company on 21.08.2023 for the period of next three years.

A brief profile of Sh. Anant Upadhyay is provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Sh. Anant Upadhyay may be deemed to be concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 7 for the approval of Members.

## **Item No. 8**

### **Confirmation of appointment of Sh. Arvind Kumar Jain (DIN:07911109), as an Independent Director**

The term of Sh. Arvind Kumar Jain as Independent Director is going to be completed on 28.10.2023, In terms of Section 149(10) an independent [director](#) shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the [company](#),

Accordingly, the Board had re-appointed Shri Arvind Kumar Jain as an Independent Director of the Company on 21.08.2023 for the period of next three years.

A brief profile of Sh. Arvind Kumar Jain is provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Sh. Arvind Kumar Jain may be deemed to be concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 8 for the approval of Members.

## **Item No. 9**

### **Confirmation of appointment of Sh. Santosh Kumar (DIN-10166739), as Managing Director & CEO of the Company and Remuneration Payable to him**

Sh. Santosh Kumar (DIN-10166739) was appointed as an Additional Director of the company by the Board of Directors in the meeting held on 26.05.2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and holds office upto the date of this General Meeting and is eligible for appointment as MD & CEO of the Company.

The Company had also received a letter dated 21.04.2023 from Punjab National Bank informing that authorities of the Bank have decided to appoint Sh. Santosh Kumar, Dy. General Manager, PNB as Managing Director & CEO of PNB Investment Services Ltd. on deputation basis. A brief profile of Sh. Santosh Kumar is provided in the “Annexure”.

The elevation of Sh. Santosh Kumar (DIN-10166739) to the post of MD& CEO of company has been considered by the Nomination and Remuneration Committee and the Board. He fulfils the eligibility criteria for the post MD & CEO, as enunciated in the Nomination and Remuneration Policy of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as a Director. Company envisages that it will be immensely benefited with rich experience of Sh. Santosh Kumar by taking him on the Board.



It is proposed to seek Members' approval for the appointment of Sh. Santosh Kumar as a Managing Director & CEO of the Company at a remuneration payable to him as applicable to his in Punjab National Bank. He will be further entitled to other perquisites as payable to his Scale of Punjab National Bank. The Salary and perquisites are subject to changes as per amendment made in HR policy of Punjab National Bank on time-to-time basis.

None of the Directors/Key managerial personnel / relatives of the Directors or Key managerial personnel/of the Company except Sh. Santosh Kumar may be deemed to be concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 9 for the approval of Members.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company**

<b>Name of Director</b>	<b>Dr. Rajesh Kumar Yaduvanshi</b>	<b>Sh. Binod Kumar</b>	<b>Smt. Mousumi Majumder</b>	<b>Sh. Anant Upadhyay</b>	<b>Sh. Arvind Kumar Jain</b>	<b>Sh. Santosh Kumar</b>
Date of Birth	23.06.1961	01.01.1971	28.05.1969	07.09.1958	13.01.1957	11.05.1973
Qualification	B.Sc, M.Sc, Doctorate of Philisophy, IARI and is a Certified Associate of Indian Institute of Bankers (CAIIB)	He is a Graduate in science from Ranchi University and holds Post Graduate Diploma in Banking & Finance from NIBM, Financial Risk Manager (FRM) from GARP (USA) and a Certified Associate Member of Indian Institute of Bankers (CAIIB).	She holds a degree in Chemistry and has completed the Certification of CAIIB (Certified Associate of the Indian Institute of Bankers).	Executive Post Graduate Program in Business Management - SIES College of Management Studies Mumbai- Advance Management Program - Indian Institute of Banking & Finance and SIES College of Management Studies- B.A Honors - Patna University	B.Sc. (Hons), M.Sc., LLB & CAIIB and empaneled with Independent Directors Databank (ICA Certified)	He holds double graduate degrees from Banaras Hindu University and is a Certified Associate of Indian Institute of Bankers. He has won several state and central government scholarships during course of his studies. He holds two-year Undergraduate Diploma in French Language from BHU and has represented BHU in inter-University contests.
Expertise in specific functional areas	Dr. Rajesh Kumar Yaduvanshi has a rich banking experience of over 35 years of experience in	Shri Binod Kumar assumed charge as Executive Director of the	Smt. Mousumi Majumder is currently serving as the General Manager,	Sh. Anant Upadhyay comes with 35+ years of experience in the	Mr. Arvind Kumar Jain served as an Executive Director of Punjab & Sind bank till	Sh. Santosh Kumar has assumed charge as Managing Director & CEO of

	<p>branches/administrative offices, besides heading Jalandhar Circle &amp; Delhi Zone of PNB and going on to serve as the Executive Director of Dena Bank &amp; Punjab National Bank while handling important portfolios such as Credit, HR, Finance, Marketing, NPAs, Bancassurance, etc.</p>	<p>Bank on 21st November, 2022.</p> <p>He has started his banking journey in Punjab National Bank as Management Trainee in the year 1994 and has served the bank for last 28 years. He has rich and diversified banking experience of over 28 years, ranging from Branch and Administrative Office to Risk Management, Credit etc.</p> <p>He has also headed BO: DIFC as Chief Executive Officer and was previously heading the Corporate Credit Division, Head Office of Punjab National Bank as</p>	<p>Corporate Credit at Punjab National Bank, bringing with her three decades of banking experience.</p> <p>Her banking career began in 1992 when she joined Oriental Bank of Commerce as a probationary officer in Kolkata. Over the years, she has held various roles in different locations including Delhi, Mumbai, Ludhiana, and Kolkata. With 15 years of experience in leadership positions, she is known for her passion for banking and enjoys working with teams.</p>	<p>field of Banking and Insurance.</p> <p>* He is Proficient in major aspect of bank management and operations including Strategy and Economic Intelligence, Change Management and Exposure to international banking in multi-currency environment at Hong Kong</p> <p>* He had Appointed by Ministry of Finance, Govt. of India in consultation with Central Vigilance Commission for deputation as Chief Vigilance Officer (CVO) at State bank of Patiala and New</p>	<p>January 2017. Up to Chief General Manager in Oriental Bank of Commerce, he holds a strong professional banking experience of over 38 years in Treasury, Corporate Credit, International Banking, Equity &amp; Debt Capital raising, Compliances and Risk Management.</p> <p>Currently, Director on the Board of NBFCs, Asset Management, Insurance, Venture Capital &amp; other companies besides Member of Review Rating Committee of a leading Rating Agency.</p>	<p>PNBISL on 2nd May 2023. Before joining as MD&amp; CEO at PNBISL, he was holding the position of CEO of PNB DIFC Dubai, where he led the Branch as the leading Indian lender in UAE.</p> <p>Shri Kumar started his banking journey in Punjab National Bank as Management Trainee in the year 2000 and has served the bank for last 22 years.</p> <p>He carries a rich and diverse banking exposure mainly in areas of Treasury, International Banking, and also as business unit head in the field. He also carries experience of</p>
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		<p>Chief General Manager.</p> <p>Shri. Kumar has Diploma in Treasury Investment &amp; Risk Management, Banking &amp; Finance by IIBF and Leadership Skill development Program from IIM Bangalore.</p> <p>He has also served as the Nominee Director on behalf of PNB on the Board of PNB Housing Finance Limited &amp; ISARC (India SME Asset Reconstruction Company Limited).</p>	<p>Throughout her career, Smt. Mousumi Majumder has been recognized and awarded multiple times for her achievements as a team leader. She received awards from the MD &amp; CEO club in 2014 and 2022. She has also undergone extensive training from reputable institutions such as CAFRAL (Centre for Advanced Financial Research and Learning), IRDBT Hyderabad (Institute for Development and Research in Banking Technology), and Banker's Quotient Academy.</p>	<p>India Assurance including additional charge at NABARD</p> <p>* He was Chief Financial Officer (CFO) at Bank of India (BOI), responsible for accurate disclosures to SEBI and RBI. Further, conducting Analysts and press meets with respect to guidance and strategy of the bank.</p> <p>* He has 5 years of experience as a member faculty at the BOI staff training college, Delhi. Areas of specialization were HR and Soft skill training, Leadership, Fraud Control, International</p>		<p>working in Administrative offices like Circle Office and Head Office of the Bank. He is having hands on professional knowledge and experience from Desk Officer to Senior Executive in Forex and Integrated Treasury functions. He is well versed in areas such as: Dealing in Foreign Currency and Precious Metals, Derivatives, Correspondent Banking, Trade Finance, Remittances, Non-Resident accounts, maintenance of Nostro/ Vostro A/c.</p>
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			She is been identified by Banking Board of Bureau, for the Leadership Development Programme for Senior Management of Public Sector Banks in 2021-22. In addition to her banking responsibilities, she is actively involved with various NGOs that focus on the welfare of stray animals, showcasing her commitment to social causes.	banking including FEMA Regulation, Credit risk management.		He is an avid follower of tennis and cricket.
No. of Equity shares held in the Company on behalf of PNB	Nil	Nil	Nil	Nil	Nil	Nil
	Nominee Director (Director liable to retire by rotation)	Nominee Director (Director liable to retire by rotation)	Nominee Director (Director liable to retire by rotation)	Independent Director Re-appointment for the period of	Independent Director Re-appointment for the period of	Managing Director & CEO (Director liable to retire by rotation)

				three years (Director not liable to retire by rotation)	three years (Director not liable to retire by rotation)	
Relationship with any other Director inter-se and KMPs of the Company	None	None	None	None	None	None

**Place: New Delhi**

**Date: 09.09.2023**

**By Order of the Board of Directors  
For PNB Investment Services Limited**

**Sd/-**

**Isha Goel  
Company Secretary  
(ACS: 46828)**

**Form No. MGT-11**  
**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN:

Name of the company: PNB INVESTMENT SERVICES LIMITED

Registered office: NEW DELHI

Name of the member (s) : Registered address : E-mail Id : Folio No/ Client Id : DP ID:
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I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....

Address :

E-mail Id :

Signature :....., or failing him

2. Name : .....

Address:

E-mail Id :

Signature:.....,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the .....Annual general meeting/ Extraordinary general meeting of the company, to be held on the

..... day of..... At..... a.m. / p.m. at..... (Place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix REVENUE STAMP
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ROUTE MAP TO THE VENUE OF THE 14 ANNUAL GENERAL MEETING ON SATURDAY,  
16<sup>TH</sup> SEPTEMBER, 2023 AT 1.30 P.M.**

