



(A wholly owned subsidiary of Punjab National Bank)

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

NOTICE OF SECOND (3rd) EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the third Extraordinary General Meeting of the members of PNB Investment Services Limited will be held on 20th January, 2022 at 1:00 p.m. through video conference facility to transact the following business:

Special Business

1. **To adopt new set of Articles of Association of the Company as per the Companies Act, 2013**

To alter the Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013 and in this regard to consider and, if thought to pass with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 including any statutory modification(s) or reenactment(s) thereof for the time being in force, consent of the members of the Company, be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Managing Director & CEO/Chief Operating Officer cum 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.”

2. **Confirmation of appointment of Sh. Sanjay Koolwal, (DIN- 09307351), as Nominee Director 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. Sanjay Koolwal, (DIN- 09307351), who was appointed as Additional Director of the company in the Board meeting held on 17.12.2021 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/Chief Operating Officer cum 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: 18.01.2022

**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 11.00 a.m. and 1.00 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 Directors 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 special business under item No. 5 & 6. 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, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, 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. 1

The Members may consider and approve the alteration of the Article of Association of the Company, in order to align it with the requirement of the Provision of the Companies Act, 2013. The new set of Articles of Association of the Company may be adopted in the manner and to the extent as hereunder:

- (i) The existing regulations, as contained in the Articles of Association of the Company, be deleted; and
- (ii) The new set of Articles of Association of the Company, be approved and adopted as the new set of Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members of the company.

None of the Promoters /Directors of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No.2

Sh. Sanjay Koolwal, (DIN- 09307351) was appointed as Additional Director of the Company by the Board of Directors in its meeting held on 17.12.2021 under Section 161(1) of the Companies Act, 2013 and holds Office upto the date of this General Meeting of the Company.

A brief profile of Sh. Sanjay Koolwal 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.

The Board considers that continued association of Sh. Sanjay Koolwal be of immense benefit to the Company and it is desirable to continue to avail his services as a director.

Therefore, the Board recommends the resolution set out at Item no.2 in relation to appointment of Sh. Sanjay Koolwal as the Nominee Director (Non-Executive) of the Company, for the approval by the members of the Company.

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

Annexure

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

Name of Director	Sh. Sanjay Koolwal
Date of Birth	03.07.1963
Qualification	Master's Degree in Agriculture and is a Certified Associate of Indian Institute of Bankers (CAIIB)
Expertise in specific functional areas	Shri Sanjay Koolwal has joined E-UNI on 06.04.1987 as Management Trainee. He held various positions in bank in branches, regional offices staff training college and head office. He has worked in Large Corporate Branch for 4 years. Presently, he is General Manager - Corporate Credit at Head Office and having more than 34 years of rich banking experience.
No. Of Equity shares held in the Company	Nil
Terms & conditions of reappointment	Nominee Director (Director retire by rotation)
Relationship with any other Director and KMPs of the Company	None

Place: New Delhi

Date: 18.01.2022

**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:

Registered office:

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 theAnnual 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

Affix REVENUE STAMP

Signature of Proxy holder(s)

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.