



(A wholly owned subsidiary of Punjab National Bank)

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

NOTICE OF FOURTH (4th) EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the fourth Extraordinary General Meeting of the members of PNB Investment Services Limited will be held on 22nd February, 2022 at 1:45 p.m. at Punjab National Bank, Sector 10, Dwarka, New Delhi to transact the following business:

Special Business

1. **Confirmation of appointment of Dr. Rajesh Kumar Yaduvanshi, (DIN- 07206654), 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), Dr. Rajesh Kumar Yaduvanshi, (DIN- 07206654) who was appointed as Nominee Director of the company by the Board through circulation on 05.02.2022 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 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. Taufique Alam, (DIN- 09509383), 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. Taufique Alam, (DIN: 09509383) 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 _____ or until further orders by the bank whichever is earlier.

RESOLVED FURTHER THAT the remuneration payable to Sh. Taufique Alam shall be as applicable to his scale in Punjab National Bank. He will further be entitled to all other perquisites as payable to Scale VI Official 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. He shall not be entitled to the sitting fees for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT Director/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: 18.02.2022

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



A handwritten signature in black ink, appearing to read "Isha Goel".

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

Salary Slip

Empl ID 1304951 TAUFIQUE ALAM

Calendar ID 22JANPNB

Earning Details

	Element Name	Calculated Amount	Adjusted Amount
1	Base Salary	116,120.00	0.00
2	City Compensatory Allowance	1,400.00	0.00
3	Dearness Allowance	36,051.95	0.00
4	Learning Allowance	782.28	0.00
5	Professional Qualification Pay	2,550.00	0.00
6	Sp. Allowance(D.A)	30,279.00	0.00

Deduction Details

	Element Name	Calculated Amount	Adjusted Amount
1	Car Recovery	200.00	0.00
2	Festival Loan	10,000.00	0.00
3	Furniture Recovery	104.24	0.00
4	House Rent recovery	521.20	0.00
5	Housing Loan EMI 1	29,880.00	0.00
6	Housing Loan EMI 2	14,198.00	0.00
7	Provident Fund	15,472.19	0.00
8	Salary Advance Covid	14,500.00	0.00
9	TDS	34,020.00	0.00
10	Vehicle Loan EMI 1	4,357.00	0.00
11	Welfare Society Subscription	100.00	0.00

GROSS	187,183.23
NET	63,830.60

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 any body 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. 1 & 2. 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

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 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 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.

The Board considers that continued association of Dr. Rajesh Kumar Yaduvanshi 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.1 in relation to confirmation of Dr. Rajesh Kumar Yaduvanshi 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 Dr. Rajesh Kumar Yaduvanshi may be deemed to be concerned or interested in the said resolution.

Item No. 2

Sh. Taufique Alam (DIN: 09509383) was appointed as an Additional Director of the company by the Board of Directors 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 has also received a letter dated 16.02.2022 from Punjab National Bank informing that authorities of the Bank have decided to appoint Sh. Taufique Alam, Dy. General Manager, PNB as Managing Director & CEO of PNB Investment Services Ltd. on deputation basis. A brief profile of Sh. Taufique Alam is provided in the "Annexure".

The elevation of Sh. Taufique Alam, (DIN: 09509383) 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. Taufique Alam by taking him on the Board.

It is proposed to seek Members' approval for the appointment of Sh. Taufique Alam as a Managing Director & CEO of the Company at a remuneration payable to him as applicable to his scale VI in Punjab National Bank. He will be further entitled to other perquisites as payable to Scale VI Official 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. Taufique Alam may be deemed to be concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 2 for the approval of Members.

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

Name of Director	Dr. Rajesh Kumar Yaduvanshi	Sh. Taufique Alam
Date of Birth	23.06.1961	01.03.1979
Qualification	B.Sc, M.Sc, Doctorate of Philosophy, IARI and is a Certified Associate of Indian Institute of Bankers (CAIIB)	PG (Statistics), PGDBA (Finance), EDP(IIMB)
Expertise in specific functional areas	Career banker with over 35 years of experience in branches/administrative offices besides heading Jalandhar Circle & Delhi Zone of PNB and going on to serve as the Executive Director of Dena Bank & Punjab National Bank while handling important portfolios such as Credit, HR, Finance, Marketing, NPAs, Bancassurance, etc.	<p>Sh. Taufique Alam has a rich banking experience of over 19 years and carries skill and competencies related to varied Field and Administrative offices. He has joined e-OBC (Amalgamated with PNB wef 01/04/2020) as Chief Manager (Forex) in 20/10/2010, after working for 8 years in Andhra Bank. He has worked in Trade Finance, Domestic & Forex Treasury in Dealing room, Back Office & Mid Office in Treasury, International Banking Division, Corporate Credit & MSME. He has also worked as Circle Head of Varanasi and Bhubaneswar Circles.</p> <p>Sh.Taufique Alam was posted as Deputy General Manager of Punjab National Bank, Corporate Office in MSME & Mid-Corporate Division. He is a Post Graduate in Statistics, PGDBA (Finance), Diploma in Treasury & Risk Management, Certified Credit Officer Course, SME Finance for Bankers, Certificate in Trade Finance and is a Certified Associate from Indian Institute of Bankers (CAIIB). He has attended various domestic and overseas training/ workshops including Executive Development Programme by BQA, Certificate Programme in IT & Cyber Security by IDRBT, Hyderabad, Leadership Development Programme by CAFERAL, Bourse</p>

		Game including Dealing from NIBM etc. He was also part of Second Batch of Senior Officials selected by BBB for Leadership Development Programme of IIM Bangalore & Egon Zehnder.
No. Of Equity shares held in the Company	Nil	Nil
Terms & conditions of reappointment	Nominee Director (Director liable to retire by rotation)	Managing Director & CEO
Relationship with any other Director and KMPs of the Company	None	None

Place: New Delhi

Date: 18.02.2022

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



Isha Goel

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:
--

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.