

130th

ANNUAL REPORT

2024-2025

PNB FINANCE AND INDUSTRIES LIMITED

Contents

Notice of the Meeting	2-9
Board's Report	10-22
Corporate Governance Report	23-36
Management Discussion and Analysis Report	37-38
Report Pursuant to NBFC Auditor's Report	39
Auditor's Report	40-48
Balance Sheet	49
Statement of Profit & Loss	50
Cash Flow Statement	51-52
Statement of Changes in Equity	53
Notes to Financial Statements	54-89
CONSOLIDATED ACCOUNTS	
Auditor's Report	90-95
Consolidated Balance Sheet	96
Consolidated Statement of Profit & Loss	97-98
Consolidated Cash Flow Statement	99-100
Consolidated Statement of Changes in Equity	101
Consolidated Notes to Financial Statements	102-126

BOARD OF DIRECTORS

RAKESH DHAMANI

INDEPENDENT DIRECTOR

SAUMYA AGARWAL

INDEPENDENT DIRECTOR

VICTOR ALAN CARVALHO

*INDEPENDENT DIRECTOR
(W.E.F. MAY 28, 2024)*

COMPANY SECRETARY

SHWETA SAXENA

CHIEF FINANCIAL OFFICER

VIVEKA NAND JHA

MANAGER

TARUN VERMA

AUDITORS

TANUJ GARG & ASSOCIATES

Chartered Accountants

Noida, Gautam Buddha Nagar,
Uttar Pradesh- 201301

REGISTRAR & SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES (P) LTD.

D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020

Tel : +91-11- 26812682/83

E-mail : admin@skylinerta.com

REGISTERED OFFICE

CIN: L65929DL1947PLC001240

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

Tel : +91-7303495375

E-mail : pnbfinanceindustries@gmail.com

Website: www.pnbfinanceandindustries.com

NOTICE

NOTICE is hereby given that the 130th Annual General Meeting (AGM) of the members of PNB Finance and Industries Limited (the 'Company') will be held on Wednesday, July 09, 2025 at 10:30 A.M. IST through Video Conference (VC) to transact the following businesses:

Ordinary business:

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, 2025 together with the Reports of the Board of Directors ('the Board') and Auditors thereon.

Special business:

2. Appointment of M/s. Balraj Sharma & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force consent of the members be and is hereby accorded for the appointment of M/s Balraj Sharma & Associates, Practicing Company Secretaries, (peer review certificate number is 6262/2024) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025–26 to 2029–30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby authorized to fix the annual remuneration payable to them during their tenure as the Secretarial Auditors of the Company, in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and Ms. Shweta Saxena, Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary,

desirable and expedient to give effect to this resolution."

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

Shweta Saxena
Company Secretary
Membership No.: A18585

Place: New Delhi
Date: May 29, 2025

Registered Office:
1st Floor, Express Building, 9-10,
Bahadur Shah Zafar Marg, New Delhi-110002
CIN: L65929DL1947PLC001240 Tel: +91-7303495375
Website: www.pnbfinanceandindustries.com
Email: pnbfinanceindustries@gmail.com

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 9/2024 dated September 19, 2024, has permitted companies to convene their AGMs through VC or Other Audio-Visual Means (OAVM) up to September 30, 2025, without requiring the physical presence of members at a common venue. Similarly, the Securities and Exchange Board of India (SEBI), vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, has extended the relaxation granted to listed entities with respect to the dispatch of the annual report.

In compliance with the aforementioned circulars, the Company is convening its 130th AGM through VC. The Notice of AGM, along with the Annual Report for the financial year 2024–25, is being sent electronically to the Members whose email addresses are registered with the Company or their respective depository participants.

The registered office of the Company shall be deemed to be the venue of the AGM.

Members who have not registered their email addresses, are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to Skyline Financial Services Private Limited (Registrar and Transfer Agent (RTA of the Company), D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone: 011-26812682/83, Email: parveen@skylinerta.com.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.pnbfinanceandindustries.com and on the

website of NSDL <https://www.evoting.nsdl.com>.

Detailed instructions with respect to participation in the AGM through VC are provided in **Annexure A** to this notice; Members are requested to read the notes carefully to understand the procedural requirement to attend the AGM through VC.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out the material details relating to the Special Business under item no. 2 of the Notice, is also annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from July 03, 2025 to July 09, 2025 (both days inclusive). The cut-off date for determining the members who are entitled to vote through remote e-voting or voting at the meeting through VC is July 02, 2025.
4. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from December 13, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc. to the Company through email at pnbfinanceindustries@gmail.com authorizing their representative to attend the AGM through VC on their behalf and to vote through remote e-voting.

Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email address mentioning their name, DP ID, Client ID/folio number, mobile number along with a copy of self-attested PAN at pnbfinanceindustries@gmail.com from June 30, 2025 (9:00 a.m. IST) to July 04, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM and may have to allow camera access during the AGM if asked by the Company. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members, who have not registered themselves as speaker shareholder and wish to raise queries can post their questions in chat box option during AGM and the same will be answered by the Company within 7 days from the date of AGM through email at the registered email address of the member.

7. For ease of conduct, members who would like to ask questions/ express their views on the items of the businesses to be transacted or require information about financial statements can send in their questions/ comments in advance by sending an email at pnbfinanceindustries@gmail.com on or before July 02, 2025 mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which directors are interested will be available for inspection in electronic mode for the Members. Members who wish to inspect the documents are requested to send an email to pnbfinanceindustries@gmail.com mentioning their name, folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants ("DPs")
 - b. **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

11. Pursuant to the provisions of Section 124 of the Act and Investor Education Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven (7) years. Further, according to the Rules, the shares on which dividend has been unclaimed by the Members for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. In terms of above provisions, such amount of unclaimed dividend and shares pertaining to financial year 2017-18 is due for transfer to the IEPF on November 02, 2025.

Individual notices to respective Members will be sent at their latest addresses available in the Company records, as per the timelines prescribed under IEPF Rules, *inter alia*, providing the details of shares liable to be transferred to IEPF for taking appropriate action.

The Company will upload details of such shares due for transfer to IEPF on its website www.pnbfinanceandindustries.com.

In case the Members have any queries with respect to subject matter and IEPF Rules, they may send their queries to the Company at mail id: pnbfinanceindustries@gmail.com or can contact Skyline Financial Services Private Limited (Registrar and Transfer Agent), D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone: 011-26812682/83, Email: admin@skylinerta.com.

Members may note that shares as well as unclaimed dividend transferred to IEPF authority can be claimed. Concerned members are advised to visit the weblink: <http://www.iepf.gov.in/> and/or Company's website: www.pnbfinanceandindustries.com for the procedure to claim the shares and dividend thereon.

12. In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical

form. Members can contact the Company or RTA, for assistance in this regard.

Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.pnbfinanceandindustries.com/investor-communications.html>.

It may be noted that any service request can be processed only after the folio is KYC compliant.

13. In terms of Section 72 of the Act, the Members can exercise their right to nominate any person in whom the securities held by such Member shall vest in the event of the death of such Member. Members who have not yet registered their nomination are requested to submit the required form (Form no. SH13) to their DP in case shares are held in demat form and to RTA in case shares are held in physical form. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.pnbfinanceandindustries.com.

14. Members may note that the Company has followed all the guidelines and procedure as required under the MCA and SEBI circulars as stated above and duly complied with the regulatory framework.

Explanatory statement pursuant to Section 102(1) of the Act

Item No. 2

The SEBI, vide its Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024, has amended Regulation 24A of the Listing Regulations. The said amendment came into effect from April 1, 2025.

As per the said amendment, it is now mandatory for listed entities to appoint a Peer Reviewed Company Secretary or a firm of Company Secretaries in Practice holding a valid peer review certificate issued by the Institute of Company Secretaries of India (ICSI) as the Secretarial Auditor of the Company. Furthermore, such appointment must be approved by the shareholders at a duly convened AGM of the Company.

In compliance with the revised regulatory requirements and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on May 29, 2025, approved the appointment of M/s. Balraj Sharma & Associates, Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025–26 to 2029–30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report and the said appointment is subject to the shareholders' approval at the AGM.

Proposed fees- INR 25,000/- (Rupees Twenty Five Thousand Only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between / determined by the Board of Directors (as per the recommendations of the Audit Committee) in consultaion with the Secretarial Auditor. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be agreed between / determined by the Board of Directors (as per the recommendations of the Audit Committee) in consultation with the Secretarial Auditor.

No material change in the fees of proposed auditor.

M/s Balraj Sharma & Associates is a well-established firm of Company Secretaries in India with over 40 years of experience in corporate legal and secretarial services. The firm offers a wide range of professional services under one roof, catering to diverse business needs.

With a team of experienced and dedicated professionals, they specialize in corporate compliance, company law advisory, business setup, secretarial audits, and legal documentation. The firm is also adept at handling corporate restructuring and represents clients before regulatory authorities like SEBI, MCA, NCLT, and ROC.

They are known for delivering reliable, timely, and cost-effective solutions to a wide spectrum of clients including companies, LLPs, NGOs, and trusts.

M/s. Balraj Sharma & Associates have provided their consent to act as the Secretarial Auditors of the Company and have confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the Listing Regulations. Accordingly, the consent of the shareholders is sought for their appointment of as the Secretarial Auditors of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any manner, financially or otherwise, concerned or interested in the proposed resolution.

The Board of Directors recommends the resolution set forth in **Item No. 2** of the accompanying Notice for the approval of the members of the Company as an **Ordinary Resolution**.

Annexure-A

Notes on attending AGM through VC, Remote E Voting and Voting at AGM

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, July 05, 2025 at 09:00 A.M. and ends on Tuesday, July 08, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 02, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 02, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](https://eservices.nsdl.com).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
gb) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134055 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “[Physical User Reset Password?](#)”(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN 134055” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to balrajsharma@nsdl.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to pnbfinanceindustries@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pnbfinanceindustries@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC” placed under “**Join meeting**” menu against company name. You are requested to click on VC link placed under Join Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

BOARD'S REPORT

Dear Members,

Your directors feel immense pleasure in presenting the 130th Annual Report of PNB Finance and Industries Limited ("the Company") together with financial statements (standalone and consolidated) and auditors' report thereon for the financial year ended March 31, 2025.

Financial performance/State of Company affairs

The standalone and consolidated financial statements for the financial year ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs (MCA) and Master Directions of Reserve Bank of India (RBI).

The performance figures of the Company during the year under review and those reported for the corresponding previous year are as under:

(₹ in Lakhs)

Particulars	Standalone results		Consolidated results	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Total income	1,012.00	939.16	1,051.50	1,158.25
Total expenditure	164.03	290.15	167.54	294.00
Exceptional items	-	-	-	-
Profit/(loss) before tax	847.97	649.01	883.96	864.25
Less: Current tax	158.96	107.73	168.72	143.22
Deferred tax charge/ (credit)	0.13	(1.14)	0.13	(0.81)
Earlier year tax provision (net)	-	0.16	-	0.16
Profit/(loss) after tax	688.88	542.26	715.81	721.68

During the year under review, your Company has not carried on any business activity. It has only invested its surplus funds in debt/equity mutual funds, including alternative investment funds, NCDs and equity shares of listed or non-listed companies.

For the financial year 2024-25, the consolidated profit after tax is ₹ 715.81 lakhs and standalone profit after tax is ₹ 688.88 lakhs.

Material changes and commitments affecting the financial position between the end of the financial year and date of this report

There were no material changes and commitments affecting the financial position between the end of the financial year and date of this report.

Alteration of Articles of Association (AOA) & Memorandum of Association (MOA)

The shareholders of the Company have unanimously approved alteration in Memorandum of Association (MOA) and Articles of Association (AOA) and adopted a new set of MOA & AOA of the Company at the 129th Annual General Meeting of the Company held on July 10, 2024 to align the objects clause of MOA with the current investment activities of the Company and also to bring MOA & AOA in conformity with the existing provisions of Companies Act, 2013.

The amended MOA & AOA are available on the website of the Company i.e. www.pnbfinanceandindustries.com.

Dividend

Your Directors do not recommend dividend for the year under review.

Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 of the Companies Act, 2013 ("Act") and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has been unpaid or unclaimed by the Members for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. Accordingly, the Company has transferred the unclaimed dividend of ₹ 50,014.00 and 1598 shares pertaining to financial year 2016-17 to IEPF during the financial year 2024-25. The details are also available on the Company's website at www.pnbfinanceandindustries.com.

Reserves

The Board proposes to carry a sum of ₹ 20.00 lakh to general reserves of the Company and ₹ 145.73 lakh to special reserve pursuant to Section 45-IC of the Reserve Bank of India Act, 1934.

Public deposits

During the year under review, the Company has not accepted any public deposits and the Board has also passed the necessary resolution for non-acceptance of any public deposits during the financial year 2025-26.

Directors and Key Managerial Personnel (KMP)

A. Change in directors during the year

In accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following changes

occurred in the composition of the Board of Directors during the financial year under review:

Appointment: Pursuant to the approval of shareholders through a Special Resolution passed at the AGM held on July 10, 2024, Mr. Victor Alan Carvalho (DIN: 08201039) was appointed as an Independent Director of the Company for a fixed term of five (5) consecutive years commencing from May 28, 2024 and ending on May 27, 2029. Mr. Carvalho is not liable to retire by rotation during his tenure in accordance with the provisions of Section 149(10) read with Section 152 of the Act.

Cessation on completion of tenure

Mr. Ashish Verma & Mr. Govind Swarup ceased to be the Independent Directors of the Company upon completion of their 2nd term with effect from August 01, 2024 and February 05, 2025 respectively.

The Board of Directors placed on record its deep appreciation for the insightful contributions and valuable guidance provided by both Mr. Verma and Mr. Swarup during their tenure as Directors of the Company.

Resignation: Ms. Shweta Saxena, Company Secretary, who was serving as a Whole-Time Director (WTD), tendered her resignation from the position of the Director with effect from August 28, 2024. It is pertinent to note that she continues to serve as the Company Secretary of the Company and remains classified as a Key Managerial Personnel (KMP) under Section 203 of the Act.

The Board acknowledges and appreciates her continued service and the strategic guidance she rendered during her tenure as a WTD.

Current Composition of the Board: As on the date of this Report, the Board comprises of the following three (3) Non-Executive Independent Directors:

- Mr. Rakesh Dhamani
- Mr. Victor Alan Carvalho
- Ms. Saumya Agarwal

This composition complies with the requirements prescribed under Section 149(4) of the Act and Regulation 17 of the Listing Regulations, which mandate the presence of at least one-third Independent Directors on the Board of listed entities.

Furthermore, during the year under review, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company, other

than the receipt of sitting fees for attending meetings of the Board and its Committees, as permissible under Section 197 of the Act.

B. Change in KMP during the year

Pursuant to the provisions of Section 203 of the Act read with the Rules, made thereunder the following officials were designated a KMP of the Company as on March 31, 2025:

1. Ms. Shweta Saxena, Company Secretary
2. Mr. Viveka Nand Jha, Chief Financial Officer
3. Mr. Tarun Verma, Manager

There was no change in the KMP during the year, except for the cessation of Ms. Shweta Saxena as WTD.

Performance evaluation of the Board, its committees and directors

The Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including independent directors) which includes criteria for performance evaluation of Non-executive Directors and Executive Directors. In accordance with the manner of evaluation, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors. The independent directors carried out annual performance evaluation of the directors and the Board as a whole. The performance of the Board, individual directors and the committees on the basis of the criteria as set out has been found good.

Declaration by independent director(s)

Pursuant to Section 149 (7) of the Act, all independent directors had given declaration and necessary confirmation of eligibility under Section 149(6) of the Act.

Mr. Victor Alan Carvalho, Non-Executive Independent Director of the Company, has not yet appeared for the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs (IICA) as mandated under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has been informed that he will take the test within the prescribed timeline as provided under the applicable rules.

In terms of Regulation 25(8) of SEBI Listing Regulations, the independent directors have confirmed their eligibility as per Regulation 16(1)(b) of Listing Regulations and that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The independent directors have also confirmed compliance with the provisions of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, relating to inclusion of their name in the databank of independent directors.

Further, the Board has ensured the veracity of the disclosures and opines that there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

Number of meetings of the Board

During the year under review, twelve (12) meetings of the Board and one independent directors' meeting were duly convened and held. The gap between any two meetings of the Board did not exceed 120 days. The meetings of the Board are scheduled at regular intervals to discuss and decide on matters of significance. The Notice of the meetings and agenda thereof is circulated in advance, to ensure proper planning and effective participation. In certain exigencies, decisions of the Board are also accorded through circulation. The directors of the Company are given the facility to attend the meetings through video conferencing subject to compliance with the specific requirements under the Act.

For details, please refer to the corporate governance report, which forms part of this Board report.

Familiarization program for independent directors

All new independent directors are inducted into the Board familiarization program. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic information is provided to the Board and Committees on business and performance updates of the Company, business strategy and risks involved. Updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are regularly provided to the Directors. Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his role, function, duties and responsibilities. The formal letter of appointment and familiarization program for independent directors are available on our website at www.pnbfinanceandindustries.com.

Company's policy on Directors' appointment and remuneration

Salient features of Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence

of a director and other matters provided under section 178 (3) of the Act forms part of the corporate governance report annexed to this Board report and the policy is available on the website of the Company viz. www.pnbfinanceandindustries.com.

Committees of the Board

In compliance with various requirements of the Act and Listing Regulations, your Board has constituted various board committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

Detail of the constitution of these committees, which are in accordance with regulatory requirements, is available on the website of the Company viz. www.pnbfinanceandindustries.com. Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of committee members therein form part of the corporate governance report annexed to this Board report.

The Company has also complied with the additional committee requirements prescribed under various directions issued by the RBI, as applicable to Non-Banking Financial Companies (NBFCs), and accordingly constituted the following committees:

Risk Management Committee (RMC) - The Company has constituted a RMC to monitor and mitigate various financial and operational risks.

Special Committee of the Board for Monitoring and Follow-up of Cases of Frauds (SCBMF)- The Company has constituted a Special Committee of the Board to monitor and follow up on instances of fraud, including timely detection, investigation progress, and reporting to regulators, as per the prescribed framework.

Subsidiaries

As on March 31, 2025, the Company has two wholly owned subsidiaries, Punjab Mercantile and Traders Limited and Esoterica Services Limited.

Esoterica Services Limited is a material unlisted subsidiary as per Regulation 16(c) of Listing Regulations. The Company has formulated a policy for determining 'Material' subsidiaries as approved by the Board and is available on the Company's website: www.pnbfinanceandindustries.com.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached as **Annexure-I** to this Board report.

Further, pursuant to the provisions of Section 136 of the Act, and Regulations 46 of the Listing Regulations, the financial statements of the Company, consolidated financial statements along with relevant documents and audited financial statements in respect of subsidiaries, are available on the website of the Company at www.pnbfinanceandindustries.com.

Management discussion and analysis report

In accordance with Regulation 34 of Listing Regulations, the Management Discussion and Analysis Report forms part of this Board Report.

Risk assessment & minimization policy

Your Company has in place the process to identify and assess business risks and opportunities in the form of a Risk Assessment & Minimisation Policy.

The main objective of this policy is to ensure safety of principal, high degree of liquidity while maximizing yield. Liquidity and preservation of capital are of paramount considerations. Yield is important but secondary to these objects.

In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management, in order to guide decisions on risk related issues.

As a matter of policy, the risks are assessed and steps as appropriate are taken to mitigate the same.

Annual return

Pursuant to the provisions of Section 134(3)(a) and 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company as at March 31, 2025 is available on Company's website: www.pnbfinanceandindustries.com

Auditors

a) Statutory auditors

The Company had appointed M/s Tanuj Garg & Associates, Chartered Accountants (Firm Registration No. 013843C) as the auditors of the Company on July 12, 2023 to hold office for a term of three (3) years from the conclusion of 128th AGM till the conclusion of 131st AGM of the Company.

Further, the auditor's report issued by M/s Tanuj Garg & Associates for the financial year 2024-25 does not contain any qualification, reservation or adverse remark and the notes to accounts read with the auditor's report are self-explanatory and therefore, do not call for any further comments or explanations.

b) Secretarial auditors

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of Listing Regulations the Company had appointed M/s. Balraj Sharma & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company and its material subsidiary, Esoterica Services Limited, for the financial year 2024-25.

The Secretarial Audit Report confirms that there were no qualifications, reservations, or adverse remarks. The Secretarial Audit Report of the Company is annexed to this Report as **Annexure II**.

In accordance with Regulation 24A of the Listing Regulations, the Company has also obtained the annual secretarial compliance report from M/s. Balraj Sharma & Associates, Company Secretary in practice.

The Securities and Exchange Board of India ("SEBI"), vide its Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024, amended Regulation 24A of the Listing Regulations, which has come into effect from April 1, 2025. Under the amended regulation, it is mandatory for listed entities to appoint a Peer Reviewed Company Secretary or a firm of Company Secretaries in practice holding a valid peer review certificate issued by the Institute of Company Secretaries of India (ICSI) as the Secretarial Auditor of the Company. Additionally, such appointment is required to be approved by the shareholders at a duly convened AGM.

In compliance with the aforesaid regulatory requirements, and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 29, 2025, approved the appointment of M/s. Balraj Sharma & Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company for the financial year 2025-26.

It is proposed to appoint M/s. Balraj Sharma & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from FY 2025-26 to FY 2029-30, subject to the approval of the shareholders at this AGM.

c) Internal auditors

M/s Awatar & Co., Chartered Accountants (FRN: 000726N) has conducted the internal audit of the

Company for the FY 2024-25 as an internal auditor of the Company and their report has been reviewed by the audit committee.

During the year under review, the auditors of the Company had not reported any instances of offence involving fraud committed against the Company under Section 143(12) of the Act.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Provisions relating to disclosure of particulars with respect to conservation of energy are not applicable on the Company and it has no information to be published regarding technology absorption. The Company has not carried on, during the period under report, any activity relating to exports and has not used or earned any foreign exchange.

Internal financial controls

The Company has an adequate system of internal financial controls commensurate with its size, scale and complexity of operations with reference to its financial statements to safeguard and protect from loss, unauthorized use or disposition of its assets.

The Company is following all the applicable accounting standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

The Board is of the opinion that internal financial controls with reference to the financial statements were tested and reported adequate and operating effectively.

Corporate social responsibility (CSR)

The provisions pertaining to corporate social responsibility as prescribed under the Act are applicable to the Company. The CSR policy may be accessed on the Company's website: www.pnbfinanceandindustries.com.

Total CSR obligation of the Company for the financial year 2024-25 was ₹ 8.83 Lakhs and Company has contributed the same to the Times Foundation in the month of February 2025. Times Foundation has utilized the entire amount of contribution towards furtherance of education.

Times Foundation is a registered society established vide Registration no. S/37742 dated 25.08.2000 under the Societies Registration Act, 1860. The Society has been set up to carry on the objects as also allowed as CSR activity in Schedule VII of the Act.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure III** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Corporate governance

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India. The Company has also implemented several best corporate governance practices as prevalent globally.

The report on corporate governance as stipulated under Schedule V of Listing Regulations, forms part of this Board report as **Annexure- IV**. The requisite certificate from M/s Balraj Sharma & Associates, Company Secretaries confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Schedule V, is attached to this Board report.

Particulars of employees

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is given below.

Further, sitting fees paid to the directors during the year has been mentioned in the corporate governance report. Number of permanent employees in the Company are 3 as on March 31, 2025.

None of the employees draws remuneration in excess of the limits set out in the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in the median remuneration of employees in the financial year 2024-25 is 1.27%.

The remuneration paid to all KMPs was in accordance with the remuneration policy adopted by the Company. None of the employees holds equity shares of the Company and no employee is a relative of director or manager of the Company.

Name of the top 10 employees in terms of remuneration drawn during the financial year 2024-25.

S. no.	Name of the employee & age (in years)	Designation and nature of employment	Remuneration received in financial year 2024-25 (₹ in lakh)	Educational qualifications	Experience (in years)	Date of Commencement of employment	Previous employment	% increase in remuneration in the financial year 2024-25
1.	Shweta Saxena Age: 44	Designation: Company Secretary Nature: Permanent	36.66	B.Com(H), ACS, LLB, PGDBA (Finance)	20	July 28, 2008	Uniproducs India Limited	11.00%
2.	Viveka Nand Jha Age: 46	Designation: CFO Nature: Permanent	33.94	B.Com(H), LLB, PGDBA (Finance)	22	July 27, 2009	Jubilant Industries Limited	*13.00%
3.	Tarun Verma Age: 38	Designation: Manager Nature: Permanent	4.78	B.A	12	June 01, 2023	Sahu Jain Limited	**11.96%

*Remuneration for the current financial year excludes deferred retention bonus for 6.00 lakh.

**for calculation of % increase previous year no. has been annualized

Vigil / whistle blower mechanism

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the Company has adopted a vigil mechanism policy. This policy available on Company's website: www.pnbfinanceandindustries.com

Related party transactions

There were no contracts or arrangements entered by the Company in accordance with provisions of Section 188 of the Act. Further, in terms of Ind AS 24 related party disclosure including remuneration paid to KMP's and sitting fees paid to directors is disclosed in the note no. 26 to the financial statements of the Company.

The policy on related party transactions is available on Company's website: www.pnbfinanceandindustries.com

Particulars of loans, guarantees and investment

The Company, being a NBFC registered with the RBI is engaged in the business of investments is exempt from complying with the provisions of Section 186 of the Act with respect to investments. However, the details of the investment made by the Company are disclosed in the note no. 3.

Further, the Company has not given any loans & guarantees during the financial year ended March 31, 2025.

Cost records

The requirement of maintenance of cost records under Section 148(1) of the Act are not applicable on the Company.

Regulatory orders

There are no significant/material orders passed during the year under review by the regulators/courts which would impact the going concern status of the Company and its future operations.

The sexual harassment of women at workplace (prevention, prohibition and redressal) Act, 2013

Since the Company has number of employees less than ten, it is not required to form committee for the redressal of complaints under the said Act.

Insolvency and Bankruptcy Code, 2016

There are no proceedings pending under Insolvency and Bankruptcy Code, 2016.

Directors' responsibility statement

Pursuant to Section 134(5) of the Act, the Board, to the best of its knowledge and ability, confirms that:

- in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2024-25 and of the profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory statement

Compliance with Listing Regulations and Regulatory Framework

Your Company has been consistent in maintaining high standards of corporate governance. It is regular in paying the annual listing fees to *The Calcutta Stock Exchange Limited*. The Company has diligently complied with all the applicable provisions of the Listing Regulations with the exchange.

Status as a Non-Banking Financial Company (NBFC)

Your Company continues to be registered as a NBFC with the RBI under Section 45-IA of the RBI Act, 1934.

As per RBI's 'Scale Based Regulations' (SBR), the Company shall be classified as NBFC- Base Layer (NBFC-BL) as the Company has no public deposits and no customer interface. Since the Company does not carry a Type-I* certificate, required for companies having no public deposits and no customer interface, RBI has classified the Company as NBFC - Middle Layer (NBFC-ML) due to its asset size. The Company has applied for Type-I certificate with the RBI and the application for the same is under process.

**Type I - NBFC-ND are companies which do not accept public funds/ do not intend to accept public funds in the future and do not have customer interface/ do not intend to have customer interface in the future as per press release dated June 17, 2016.*

The Company remains fully compliant with the regulatory framework applicable to NBFCs in the Middle Layer and will make all necessary disclosures upon any change in classification by the RBI.

Compliance with Secretarial Standards

The Company affirms its commitment to good governance practices and confirms compliance with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), namely:

- Secretarial Standard on Meetings of the Board of Directors (SS-1)
- Secretarial Standard on General Meetings (SS-2)

Green initiative

The Ministry of Corporate Affairs (MCA), vide its General Circular dated September 19, 2024, has allowed companies to conduct their AGMs through VC or Other Audio-Visual Means (OAVM) up to September 30, 2025, in view of continued emphasis on facilitating ease of corporate governance and ensuring participation of shareholders through electronic means.

Further, the SEBI, through its Circular dated October 03, 2024, has extended certain relaxations to listed entities, including dispensation from the requirement to dispatch hard copies of the annual report to shareholders for AGMs held through VC.

In accordance with the aforesaid MCA and SEBI circulars, the Company is convening its 130th AGM through VC. The detailed instructions for attending the AGM through VC are provided in the Notice of the AGM.

In compliance with the applicable regulatory provisions, electronic copies of the Annual Report for the financial year 2024-25, the Notice of the 130th AGM, and the instruction slip for attending the meeting and voting, will be sent to all Members whose e-mail addresses are registered with the Company or their respective Depository Participant(s).

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is providing remote e-voting facility to all its Members.

This will enable Members to cast their votes electronically on all resolutions set forth in the Notice of the AGM. The procedure and instructions for remote e-voting are also provided in the AGM Notice.

Acknowledgement

Your directors wish to place on record their sincere thanks to the bankers, the stakeholders and the employees for their continued support throughout.

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

Rakesh Dhamani
Director
DIN: 07065199

Saumya Agarwal
Director
DIN: 07517809

Place: New Delhi
Date: May 29, 2025

Form AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Part "A" Subsidiaries

(₹ in lakh)

S. No.	Particulars		
1	Name of subsidiary	Esoterica Services Ltd	Punjab Mercantile and Traders Ltd.
2	The date since when subsidiary was acquired	20-05-2006	21-06-1972
3	Reporting period of the subsidiary	From April 01, 2024 to March 31, 2025	From April 01, 2024 to March 31, 2025
4	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiary	N.A.	N.A.
5	Share capital	20.00	5.17
6	Reserves and surplus (Note 1)	1,14,788.79	23,650.94
7	Total assets	1,33,199.52	27,564.12
8	Total liabilities	18,390.73	3,908.01
9	Investments	1,32,776.50	27,552.53
10	Turnover	-	-
11	Profit/ (loss) before taxation	36.63	(0.62)
12	Provision for taxation	9.07	-
13	Profit/(loss) after taxation	27.56	(0.62)
14	Proposed dividend	Nil	Nil
15	Extent of shareholding (%)	100%	100%
	Note 1: "Other equity" amount has been furnished for "Reserve and Surplus".		
16	Names of subsidiaries which are yet to commence operations	NIL	
17	Name of subsidiary which have been liquidated or sold during the year ended on March 31, 2025.	NIL	

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants
Firm Regn. No. 013843C

Monika Garg

Partner
Membership No. 407038

For and on behalf of the Board of Directors

Saumya Agarwal

Director
DIN: 07517809

Rakesh Dhamani

Director
DIN: 07065199

Place: New Delhi

Date: May 29, 2025

Shweta Saxena

Company Secretary
M.No: A18585

Viveka Nand Jha

Chief Financial Officer
PAN - AEXPJ2176H

Form No. MR-3
Secretarial Audit Report
For the Financial Year ended 31st March, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,**PNB Finance and Industries Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good Corporate Practices by **PNB Finance and Industries Limited**, a company registered under the Companies Act, 1913 having its Registered Office at 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi -110002 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our examination and verification of the Company’s secretarial books, papers, minute books, forms and returns filed and other registers and records as maintained by the Company under Companies Act, 2013 and Securities Laws as applicable to the Company and also the information(s) and explanation(s) provided to us by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 has generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992(‘SEBI Act’):-
 - a. Securities and Exchange Board of India (LODR) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (v) Other laws applicable to the Company:-
 - a. Master Direction- Reserve Bank of India (Non -Banking Financial Company- Scale Based Regulation) Directions, 2023.
 - b. All other compliances related to NBFC applicable to the Company.

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange
- III. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the information(s) furnished and explanation(s) as provided by the Company, its officers, agents and authorized representatives, there were no other sector specific laws applicable to the Company or on its type of Industry except as mentioned above for the financial year ended March 31, 2025.

We further report that, we have checked the Compliance Management System of the Company on the basis of Compliance Certificates issued by the Company Secretary of the Company and the Chief Financial Officer of the Company so as to obtain

reasonable assurance about the adequacy of systems in place to ensure compliance of applicable Laws, Rules, Regulations and Guidelines and its verification was done on test check basis. However, I have not made a detailed examination of the said records. I believe that the audit evidence which have been obtained is sufficient and appropriate to provide a reasonable basis for my audit. In my opinion and to the best of my information and according to explanations given to me, I believe that there are adequate systems and processes in the Company commensurate with the size and operations of the Company and the nature of its business to monitor and ensure compliance of laws specifically applicable to the Company.

We, further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the period under review.

We further report that the compliance by the Company of applicable financial laws like Direct and Indirect Tax Laws has not been reviewed; since the same have been reviewed by Statutory Auditors and other designated professionals and we have relied upon the same.

Adequate notices were given to all the Directors to schedule the Board Meetings and its Committees Meetings. Although Notice along with Agenda and detailed notes on agenda were sent atleast seven days in advance but five (5) number of board meetings were held at a shorter notice after obtaining consent of all the Directors as system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Board decisions were carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

The Securities and Exchange Board of India ("SEBI") had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited ("AVL") and Camac Commercial Company Limited ("CCCL") respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder. In the case of AVL, SEBI had accepted the Company's application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of Rs 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company's applications under the Settlement Regulations in December 2022 and thereafter issued Adjudication Orders on March 28, 2024. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company. Under the said Orders, in the case of (i) above, SEBI levied Rs 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of Rs 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The payment for the said 25% penalty has been made to SEBI by the Company. All the above matters are sub judice till the date of the signing of the Secretarial Audit Report.

**For Balraj Sharma & Associates
Company Secretaries**

**Varun Sharma
(Partner)**

ACS No.: 21011 CP No.:26768

UDIN: A021011G000418188

PR Certificate: 6262/2024

Date : May 23, 2025

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

To,
The Members
PNB Finance and Industries Limited

My report of even date is to be read along with this letter

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, followed provide a reasonable basis for our opinion. Further, the verification was done on basis of electronic data provided to us by the Company on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Balraj Sharma & Associates
Company Secretaries

Varun Sharma
(Partner)

ACS No.: 21011 CPNo.:26768

UDIN: A021011G000418188

PR Certificate: 6262/2024

Date : May 23, 2025

Place: New Delhi

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. Brief outline on CSR Policy of the Company:

Pursuant to Section 135 of the Companies Act, 2013, the Board had approved a CSR policy with primary focus on education, healthcare and women empowerment. Besides these focus areas, the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013. The CSR policy of the Company can be viewed on www.pnbfinanceindustries.com

2. Composition of CSR Committee: Not applicable.

3. Web-link where composition of CSR committee, CSR policy and CSR projects approved by the board are disclosed on the website of the company:: <https://pnbfinanceandindustries.com/cor.html>

4. The details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable

5. a) Average net profit of the company as per section 135(5): ₹ 4,41,62,483 for the preceding three financial years

b) Two percent of average net profit of the company as per section 135(5): ₹ 8,83,250

c) Surplus arising out of the CSR projects or programmes or activities of the previous financial year: NA

d) Amount required to be set off for the financial year: NIL

e) Total CSR obligation for the financial year (5b+5c-5d): ₹ 8,83,250

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 8,83,250 on ongoing project

(b) Amount spent in administrative overheads: Nil

(c) Amount spent on impact assessment, if applicable: NIL

(d) Total amount spent for the financial year (6a+6b+6c): ₹ 8,83,250

(e) CSR amount spent or unspent for the financial year:

Amount Unspent (in ₹)					
Total amount spent for the financial year (in ₹)	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of fund	Amount	Date of transfer
₹ 8,83,250	Nil	NA	NA	Nil	NA

(f) Excess amount for set off, if any:

S. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 8,83,250
ii)	Total amount spent for the Financial Year	₹ 8,83,250
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year , if any	NIL
(v)	Amount available for set off in succeeding financial year [(iii)-(iv)]	NIL

7. **Details of Unspent CSR amount for the preceding three financial year:** NIL
8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** NA
9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135:**
Not Applicable

by order of the Board of Directors
for PNB Finance and Industries Limited

Rakesh Dhamani	Saumya Agarwal
Director	Director
DIN: 07065199	DIN: 07517809

Place: New Delhi
Date: May 29, 2025

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. Corporate Governance signifies acceptance by management of the inalienable rights of Members as the true owners of the organization and of their own role as trustees on behalf of the Members.

Corporate Governance has indeed been an integral part of the way we have done business for several decades. This emanates from our strong belief that strong governance is integral for creating value on a sustainable basis.

2. BOARD OF DIRECTORS

a) Composition of the Board

The composition of the Board is in conformity with Regulation 17(1) & 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein referred to as "SEBI Listing Regulations") as well as the Companies Act, 2013 (herein referred to as 'Act').

As on March 31, 2025, the Board of Directors of the Company comprised of three (3) Non-Executive Independent Directors, including one Woman Independent Director, thereby ensuring a balanced and diverse representation in accordance with the applicable regulatory requirements.

All directors are independent in terms of Regulation 16(1)(b) of the SEBI Listing Regulations, and none of them has any *inter-se* relationship.

The shareholders, at the Annual General Meeting held on July 10, 2024, approved the appointment of Mr. Victor Alan Carvalho as an Independent Director of the Company, with effect from May 28, 2024 for a term of 5 consecutive years based on the recommendation of Nomination & Remuneration Committee and the Board.

The Corporate Governance philosophy of the Company establishes that the Board's independence is essential to bring objectivity and transparency in the management and in the dealings of the Company.

b) Meetings of directors and their attendance

During the financial year under review, the Board met twelve (12) times on April 09, 2024, April 29, 2024, May 28, 2024, June 10, 2024, August 12, 2024, October 01, 2024, October 22, 2024, November 12, 2024, January 20, 2025, February 13, 2025, March 21, 2025 and March 27, 2025. The gap between any two meetings did not exceed 120 days.

All Statutory and other important items/information including those envisaged in SEBI Listing Regulations, are regularly provided to the Board and the Committees thereof either as part of agenda papers well in advance of the Board meetings or are tabled in the course of the Board meetings and/ or its committees to enable the Board/ Committees to discharge their responsibilities effectively and to take informed decision.

The name and categories of the directors, their attendance at the AGM and Board meetings held during the financial year 2024-25 and also their other directorship/ chairmanship held in Indian public companies, listed companies and membership/ chairmanship of various Board committees of other Indian public companies as on March 31, 2025 are as under:

Name of director	Attendance at		Number of other directorships in other public companies #	Directorship in other listed companies	Number of committee membership in other companies	Number of committee chairmanship in other companies
	Board meetings (Total 12 meetings held)	129 th AGM held on July 10, 2024				
Non-Executive Independent Directors						
Mr. Govind Swarup*	4	Yes	NA	NA	NA	NA
Mr. Rakesh Dhamani	11	No	7	0	0	0
Mr. Ashish Verma*	1	No	NA	NA	NA	NA
Ms. Saumya Agarwal	4	Yes	3	0	0	0

Name of director	Attendance at		Number of other directorships in other public companies #	Directorship in other listed companies	Number of committee membership in other companies	Number of committee chairmanship in other companies
	Board meetings (Total 12 meetings held)	129 th AGM held on July 10, 2024				
Mr. Victor Alan Carvalho**	7	No	0	0	0	0
Whole-time Director						
Ms. Shweta Saxena***	5	Yes	NA	NA	NA	NA

*Mr. Ashish Verma and Mr. Govind Swarup concluded their second term as Independent Directors of the Company on August 01, 2024, and February 05, 2025, respectively.

**Victor Alan Carvalho was appointed as an independent Director of the Company with effect from May 28, 2024.

***Shweta Saxena resigned from the position of Whole-Time Director of the Company with effect from August 28, 2024. However, she continues to serve as the Company Secretary of the Company.

As required under Regulation 26 of the SEBI Listing Regulations: - Only memberships and chairmanships of Audit Committees and Stakeholders' Relationship Committees in Indian public companies (listed and unlisted) have been disclosed.

Directorships exclude positions held in private companies, foreign companies, and Section 8 companies under the Companies Act, 2013.

"NA" indicates Not Applicable due to cessation/resignation or where the director did not hold positions in other public companies.

c) Separate meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Act and SEBI Listing Regulations, a separate meeting of independent directors of the Company was held on February 10, 2025. All Independent Directors were present in the meeting to:

- review the performance of the Board as a whole;
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

d) Familiarization program for independent directors

The Company has formulated a policy to familiarize the independent directors of the Company with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. Details of directors' familiarization program is available on Company's website: www.pnbfinanceandindustries.com

e) Key Skills, Expertise, and Core Competencies of the Board

The Board of the Company comprises of experienced and well learned members. These Directors are nominated on basis of well-defined selection criteria. The Nomination and Remuneration Committee considers, *inter-alia*, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director and ensures that the candidate identified for appointment is fit for the Company.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board: accountancy, economics, corporate management, corporate law, finance, taxation and investment analyst and personnel and operational management.

Details of directors possessing such skills / expertise / competence:

Director	Skills / expertise / competence
Mr. Rakesh Dhamani	Finance, taxation, corporate law, accountancy and corporate management
Ms. Saumya Agarwal	Economics and Investment analyst
Mr. Victor Alan Carvalho	Personnel and operational management

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors are registered with the Independent Directors Databank.

Mr. Victor Alan Carvalho, Non-Executive Independent Director of the Company, has not yet appeared for the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs (IICA) as mandated under abovementioned Rule. The Company has been informed that he will take the test within the prescribed timeline as provided under the applicable rules.

f) Confirmation by the Board on fulfilment of independence of the independent director

The Board hereby confirms that, in the opinion of the Board, the independent directors fulfil the conditions specified in the SEBI Listing Regulations and are independent of the management.

g) During the year, no independent director has resigned before the expiry of his/her tenure.

3. COMMITTEES OF THE BOARD

To facilitate expeditious consideration and arriving at decisions with focused attention on the affairs of the Company, the Board has constituted following committees in accordance with the SEBI Listing Regulations and the Act:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders' Relationship Committee;

Particulars of meetings of Committees of the Board held during financial year 2024-25 along with attendance of the members at such committee meeting(s) are detailed herein:

Committees of the Board	Meetings held	Meetings attended					
		Govind Swarup#	Rakesh Dhamani	Ashish Verma#	Saumya Agarwal **	Shweta Saxena ^s	Victor Alan Carvalho*
Audit Committee	10	5	10	NA	1	4	6
Nomination and Remuneration Committee	3	2	3	NA	2	NA	1
Stakeholders' Relationship Committee	1	1	1	1	0*	NA	0*

Explanatory Notes:

- # Mr. Ashish Verma and Mr. Govind Swarup ceased to be Independent Directors of the Company upon completion of their respective second terms on August 01, 2024 and February 05, 2025.
- *Mr. Victor Alan Carvalho was appointed as a member of the Audit Committee and the Nomination and Remuneration Committee with effect from February 05, 2025. He was also appointed to the Stakeholders' Relationship Committee effective August 01, 2024.
- **Ms. Saumya Agarwal was appointed as a member of the Audit Committee and the Stakeholders' Relationship Committee with effect from February 05, 2025.
- \$ Ms. Shweta Saxena resigned as a director of the Company w.e.f. August 28, 2024.

All meetings of the Committees were held with the necessary quorum as prescribed under the Act and the applicable SEBI Listing Regulations.

Details of Committees of the Board are as mentioned herein:

a) Audit Committee

i) Composition

As on March 31, 2025, the audit committee of the Board comprised of three (3) non-executive independent directors as its members i.e. Mr. Rakesh Dhamani, Mr. Victor Alan Carvalho and Ms. Saumya Agarwal. All members of Audit Committee possess rich knowledge and expertise in financial and management fields.

Mr. Govind Swarup ceased to be an independent director of the Company w.e.f. February 05, 2025 due to completion of his 2nd term of appointment and consequently he ceased to be the member & Chairman of the Audit Committee w.e.f. February 05, 2025. During his tenure, Mr. Govind Swarup played a key role in steering the Committee's activities with diligence and commitment.

Consequently, Mr. Victor Alan Carvalho was appointed as a member of the Audit Committee w.e.f. February 05, 2025.

The Audit Committee does not have a designated chairman.

ii) Audit Committee Meetings

During the year under review, the Committee met ten (10) times i.e. on April 09, 2024, May 28, 2024, June 10, 2024, August 12, 2024, October 01, 2024, October 22, 2024, November 12, 2024, February 13, 2025, March 21, 2025 and March 27, 2025. The gap between any two Committee meetings did not exceed 120 days. All the recommendations made by the Audit Committee have been accepted by the Board.

Further, Mr. Govind Swarup, in his capacity as Chairman of the Audit Committee, was present at the Annual General Meeting (AGM) held on July 10, 2024, to address the queries raised by the Members of the Company.

The Company Secretary of the Company acts as the Secretary to the Audit Committee.

iii) Terms of reference

The terms of reference of the Audit Committee include, *inter-alia*, overseeing the Company's financial reporting process, internal control systems, reviewing the accounting policies and practices, reports of the Company's internal auditors and financial statements audited by the statutory auditors and reviewing financial and risk management policies. The Committee has the authority to investigate into or review any matter in relation to any items specified in Part C of Schedule II of SEBI Listing Regulations, Section 177 of the Act or referred to it by the Board and for this purpose they have full access to the information contained in the records of the Company and seek external advice, if necessary.

b) Nomination and Remuneration Committee

i) Composition

As on March 31, 2025, the Nomination and Remuneration Committee (NRC) of the Board comprised of three (3) non-executive independent directors i.e. Mr. Rakesh Dhamani, Mr. Victor Alan Carvalho and Ms. Saumya Agarwal as its members.

Mr. Govind Swarup ceased to be the member & Chairman of the NRC w.e.f. February 05, 2025 upon completion of his 2nd term of appointment. During his tenure, he provided valuable guidance in shaping the NRC's policies and decisions with diligence and commitment.

Consequently, Mr. Victor Alan Carvalho was appointed as a member of the NRC w.e.f. February 05, 2025.

The NRC does not have a designated chairman.

ii) NRC meetings

During the financial year ended March 31, 2025, the Committee met three (3) times i.e. on April 29, 2024, May 27, 2024 and February 13, 2025.

Further, Mr. Govind Swarup, in his capacity as Chairman of the NRC, was present at the AGM held on July 10, 2024, to address queries raised by the Members of the Company.

The Company Secretary of the Company acts as the Secretary to the NRC.

iii) Terms of reference of NRC and Salient features of Nomination and Remuneration Policy

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in the Nomination and Remuneration Policy, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance;
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and employees;

3. To devise a policy on Board diversity;
4. Formulation of criteria for evaluation of performance of independent directors and the Board;
5. Ensure that the Board comprises of a balanced combination of executive directors and non- executive directors and also the independent directors;
6. Decide/ approve details of fixed components and performance linked incentives along with criteria.
7. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
8. Recommend to the Board, all remuneration, in whatever form, payable to senior management;
9. Ensure Fit and Proper criteria as required under Reserve Bank of India guidelines
10. To perform such other functions as may be necessary or appropriate for the performance of its duties.

(iv) Performance evaluation criteria for independent directors

The performance evaluation criteria for independent directors are determined by the NRC. Performance of each of the Independent Directors is evaluated every year by the entire Board with respect to various factors such as personal traits which includes business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company.

c) Stakeholders' Relationship Committee

i) Composition

As on March 31, 2025, the Stakeholders' Relationship Committee (SRC) of the Board comprised of three (3) non-executive independent directors i.e. Mr. Rakesh Dhamani as Chairman, Ms. Saumya Agarwal and Mr. Victor Alan Carvalho as its members. Ms. Shweta Saxena, Company Secretary is the compliance officer of the Company.

It may be noted that Mr. Ashish Verma and Mr. Govind Swarup completed their second term as Independent Directors of the Company on August 01, 2024 and February 05, 2025, respectively, and accordingly ceased to be members of the SRC thereafter. Consequently, Mr. Victor Alan Carvalho and Ms. Saumya Agarwal were appointed as members of the SRC w.e.f. August 01, 2024 and February 05, 2025, respectively.

ii) SRC meetings

During the year under review, one (1) meeting of the SRC was held on May 27, 2024.

The Chairman of the Committee, Mr. Rakesh Dhamani could not attend the AGM due to other commitments and he authorised Mr. Govind Swarup to answer the Members' queries at the AGM held on July 10, 2024.

iii) Brief terms of reference

The terms of reference of the SRC include:

- 1) to review and redress the grievances of the Members of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- 2) to review measures taken for effective exercise of voting rights by Members;
- 3) to review adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
- 4) to review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrant/ annual reports/ statutory notices by the Members of the Company.
- 5) to perform such other functions as may be necessary or appropriate for the performance of its duties.

(iv) Investors' grievances received and resolved during the year

During the year under review, the Company did not receive any complaint from the investors.

4. PARTICULARS OF SENIOR MANAGEMENT

Mr. Viveka Nand Jha (Chief Financial Officer), Ms. Shweta Saxena (Company Secretary) and Mr. Tarun Verma (Manager) continue to be the Key Managerial Personnel of the Company.

5. REMUNERATION OF DIRECTORS

i. Non-Executive Directors

The Non-executive directors, apart from receiving sitting fees for attending Board and committee meetings, did not have any other material pecuniary relationship or transaction with the Company during the financial year 2024-25. Non-executive directors were paid sitting fees of ₹ 20,000 for each meeting of the Board and committee attended by them.

The Company has not implemented any stock option scheme.

The Company has not issued any convertible instruments.

The Company's policy on criteria of making payments to non-executive directors is available on the Company's website: www.pnbfinanceandindustries.com.

The details of remuneration paid to the Non-executive directors during the financial year 2024-2025 are as follows:

Name of director	Sitting fee paid
Mr. Govind Swarup	₹ 2,40,000/-
Mr. Rakesh Dhamani*	NIL
Mr. Ashish Verma	₹ 40,000/-
Ms. Saumya Agarwal	₹ 1,40,000/-
Mr. Victor Alan Carvalho*	NIL

*Mr. Rakesh Dhamani & Mr. Victor Alan Carvalho have waived off their entitlement for sitting fees for the Board/Committee meetings.

As on March 31, 2025, none of the directors held any shares in the Company.

ii. Executive Directors

As on March 31, 2025, there was no Executive Director on the Board of the Company. Ms. Shweta Saxena resigned from the position of Whole-time Director w.e.f. August 28, 2024 and She received a total salary of ₹ 14.88 lakhs during April 01, 2024 to August 27, 2024.

6. GENERAL BODY MEETINGS

The details of the AGM of the Company held during the last three years are as under:

Financial year	Day	Date	Time	Venue	Special resolution passed at AGM
2021-22	Friday	September 30, 2022	10.00 A.M	Conducted through VC as per MCA Circulars	Approval for remuneration of Ms. Shweta Saxena, Whole-time Director & Company Secretary of the Company.
2022-23	Wednesday	July 12, 2023	10:30 A.M	Conducted through VC as per MCA Circulars	Re-appointment of Mr. Rakesh Dhamani as Non-Executive Independent Director of the Company.
2023-24	Wednesday	July 10, 2024	10:30 A.M	Conducted through VC as per MCA Circulars	1. Amendment in the objects clause of Memorandum of Association (MOA) of the Company. 2. Adoption of new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013 3. Adoption of new set of Articles of Association (AOA) of the Company. 4. Appointment of Mr. Victor Alan Carvalho (DIN: 08201039) as an Independent Director of the Company.

No Extraordinary General Meeting was held during the year 2024-25. Further, no resolutions were implemented through postal ballot during the year under review, nor any such resolutions are presently proposed.

7. MEANS OF COMMUNICATION

The quarterly/ half-yearly/ annual financial results of the Company are regularly submitted to the stock exchange immediately after the same are reviewed by the Audit Committee and approved by the Board. The results of the Company are usually published in “The Pioneer” (Delhi edition-in Hindi) and “Financial Express” (All edition-in English) and are also displayed along with other official news release on Company’s website: www.pnbfinanceandindustries.com.

8. SHAREHOLDERS’ INFORMATION

The Ministry of Corporate Affairs (MCA), vide its General Circular No. 9/2024 dated September 19, 2024, has permitted companies to convene their AGMs through VC or Other Audio-Visual Means (OAVM) up to September 30, 2025, without requiring the physical presence of members at a common venue. Similarly, the SEBI, vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, has extended the relaxation granted to listed entities with respect to the dispatch of the annual report.

In line with the above given circulars and guidelines issued by MCA and SEBI, Company is conducting 130th AGM of the Members through VC.

Detailed instructions with respect to access and participation in the AGM through VC are detailed in the notice.

a. AGM		
Date, time & venue	July 09, 2025, 10:30 A.M. (IST) through VC	
Date of book closure	July 03, 2025 - July 09, 2025	
Date of payment of dividend	No dividend	
b. Financial year	1st April - 31st March	
c. Listing on stock exchanges (equity shares)		
The equity shares of the Company are listed at The Calcutta Stock Exchange situated at 7, Lyons Range, Kolkata, West Bengal-700 001 having scrip code 26055. The annual listing fee for the financial year 2024-25 has been paid within stipulated time period. Annual custodian fee for the financial year 2024-25 have also been paid to CDSL and NSDL.		
d. Share transfer system		
Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Subdivision/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.		
e. Dematerialisation of shares and liquidity		
As per the directions of SEBI, equity shares of the Company can be transferred only in dematerialised form by all the investors.		
As on March 31, 2025, 99.47% (31,82,931 shares) of equity shares have been dematerialised. The ISIN no. allotted to the Company is INE057F01011.		
f. Due dates of transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF)		
Information in respect of unclaimed dividend of the Company for the subsequent financial years and date(s) when due for transfer to IEPF is given below:		
Financial year ended	Date of declaration of dividend	Due date of transfer to IEPF
31.03.2018	27.09.2018	02.11.2025
31.03.2019	17.09.2019	22.10.2026
31.03.2020	30.09.2020	05.11.2027
31.03.2021	30.09.2021	05.11.2028
The total amount lying in the unpaid dividend account of the Company as on March 31, 2025 in respect of the last seven years is ₹ 1.37 Lakhs.		

g. Distribution of shareholding as on March 31, 2025*

Shareholding Nominal Value (Rs.)			Number of Shareholders	% to Total Numbers	Shareholding value	% to Total Value
Upto		5,000	841	92.93	4,10,580	1.28
5,001	-	10,000	29	3.20	2,09,930.00	0.66
10,001	-	20,000	11	1.22	1,69,250.00	0.53
20,001	-	30,000	5	0.55	1,24,700.00	0.39
30,001	-	40,000	2	0.22	62,080.00	0.19
40,001	-	50,000	3	0.33	1,40,350.00	0.44
50,001	-	100,000	4	0.44	3,11,570.00	0.97
Above		100,000	10	1.10	3,05,71,540.00	95.54
Total			905	100.00	3,20,00,000.00	100.00

*Including fractional coupons comprising 131 equity shares not yet exchanged

*Details are given on basis of PAN consolidation

h. Shareholding pattern as on March 31, 2025

Category	Number of shares	Percentage
A. Promoters' holding	NIL	NIL
B. Non-Promoters' holding		
(a) Institutional investors	10,368	0.32
(b) Others		
1. Private bodies corporate	21,83,367	68.23
2. Indian public	9,05,747	28.30
3. NRIs	22,867	0.71
4. Hindu undivided family	2,558	0.08
5. Others (IEPF, Trusts and Firms)	75,093	2.35
TOTAL	32,00,000*	100

*Including fractional coupons comprising 131 equity shares not yet exchanged

i. The Company does not deal in commodity therefore disclosure regarding commodity price risk or foreign exchange risk and hedging activities are not applicable. Similarly, disclosure of plant location is also not applicable.

j. Credit ratings

The Company is not required to take any credit ratings during the financial year 2025.

9. OTHER DISCLOSURES

- a) During the financial year ended March 31, 2025, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- b) There was no non-compliance during the last three years by the Company on any matter related to capital market. However, the SEBI had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited (“AVL”) and Camac Commercial Company Limited (“CCCL”) respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SEBI had accepted the Company’s application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 07, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company’s applications under the Settlement Regulations in December, 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company. Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The payment for the said 25% penalty has been made to SEBI by the Company. The SAT appeals are sub-judice as on the date of the Report.

- c) The Company has established whistle blower and vigil mechanism policy and this policy enables the employees and directors to report their genuine concerns or grievances. This policy (copy of which is hosted on the website of the Company) safeguards whistle blowers from victimization. Your Board affirms that no personnel have been denied access for making disclosure or report under the Policy to the Audit Committee.
- d) All mandatory requirements (except irrelevant or non-applicable) of Corporate Governance have been complied. The Company has not adopted the non-mandatory/discretionary requirements as given in Part E of Schedule II of the SEBI Listing Regulations.
- e) The Policy on determining material subsidiaries has been uploaded and can be accessed on Company’s Website: www.pnbfinanceandindustries.com
- f) The Policy on related party transactions has been uploaded and can be accessed on Company’s Website: www.pnbfinanceandindustries.com
- g) The Company did not engage in commodity hedging activities.
- h) The Company has not raised funds through preferential allotment or qualified institution placements as specified under Regulation 32(7A) of SEBI Listing Regulations.
- i) A certificate from M/s Balraj Sharma and Associates, Practising Company Secretaries, certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Companies either by SEBI or MCA or any other statutory authorities forms part of this report.
- j) All the recommendations made by the Committee have been accepted by the Board.

- k) The total fees incurred by the Company and its subsidiaries on a consolidated basis, for services rendered by statutory auditors for the financial year 2024-25 are given below:

S. no.	Nature of service	₹ in lakh
1.	Audit fees	0.90
2.	Certification and out of pocket expenses	0.14
3.	GST	0.19
	Total	1.23

- l) Since the Company has less than ten employees, it is not required to form committee for the redressal of complaints under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.
- m) No loans and advances in the nature of loans to companies in which directors are interested are provided.
- n) Esoterica Services Limited (ESL) is a material unlisted subsidiary of the Company incorporated on May 20, 2006 in Delhi. The statutory auditors of ESL, M/s. Tanuj Garg & Associates, (FRN: 013843C) were appointed for a term of five (5) years on August 19, 2024.
- o) There has been no instance of non-compliance of any requirement of Corporate Governance Report.
- p) During the year under review, the Company has complied with all the provisions as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 as applicable on the Company and other applicable Regulations of the SEBI Listing Regulations.
- q) the Company has not entered into any agreement which are binding on the Company, thus disclosure under clause 5A of paragraph A of Part A of Schedule III of SEBI Listing regulations are not applicable.
- r) With respect to CFO certification, a certificate signed by Mr. Viveka Nand Jha, CFO is attached with this report.
- s) The Company has prepared its financial statement in accordance with Ind AS.
- t) The Company has in place internal control systems for assessing and mitigating elements of risks in relation to its operations which are followed scrupulously in day-to-day functioning of the Company. The Board of Directors annually reviews the Risk assessment & minimization policy of the Company.
- u) The Company has not issued any ADRs/ GDRs/warrants or any convertible instruments.
- v) The Company has not received any case regarding transfer of shares to the demat suspense account. Further, the details of the unclaimed demat suspense account of the Company can be accessed on our website: www.pnbfinanceandindustries.com
- w) The Company has adopted an insider trading policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure. The policy is available on our website: www.pnbfinanceandindustries.com
- x) The Board of Directors reviews the compliance with all applicable laws on a quarterly basis. The Company has obtained certificate from M/s Balraj Sharma and Associates, Company Secretaries affirming the compliances with these regulations and forms part of this report.

10. INVESTOR CORRESPONDENCE

Company Secretary
 PNB Finance and Industries Limited
 1st Floor, Express Building, 9-10, Bahadur Shah Zafar
 Marg, New Delhi-110002
 Email ID- pnbfinanceindustries@gmail.com
 Phone: +91-7303495375

11. CONTACT DETAILS OF RTA:

Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area,
Phase- I, New Delhi-110020
Phone No.: 011-26812682/83
Email: admin@skylinerta.com

12. CODE OF CONDUCT: The Company has formulated and implemented a code of conduct for all Board members and senior management personnel of the Company in compliance with Regulation 26(3) of SEBI Listing Regulations. It also includes the duties of independent director as laid down in Act. The code is available on the Company's website: www.pnbfinanceandindustries.com A declaration affirming compliance with the code of conduct by the members of the board and senior management personnel is given below:-

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

Dear Members,

In compliance with the provisions of Regulation 26(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all the members of the Board and the senior management personnel have confirmed to and complied with the Code of Conduct during the year ended March 31, 2025 and that there has been no instance of violation of the Code.

Rakesh Dhamani
Director
DIN: 07065199

Shweta Saxena
Company Secretary
M.No: A18585

Place: New Delhi
Date: May 23, 2025

CFO CERTIFICATION

**The Board of Directors,
PNB Finance and Industries Limited**

Dear Sir,

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that:

- 1) I have reviewed the financial statements and the cash flow statement for the year 2024-25 and to the best of my knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- 3) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- 4) I have indicated to the auditors and the Audit Committee:
 - i) that there are no significant changes in internal control systems during the year.
 - ii) there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes of the financial statement; and
 - iii) that there have been no instance of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For **PNB FINANCE AND INDUSTRIES LIMITED**

Place: New Delhi
Date : May 23, 2025

Viveka Nand Jha
Chief Financial Officer

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
PNB Finance and Industries Limited,

We have examined the compliance of conditions of Corporate Governance by PNB Finance and Industries Limited (“the Company”) for the year ended March 31, 2025, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchange.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Balraj Sharma & Associates
Company Secretaries**

**(Varun Sharma)
ACS-21011
CP-26768**

**UDIN: A021011G000419783
PR Certificate: 6262/2024**

**Date: May 23, 2025
Place: New Delhi**

PNB FINANCE AND INDUSTRIES LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
P N B FINANCE AND INDUSTRIES LIMITED
1st Floor, Express Building,
9-10, Bahadur Shah Zafar Marg,
New Delhi – 110002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of P N B Finance And Industries Limited, having CIN-L65929DL1947PLC001240, and having registered office at 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, New Delhi or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the company
1	Mr. Rakesh Dhamani	07065199	16/04/2018
2	Ms. Saumya Agarwal	07517809	27/05/2016
3	Mr. Victor Alan Carvalho	08201039	28/05/2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Balraj Sharma & Associates
Company Secretaries

(Varun Sharma)
Partner
ACS-21011
CP-26768

UDIN: A021011G000419651
PR Certificate: 6262/2024

Date: 23/05/2025
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

PNB Finance and Industries Limited ('the Company') is registered with the Reserve Bank of India (RBI) as a Non-Deposit Accepting Non-Banking Financial. As per RBI's 'Scale Based Regulations' (SBR), the Company shall be classified as NBFC- Base Layer (NBFC-BL) as the Company has no public deposits and no customer interface. Since the Company does not carry a Type- 1 * certificate, required for companies having no public deposits and no customer interface, RBI has classified the Company as NBFC - Middle Layer (NBFC-ML) due to its asset size. The Company has applied for Type-I certificate with the RBI and the application for the same is under process.

The Company is listed with the Calcutta Stock Exchange. The Company is principally an investment company and does not have any other operations of its own. The Company invests in mutual funds, alternative investment fund, equity shares of quoted and unquoted companies & fixed deposits.

I Industry structure and developments

The global economic outlook is one of steady growth in 2025 supported by lower but stubborn inflation which will likely taper expectations of the extent of monetary policy easing. Global financial conditions will remain constrained by public debt burdens and the unrelenting strength of the US dollar. Geopolitical tensions, volatile commodity prices, rising economic uncertainties could have a bearing on the trajectory of global growth during 2025.

In contrast to global developments, domestic financial markets remained relatively stable and resilient. Money market rates evolved in sync with the policy stance and shifts in liquidity conditions. Long-term government bond yields eased in response to domestic developments and global cues. Corporate bond yields generally softened while spreads widened during the second half of the year 2024-25 reflecting higher softening of G-sec yields. The simultaneous occurrence of rising uncertainties and liquidity constraints drove spreads across market segments. Equity markets experienced a persistent decline in the second half of the year 2024-25 amidst geopolitical, trade and policy uncertainties and foreign portfolio investment (FPI) outflows.

The INR traded with a depreciating bias against the US dollar until February but recovered some of the losses in March and remained among the least volatile major EME currencies. In the credit market, despite some

moderation, growth in bank credit continued to outpace deposit expansion in the second half of the year 2024-25.

Increase in liquidity uncertainty is associated with higher spreads in the overnight money market but its effect on spreads in Commercial Paper and bond markets is found to be insignificant. Mutual funds remained the major lenders in the Treasury Bills Repurchase (TREPS) market, with their share increasing to 67 per cent in the second half of the year 2024-25 from 65 per cent in the first half of the year 2024-25.

The Indian equity market experienced a persistent decline in the second half of the year 2024-25 amidst uncertainty over global tariff wars and geopolitical tensions that triggered risk-off sentiment and FPI outflows. The benchmark Bombay Stock Exchange (BSE) Sensex declined in October in the wake of FPI selling amidst geopolitical strains and weaker-than-expected corporate earnings in Q2:2024-25.

The markets began 2025 on a negative note on risk-off sentiment. Moreover, uncertainties regarding US policy changes, persistent FPI selling and mixed domestic corporate earnings for Q3:2024-25 also dampened investor sentiments. However, markets recovered in the second half of March amid favourable global cues and a rebound in FPI inflows.

Non-banking financial companies (NBFCs) have been playing an increasingly important role in meeting the credit needs of the economy by extending the last mile of credit to hitherto unbanked areas and providing niche financing to various sectors ranging from real estate and infrastructure to agriculture and micro loans. NBFCs bring more borrowers to formal financial institutional network, enhancing the reach of the credit channel of monetary transmission.

**Type-I NBFC- No public deposit and customer interface*

II Opportunities and threats

The RBI has been continually strengthening the supervisory framework for NBFCs in order to ensure sound and healthy functioning and avoid excessive risk taking. It has issued several new guidelines in the recent past.

The uncertainties and volatility in the financial market are a continuing threat to the organizational performance. However, the twin features of foresightedness and focused analysis of the market have overcome the challenges posed.

III Financial condition

Refer to the Standalone and Consolidated financial statements in this Annual Report for detailed schedules and notes.

- No movement in equity during the year
- 20% of the net profit is transferred to the Special Reserve Account created pursuant to Section 45 IC of RBI.
- Change in Other Comprehensive Income (OCI) on account of reclassification of OCI- debt instruments to profit and loss account.
- Financial liabilities include total outstanding dues of creditors other than micro and small enterprises
- Non-financial liabilities include deferred tax liability created on investment in debt and equity instruments measured at fair values through other comprehensive income.
- Financial assets include investments in mutual funds, alternative investment fund, equity shares of quoted and unquoted companies & fixed deposits.
- Non-financial assets include current tax assets, deferred tax asset on employee benefits liabilities, property, plant and equipment and amount deposited with SEBI as per SAT order.

IV Results of operations

The Company has earned a net profit of Rs. 688.88 lakhs during the year 2024-2025. The Company has generated major income this year from dividends received on equity instruments, net gain on reclassification from OCI to profit & loss on sale of investments in debt instruments and interest income on investments in bonds, NCD's & deposits.

V Outlook, risks and concerns

Your Company is exposed to normal industry risk such as interest rates, market and operational risks. In order to mitigate the risk, your Company invests the surplus funds in growth schemes primarily seeking to generate long term capital appreciation commensurate with prudent risk from a portfolio comprised substantially of high quality securities and large cap companies. All efforts are made to ensure the protection of capital invested through an indepth analysis.

VI Internal Financial Control System and their adequacy

The Company believes in the system of internal controls and has provided for proper checks and control at various operational levels.

VII Material developments in human resources/ industrial relations, including number of people employed

There has been positive working relationship between the Company and the employees of the Company during the year.

The Company strives to provide conducive working environment to its employees and to maintain the pace with the economic situations, Company has always focused on enhancing the efficiency of the employees including restructuring their compensation, working conditions e.t.c. Accordingly, the Company has also provided hybrid work facility and flexible working hours to its employees and evaluated the performance of employees during the year under review to retain the motivation among the employees of the Company.

During the year under review, no employees has been employed by the Company.

VIII Statement of significant change

Particulars	Ratio (FY 2024-25)	Ratio (FY 2023-24)	Change (in %) (approx)	Explanation for change
Current ratio (in times)	16.68	143.20	-88.35%	Change in ratio is on account of: (i) Decrease of current assets by ₹ 771 lakh (68% approx.), mainly due to decrease of current investments & current tax assets. (ii) Increase of current liabilities (mainly other payables & other non-financial liabilities) by ₹ 14 Lakh (177% approx.)
Return on net worth (in %)	4.98	4.14	20%	-

Please note that the Company is not engaged in any business operations, except investment of surplus funds in low-risk instruments and earning income therefrom and further there are no debts in the Company. Accordingly, Debtor turnover ratio, Inventory turnover ratio, Operating Profit Margin (%), Net profit Margin (%), Debt-Equity Ratio and Interest Coverage Ratio are not required to be calculated.

PNB FINANCE AND INDUSTRIES LIMITED

REPORT PURSUANT TO NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 2016 AS ISSUED BY RESERVE BANK OF INDIA

To

The Board of Directors,
PNB Finance and Industries Ltd. 1st Floor,
Express Building,
9-10 Bahadur Shah Zafar Marg,
Delhi-New Delhi- 110 002

Matters to be reported as per paragraph 3 of the Non- Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016

- A) (i) The Company is duly registered with the Reserve Bank of India (hereinafter referred as the "Bank") as an NBFC and has obtained the Certificate of Registration (CoR) vide certificate No. B-14.00572 dated 26/03/1998.
- (ii) The Company is entitled to continue to hold such Certificate of Registration (CoR) in terms of its Principal Business Criteria (Financial asset/income pattern) asset/income pattern as on March 31, 2025.
- (iii) The Company is meeting the required Net Owned Fund requirement as laid down in the Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023. The Net Owned Fund as on March 31, 2025 is amounting to **Rs.138.14 Crore**.
- B) Since the company does not hold public deposits and neither has it accepted public deposits during the year, therefore the matters specified in this paragraph are not applicable to the company.
- C) (i) The Board of Directors has passed a resolution dated April 09, 2024 for non-acceptance of any public deposits during the Financial Year 2024-25.
- (ii) The company has not accepted any public deposits during the year ended March 31, 2025.
- (iii) Since the Company has not accessed any public funds and does not have any customer interface during the year ended March 31, 2025 and accordingly the directions related to Prudential Regulations as contained in the Chapter V of the Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 is not applicable on the company, hence the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts are not applicable to the company.
- (iv) The Company is a Systemically Important Non- Deposit taking NBFC and ;
- (a) has submitted to Bank in XBRL DNBS03 form on provisional basis wherein the capital adequacy ratio has been correctly arrived at and such ratio is in compliance with the minimum CRAR prescribed by the Bank;
- (b) has furnished to the Bank the applicable quarterly statement in XBRL DNBS03 form wherein capital funds, risk assets/exposures and risk asset ratio has been furnished within the stipulated period.
- Note: As explained to us, while calculating Capital Fund, Risk Assets and Risk assets ratio, unrealized gains arising on fair valuation of financial instruments (as Investments) have been excluded/ not been considered in terms of the provisions of RBI circular no. RBI/2019 20/170/DOR(NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020.
- (v) Since the Company is not a NBFC-Micro Financial Institutions (MFI) as defined in paragraph 3 (xx) of the Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023, the matters specified in this paragraph are not applicable to the Company.
- D) Since the Company has not obtained any specific advice from the bank that it is not required to hold a Certificate of Registration from the Bank; the matters specified in this paragraph are not applicable to the Company.

For **Tanuj Garg & Associates**
Chartered Accountants
Firm Registration No. 013843C

CA Monika Garg
Partner

Membership No. : 407038
UDIN : 25407038BMUKEB8331

Place : Noida
Date : May 29, 2025

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PNB FINANCE AND INDUSTRIES LIMITED

Report on the Audit of the Financial Statements for the year ended 31st March, 2025

Opinion

We have audited the accompanying standalone Financial Statements of **PNB Finance And Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and the Statement (of Cash Flow for the year then ended and notes to financial statements, including a summary of the material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2025, the Profit (financial performance), other comprehensive income, change in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we

have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Financial Statements.

Emphasis of Matter

We draw attention to the following matters in the Notes to the Standalone Ind AS Financial Statements:

Refer to Note No. 27 of the Accompanying Standalone Financial Statements, the Company has received adjudication orders from SEBI dated March 28, 2023 (i) as the Company being a listed entity, as well as (ii) Promoter and Shareholder of CAMAC Commercial Company Ltd. Under the said orders, apart from levying monetary penalties as referred in Note No. 28, SEBI directed the Corporate Shareholders (viz: Ashoka Viniyoga Ltd., Artee Viniyoga Ltd, CAMAC Commercial Company Ltd. and Combine Holding Ltd.) and Individual Shareholders (viz: Samir Jain and Meera Jain), to make complete and proper disclosures as Promoters of the Company. Further, the order restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company.

The Company has preferred an appeal against these orders in SAT. The SAT vide its order dated April 26, 2023 issued stay orders on the operation of the SEBI orders upon payment of 25% of penalty amount. The Company has made the requisite payment to SEBI as per the said SAT orders. The matter is under sub-judice as on date.

Our Opinion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following key audit matters to be communicated in our report:

S. No.	Key Audit Matters	How our audit addressed the key audit matter
1.	Contingent Liabilities The Company is subject to legal, regulatory, arbitration and tax cases for which final outcome cannot be easily predicted and which could potentially result in significant liabilities. The assessment of whether a liability is recognised as a provision or disclosed as a contingent liability in the standalone financial statements is inherently subjective and requires significant management judgement in determination of the cash outflows from the business, interpretation of applicable laws and regulations, and careful examination of pending assessments at various levels of regulatory authorities. We identified this as a key audit matter because the estimates on which these amounts are based involve a significant degree of management judgement in interpreting the cases and it may be subject to management bias. (Refer Note No. 1.3 and Item No. 1.3.9 of the Material Accounting Policy to the standalone financial statements)	We have adopted the following audit procedures - Understood and tested the design and operating effectiveness of controls as established by the management for obtaining all relevant information for pending litigation cases - Discussed with the management any material developments and latest status of legal matters at the corporate office. - Read various correspondences and related documents pertaining to litigation cases and performed substantive procedures on calculations supporting the disclosure of contingent liabilities Assessed the adequacy and completeness of disclosures. Based on the above procedure performed, the estimations and disclosure of contingent liabilities are considered to be adequate and reasonable

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditors' report thereon.

Our opinion on standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on the standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the

current period and are therefore the key audit matters. We describe these audit matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent as applicable.
2. As required by Section 143(3) of the Act, we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - D. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;
 - E. On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - G. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements;
 - ii) The Company did not have any long-term contracts and had no derivative contract outstanding as at 31st March, 2025.
 - iii) There has been no delay in transferring amount required to be transferred to the Investor Education and Protection fund.
 - iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The Company has not declared any dividend during the year.
- vi) Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software during the year. Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.
- Further, the audit trail to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirements for record retention.

For Tanuj Garg & Associates
Chartered Accountants
Firm Registration No. 013843C

Monika Garg
Partner

Place : Noida
Date : May 29, 2025 Membership No. : 407038
UDIN : 25407038BMUKDY8824

ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the accounts of **PNB FINANCE AND INDUSTRIES LIMITED** for the year ended March 31, 2025)

i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (b) The Company has a regular program of physical verification of its Property, Plant and Equipment so as to cover all the assets. As explained to us, physical verification has been carried out by the Company and no discrepancy was noticed on such verification. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- (c) Based on our examination, we report that, the company does not own / hold any immovable property as at the balance sheet date, hence to that extent paragraph 3 (ii) (c) of the Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipments during the year. According to the records examined by us, the company does not have any intangible assets and right of use Assets. Thus paragraph 3 (i) (d) of the Order is not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.

ii) In respect of the Company’s Inventory

- (a) There is no inventory held by the Company, hence, paragraph 3 (ii) (a) of the Order is not applicable to Company.
- (b) The Company has not been sanctioned any working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets. Hence,

paragraph 3 (ii) (b) of the Order is not applicable to Company.

- (c) The Company has not provided any advances in the nature of loans or stood guarantee, or provided security to any other entity during the year. Hence, paragraph 3 (ii) (c) of the Order is not applicable to Company.

iii) The Company has neither given any loans, guarantee and security covered under Section 185 and 186 of the Act during the year under audit. However, Investments made by the Company during the year are in compliance with the provisions of Section 186 of the Act.

v) The Company has not accepted any deposits or amounts which are deemed to be deposits during the year and hence paragraph 3 (v) of the Order is not applicable to the Company.

vi) The Central Government has not prescribed the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 for any of the products/services of the Company.

vii) (a) According to the records examined by us, the Company is generally regular in depositing with appropriate authorities, the undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, GST, Customs Duty, Excise Duty, VAT and Cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, GST, value added tax, cess and other statutory dues which have not been deposited on account of disputes.

viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix) (a) Based on our audit procedures and according to the information given by the management, the company has not taken any loans or borrowings from any financial institution, bank, government,

or any other entity. Hence paragraph 3 (ix)(a) of the Order is not applicable to the Company.

- (b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) The company has not obtained any term loans.
- (d) Based on our audit procedures and according to the information given by the management, the company has not raised any funds on short-term basis. Hence paragraph 3 (ix)(d) of the Order is not applicable to the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence clause 3(ix)(f) of the Order is not applicable.
- x) (a) The Company has not raised any money by way of any initial public offer or further public offer (including debt instrument) during the year. Hence clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible). Hence clause 3(x)(b) of the Order is not applicable.
- xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) The company has not received any whistle blower complaints during the year.
- xii) The Company is not a Nidhi Company. Hence clause 3 (xii) of the Order is not applicable to the Company.
- xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188

of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard.

xiv) In respect of Internal Audit :—

- (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) During the year, the Company has not entered into any non-cash transaction with Directors or person connected with him. Hence, clause 3 (xv) of the Order is not applicable to the Company
- xvi) (a) The Company is duly registered under section 45-1A of the Reserve Bank of India Act, 1934.
- (b) The Company has conducted non-banking financial activities being Investment Activities during the financial year and accordingly, the Company is duly registered under section 45-1A of the Reserve Bank of India Act, 1934. It has not carried out any Housing Finance activities during the year.
- (c) In our opinion, the company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Hence, clause 3(xvi)(c) of the Order is not applicable.
- (d) As per information and explanations given to us, there is no Core Investment Company in the Group. Hence clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year or in the immediately preceding financial year.
- xviii) There has no resignation of the statutory auditors of the Company during the year, therefore clause 3(xviii) of the Order is not applicable.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which

causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date..

xx) In respect of Corporate Social Responsibility (CSR)

- (a) In respect of other than ongoing projects, there are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) There are no unspent amounts towards Corporate Social Responsibility (CSR) in respect of ongoing projects, requiring a transfer, to a Special account in compliance with the provision of section 135(6) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **Tanuj Garg & Associates**
Chartered Accountants
Firm Registration No. 013843C

Monika Garg
Partner

Place : Noida Membership No. : 407038
Date : May 29, 2025 UDIN : 25407038BMUKDY8824

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PNB FINANCE AND INDUSTRIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **PNB Finance and Industries Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the

internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial Controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India"

For **Tanuj Garg & Associates**
Chartered Accountants
Firm Registration No. 013843C

Monika Garg
Partner

Place : Noida
Date : May 29, 2025

Membership No. : 407038
UDIN : 25407038BMUKDY8824

PNB FINANCE AND INDUSTRIES LIMITED

BALANCE SHEET AS AT MARCH 31, 2025

Particulars	Note no.	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
ASSETS			
Financial assets			
Cash and cash equivalents	2 (I)	1.49	6.56
Bank balances other than above	2 (II)	955.79	931.87
Investments	3	2,20,003.26	1,90,760.38
Other financial assets	4	97.85	78.71
Non financial assets			
Current tax assets (net)	5	7.60	79.36
Deferred tax assets (net)	6	6.20	6.83
Property, plant and equipments	7	0.16	0.33
Other non -financial assets	8	316.22	316.74
Total		2,21,388.57	1,92,180.78
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Payables			
Other payables	9		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditor other than micro and small enterprises		14.53	1.62
Other financial liabilities	10	1.37	1.87
Non- financial liabilities			
Provisions	11	24.30	24.18
Deferred tax liabilities	12	29,675.39	39,675.98
Other non-financial liabilities	13	5.77	4.06
Equity			
Equity share capital	14	320.00	320.00
Other equity	15	1,91,347.21	1,52,153.07
Total		2,21,388.57	1,92,180.78
Accounting policies and notes on financial statements	1-37		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

For and on behalf of the Board of Directors

Monika Garg

Partner

Membership No. 407038

Saumya Agarwal

Director

DIN: 07517809

Rakesh Dhamani

Director

DIN: 07065199

Place: New Delhi

Date: May 29, 2025

Shweta Saxena

Company Secretary

M.No: A18585

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

PNB FINANCE AND INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Note no.	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
Income :			
Other income			
Interest income	16	105.53	357.26
Dividend income from equity instruments	17	497.19	478.02
Net gain on fair value changes	18	406.67	103.81
Others	19	2.61	0.07
Total income		1,012.00	939.16
Expenses :			
Employee benefits expense	20	84.14	70.84
Depreciation and amortization expense	21	0.17	0.32
Other expenses	22	79.72	218.99
Total expenses		164.03	290.15
Profit before tax		847.97	649.01
Tax expense :			
Current tax		158.96	107.73
Deferred tax charge/(-)credit		0.13	(1.14)
Earlier year tax provision (net)		-	0.16
Total tax expenses		159.09	106.75
Profit after tax for the year (A)		688.88	542.26
Other comprehensive income (OCI)			
(I) Items that will be reclassified to the profit or loss			
Fair value changes in debt instruments through OCI		213.68	251.88
Less: reclassified to profit or loss from OCI on sale		(406.67)	(103.81)
Less: deferred tax effect on above (Refer Note 28)		103.16	(32.95)
	(I)	(89.83)	115.12
(II) Items that will not be reclassified to the profit or loss			
Fair value changes in equity instruments through OCI		28,656.40	(2,172.83)
Less: deferred tax effect on above (Refer Note 28)		9,897.43	630.56
Profit/(loss) on write off/sale of equity instruments through OCI		46.32	(4.31)
Less: current tax effect on above		(6.56)	-
Remeasurement of the defined benefit plans		1.99	0.70
Less: deferred tax effect on above		(0.50)	(0.20)
	(II)	38,595.08	(1,546.08)
Total other comprehensive income, net of tax (B= I+II)		38,505.25	(1,430.96)
Total comprehensive income for the year (A+B)		39,194.13	(888.70)
Earnings per equity share	23		
(Face value of ₹ 10/- each)			
Basic (in ₹)		21.53	16.95
Diluted (in ₹)		21.53	16.95
Accounting policies & notes on financial statements	1-37		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

For and on behalf of the Board of Directors

Monika Garg

Partner

Membership No. 407038

Saumya Agarwal

Director

DIN: 07517809

Rakesh Dhamani

Director

DIN: 07065199

Place: New Delhi

Date: May 29, 2025

Shweta Saxena

Company Secretary

M.No: A18585

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
A Cash flow from operating activities		
Profit before tax	847.97	649.01
Adjustment for:		
Dividend income	(497.19)	(478.02)
(Gain)/loss on sale of investment in debt mutual funds (realised)	(406.67)	(103.81)
Interest on investments in bonds, debentures & deposit	(29.05)	(305.69)
Interest income on loan	-	(3.59)
Premium (net of discount) on bonds amortised	-	8.09
Interest on fixed deposits with bank	(76.48)	(56.07)
Non - cash items :		
Provision for leave encashment and gratuity (net)	2.11	4.13
Depreciation	0.17	0.32
Provision no longer required written back	-	(0.07)
Operating profit before working capital changes	<u>(159.14)</u>	<u>(285.70)</u>
Adjustments for changes in working capital:		
(Increase)/ decrease in other non-financial assets	0.52	(310.81)
Increase/(decrease) in other payables	12.91	(23.34)
Increase/(decrease) in other non-financial liabilities	1.71	(5.88)
Cash generated from /(used in) operations	<u>(144.00)</u>	<u>(625.73)</u>
Income tax paid(net of refund)	(97.03)	(172.06)
Net cash from/(used in) operating activities	<u>(241.03)</u>	<u>(797.79)</u>
B Cash flow from investing activities		
Dividend received(includes TDS)	497.19	478.02
Interest received (includes TDS) on deposits, bonds and FDR	89.65	395.67
Maturity of investment in bonds /ncds	690.00	2,990.00
Maturity of fixed deposits with bank	305.00	1,347.85
Fixed deposits made with bank	(329.42)	(930.00)
Loan repaid/refunded	-	590.50
Loan given	-	(590.50)
Interest received (includes TDS) on Loan	-	3.59
Purchase of investments in AIF	(201.70)	-
Purchase of investments in mutual funds	(3,467.00)	(3,868.50)
Purchase of investments in shares	(1,674.35)	(922.60)
Proceeds from sale of shares	95.88	-
Proceeds from sale/redemption of mutual funds	4,230.71	1,095.62
Net cash from/(used in) investing activities	<u>235.96</u>	<u>589.65</u>

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
C Cash flow from financing activities		
Net cash from/(used in) financing activities	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(5.07)	(208.14)
Cash and cash equivalents at the beginning of the year	6.56	214.70
Total cash and cash equivalents at the end of the year	1.49	6.56
Components of cash and cash equivalents:		
Cash on hand	-	0.03
Balances with HDFC bank in current account	1.49	6.53
Total	1.49	6.56

Note : (i) The above Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind AS-7) "Statement of Cash Flow".

(ii) Previous year figures have been regrouped/ rearranged wherever considered necessary.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

For and on behalf of the Board of Directors

Monika Garg

Partner

Membership No. 407038

Saumya Agarwal

Director

DIN: 07517809

Rakesh Dhamani

Director

DIN: 07065199

Place: New Delhi

Date: May 29, 2025

Shweta Saxena

Company Secretary

M.No: A18585

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

PNB FINANCE AND INDUSTRIES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A. Equity Share Capital

(₹ in lakh)

Particulars	Balance as at March 31, 2023	Changes during the year	Balance as at March 31, 2024	Changes during the year	Balance as at March 31, 2025
Equity shares	320.00	-	320.00	-	320.00
	320.00	-	320.00	-	320.00

B. Other Equity

(₹ in lakh)

Particulars	Reserves and surplus				Accumulated balance of other comprehensive income (OCI)		Total other equity
	Securities premium	General reserve	Special reserve u/s 45-1C of RBI Act, 1934	Retained earnings (surplus)	Debt instruments through OCI	Equity instruments through OCI	
Balance as at March 31, 2023	103.91	1,535.16	2,465.80	8,120.57	623.30	1,40,184.71	1,53,033.45
Changes during the year ended March 31, 2024:							
Add : profit/(-) loss for the year	-	-	-	542.26	-	-	542.26
Add : other comprehensive income for the year :							
Fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	148.07	(2,172.83)	(2,024.76)
Deferred tax effect on above	-	-	-	-	(32.95)	630.56	597.61
Profit/(loss) on write off/sale of equity instruments through (net of current tax)	-	-	-	-	-	(4.31)	(4.31)
Remeasurement of defined benefit plan (net of deferred tax)	-	-	-	0.50	-	-	0.50
Add/less: Profit/(loss) on write off/sale of equity instruments(net of tax) transferred	-	-	-	(4.31)	-	4.31	-
Add/less: transfer to general reserve	-	20.00	-	(20.00)	-	-	-
Add/less: transfer to special reserve	-	-	108.45	(108.45)	-	-	-
Add: Other adjustments (earlier year)	-	-	-	8.32	-	-	8.32
Rounding off	-	-	(0.01)	0.03	(0.02)	-	-
Balance as at March 31, 2024	103.91	1,555.16	2,574.24	8,538.92	738.40	1,38,642.44	1,52,153.07
Changes during the year ended March 31, 2025:							
Add : profit/(-) loss for the year	-	-	-	688.88	-	-	688.88
Add : other comprehensive income for the year :							
Fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	(192.99)	28,656.40	28,463.41
Deferred tax effect on above	-	-	-	-	103.16	9,897.43	10,000.59
Profit/(loss) on write off/sale of equity instruments through (net of current tax)	-	-	-	-	-	39.76	39.76
Remeasurement of defined benefit plan (net of deferred tax)	-	-	-	1.49	-	-	1.49
Add/less: Profit/(loss) on write off/sale of equity instruments(net of tax) transferred	-	-	-	39.76	-	(39.76)	-
Add/less: transfer to general reserve	-	20.00	-	(20.00)	-	-	-
Add/less: transfer to special reserve	-	-	145.73	(145.73)	-	-	-
Add: Other adjustments (earlier year)	-	-	-	0.02	-	-	0.02
Rounding off	-	-	-	(0.01)	-	-	(0.01)
Balance as at March 31, 2025	103.91	1,575.16	2,719.97	9,103.33	648.57	1,77,196.27	1,91,347.21

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

Monika Garg

Partner

Membership No. 407038

Place: New Delhi

Date: May 29, 2025

For and on behalf of the Board of Directors

Saumya Agarwal

Director

DIN: 07517809

Shweta Saxena

Company Secretary

M.No: A18585

Rakesh Dhamani

Director

DIN: 07065199

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Corporate Overview

PNB Finance and Industries Limited ('the Company') is a public limited company domiciled and incorporated in India under the provisions of Indian Companies Act. The Company is listed with The Calcutta Stock Exchange Ltd.

The Company is registered with the RBI as a Non-Banking Financial Institution (non-deposit accepting/non-deposit taking).

Note -1: Basis of preparation of Financial Statements, Accounting Estimates, Judgements, Assumptions and Accounting Policies

1.1: Basis of preparation of Financial Statements

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and disclosures are made in accordance with the requirement of Division III of Schedule III of the Companies Act, 2013 (the Act) and other relevant provisions of the Act and RBI guidelines/ regulation as an NBFC Company to the extent applicable.

The financial statements are approved by the Board of Directors on May 29, 2025.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured and carried at Fair Value (refer accounting policy regarding Financial Instruments).

S. No.	Name of the company	Ownership in % either directly or through subsidiary at the end of the year	
		2024-25	2023-24
1	Subsidiary (Indian) Punjab Mercantile and Traders Ltd.	100%	100%
2	Esoterica Services Ltd (Earlier Jacaranda Corporate Services Ltd.)	100%	100%

1.2: Significant accounting judgments, estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, financial assets, non-financial assets, financial and non-financial liabilities and disclosure of the contingent liabilities at the end of each reporting period. Actual may differ from these estimates.

1.3: Summary of Material Accounting Policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.3.1: Revenue Recognition

Income is recognised as per accrual basis and as per the principles provided in the relevant applicable Indian Accounting standards on the company.

• Interest income

Interest income from debt instruments is recognised using effective interest rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

Interest income on Bank Deposits and other non -financial deposits is recognized on accrual basis considering, the amount invested/ outstanding / and the rate of interest applicable.

Interest on tax refund is accounted for on receipt basis.

• Dividend income

Dividends are recognised in the statement of profit and loss only when the right to receive the payment is established and it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount can be measured reliably.

Dividend income from Equity Instruments measured at fair value through Other Comprehensive income has been recognised in the statement of profit and loss.

1.3.2: Property, plant and equipment

- **Recognition and measurement**

Property, Plant & Equipment (PPE) is stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The Cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable expenses for bringing the assets to their present location and conditions for its intended use.

When parts of an item of PPE have different useful lives, they are accounted for as separate items (major components) of PPE. All other expenses on an existing PPE including day to day repair and maintenance expenditure and cost of replacing parts (other than major components), are charged to the statement of profit and loss for the period during which such expenses are incurred.

- **Disposal**

An item of PPE is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of PPE are determined by comparing the proceeds from disposal with the carrying amount of PPE and are recognised within other income/ expenses in the statement of profit and loss.

- **Depreciation**

Depreciation on Property, Plant & Equipment (PPE) is provided on written down value as per rates arrived at based on useful life and manner prescribed under Schedule II of the Companies Act, 2013.

In case Addition /Deletion of PPE during the year, Depreciation on those PPEs has been provided for on a pro rata basis from the date of such addition or, as the case may be, up to the date of deletion of such asset.

1.3.3 Impairment of Property, Plant and Equipment and Other Non –financial assets

The company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which the assets is identified as impaired. The impaired loss recognized in prior accounting periods is reversed / adjusted if there has been a change in the estimate of the recoverable amount.

1.3.4 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

1.3.5 Fair value measurement

The Company measure financial instruments such as Investments in Debt Mutual Funds and in Equity shares (other than investment in Subsidiaries/Associates) at fair value at each reporting (Balance sheet) date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to fair value measurement as a whole :

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For fair value disclosures, the company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.3.6: Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

a. Initial Recognition and Measurement

Financial assets are initially recognised on the trade date i.e. the date that the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. Financial Assets which are not at fair value through Profit and loss, are at fair value plus transaction costs that are directly attributable to the acquisition of such Financial Assets. Transaction costs of those financial assets carried at “fair value through profit or Loss” are expensed in Statement of profit and loss.

Financial Assets are classified at the initial recognition as Financial Assets measured at Amortised Costs or at Fair value.

b. Subsequent Measurement

For subsequent measurement, financial assets are broadly classified in two broad categories:

- Financial Assets carried at Amortised Cost,
- Financial Assets at Fair Value [Either through Other Comprehensive income (FVTOCI) Or through Profit or Loss (FVTPL)]

For assets classified as “at Fair value”, gains and losses are either recognised in Statement of profit and loss or recognised in Other Comprehensive Income, as elected. For Assets classified as “at Amortised Cost”, this will depend on the business model and contractual terms of the cash flows.

i) Financial Assets carried at Amortised Cost

A Financial Asset is measured at Amortised Cost if it meets the following two conditions:

- (a) Business Model Test: The objective of the company’s business model is to hold the financial assets to collect contractual cash flows.
- (b) Cash flow characteristic Test: The contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets i.e. Debentures, Bonds and Corporate Deposits etc. meeting the above conditions are measured at Amortised Cost and Interest income from such financial assets has been recognised using the effective Interest rate.

ii) **Financial Assets at fair value through Other Comprehensive Income (FVTOCI)**

A Financial Asset is subsequently measured at fair value through Other Comprehensive Income if:

- (i) The objective of the business model is achieved by both collecting contractual cash flows and selling Financial Assets and
- (ii) The contractual terms of the Financial Asset represent solely payments of principal and interest on the principal amount outstanding.

The Dividend Income on Financial Assets at FVTOCI is recognised under Profit or Loss. The company's Investments in Financial Assets i.e. Debt Instruments being Debt based Mutual Funds are measured at fair value through Other Comprehensive Income (OCI) and Fair value changes on these financial assets are recognised in OCI.

On derecognition/ sale of Investments measured at FVTOCI, the Fair value changes (on other than Equity Instruments measured at FVTOCI) in OCI, are subsequently reclassified to the statement of profit and loss.

iii) **Financial Assets at fair value through Profit or Loss (FVTPL)**

A Financial Asset which is not classified in any of the above categories are measured at fair value through Profit or Loss.

Equity instruments which are held for trading are required to measure at FVTPL. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of Profit and Loss.

Equity Instruments at Fair value through Other Comprehensive Income

For Equity Instruments, the company may make an irrevocable election to present subsequent changes in the fair value through Other Comprehensive Income. The Company makes such election on an instrument-by-instrument basis.

For investments in Equity Shares (not held for trading and other than Investment in Subsidiary / Associates), the Company has made an irrevocable election to account for these at Fair value through other comprehensive income (FVTOCI).

If the company decides to classify an Equity Instruments as at FVTOCI, then all fair value changes on such instruments excluding dividend income, are recognised in the Other Comprehensive income (OCI). Dividend on equity instrument measured at FVTOCI is recognised at Statement of Profit and Loss.

Fair Value changes on these equity instruments never recycled (not subsequently transferred/reclassified) from OCI to Profit or Loss, however on de-recognition / sale of the equity instruments measured at FVTOCI, cumulative Gain or Losses are transferred/ reclassified within Equity i.e. Balance of Cumulative gain or Losses transferred to Retained earnings.

c. **Investments in Subsidiary**

The Company's Investment in Subsidiaries are recognised at Cost as per Ind AS 27. Cost represents amount paid for acquisition of the said investments.

The company assesses at the end of each reporting period, if there are any indication that the said investments may be impaired. If impairment exists, the company estimates the recoverable value/ amount of the investments and provides for impairment, if any i.e. the deficit in the recoverable amount / value over cost. The impairment loss, if any, is recognised in the statement of profit and loss.

On disposal of investments in Subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

d. **Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at FVTPL.

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets considered for ECL. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the needs to provide for the same in the statement of Profit and Loss.

The company assess impairment based on Expected credit losses (ECL) model for the following:

- (1) Financial Assets measured at Amortised Cost,
- (2) Financial Assets measured at FVTOCI,
- (3) Other Financial Assets like Trade/ Other receivables.

The Company follows “Simplified Approach” for recognition of Impairment loss allowance on trade receivables. For application of “Simplified Approach” the company does not require to track changes in credit risk instead the company uses the provision matrix to determine loss allowance on Trade / Other receivables.

ECL is the difference between all contractual cash flows that are due to the company in accordance with contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original EIR.

The Company’s investment in Debt Instruments (Fixed income securities being Bonds, Corporate Deposits, Debentures etc.), the risk parameters like tenor, the probability of default, tracking of ratings etc. for each of these instruments/ Issuer ratings etc. is considered in estimating probable credit losses over balance tenor of these instruments.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense / income in the Statement of Profit and Loss.

However, ECL impairment loss allowance (or reversal) if any, on Equity Shares measured at Fair value through OCI (FVTOCI) has been recognized through other comprehensive income.

ECL is presented as an allowance i.e. as an integral part of the measurement of those assets in the Balance sheet. ECL reduces the net carrying amount, unless the financial asset meets write off criteria, the company does not reduce impairment allowance from the Gross carrying amount.

Financial Liabilities

a. Initial Recognition and Measurement

All Financial Liabilities are recognized at fair value and in case of borrowings and Payables, net of directly attributable transaction costs.

The company’s financial liabilities include Trade/ other payables having short maturities.

b. Subsequent Measurement

Financial Liabilities comprises Interest bearing Borrowings (from Banks/others) if any, are carried at amortized cost using the effective interest method.

For trade and other financial liabilities maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of Financial Assets and Liabilities

Financial Assets

A Financial asset is derecognised by the Company only when:

- (i) The contractual rights to the cash flows from the Financial Asset expired OR
- (ii) The Company has transferred the right to receive cash flow from financial assets and where the entity has transferred the assets, the company evaluates whether it has transferred substantially all risk and rewards of ownership of such financial assets. OR
- (iii) In any other case, transfer qualifies for other de-recognition criteria under Ind- AS 109.

Financial Liabilities

A Financial liability (or a part thereof) is derecognized from the Company’s Balance Sheet when the obligation specified in the contract is discharged or cancelled or expired.

Reclassification of Financial Assets and Liabilities

The company does not reclassify its financial assets subsequent to initial measurement, apart from exceptional circumstances as permitted. Financial Liabilities are not reclassified.

Off setting

Financial assets and liabilities are off set and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events. It must be enforceable in the normal course of business and also in the event of default, insolvency or bankruptcy of the Company or the counterparty.

1.3.7 Employee benefits

- **Short-term employee benefits**

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

- **Post-employment benefits**

Defined contribution plans

Employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employees and employer make monthly contributions to the plan at a pre-determined rate of employee's basic salary. These contributions are made to a Central Government's employees provident organisation account (EPFO) Contributions by Company to Provident Fund are expensed in the Statement of Profit and Loss, when the contributions are due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Defined benefit plans

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The company recognises gains/ losses on settlement of a defined plan when the settlement occurs.

Other long-term employee benefits (Compensated leaves)

The employees can carry-forward a portion of the unutilized accrued leave and utilize it in future service periods or receive cash compensation on resignation/termination of employment.

Accumulated Leaves, which is expected to be utilised within the next 12 months, is treated as Short term employee benefit. Since a substantial part of the compensated leaves do not fall due wholly within 12 months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within 12 months after the end of such period, the benefit of such leaves is classified as a long-term employee benefit.

The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method at year end.

Remeasurements, comprising of actuarial gains and losses, are recognised immediately in the Statement of profit and loss.

1.3.8 Income tax

Income tax expense comprises Current Tax, Deferred tax and Earlier Year Tax, if any.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the current tax / deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

- **Current tax**

Current tax Expenses or credit for the period is the tax payable on the current period's taxable income based on the tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and liabilities are offset only if there is a legally enforceable right to set it off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

- **Deferred tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses/tax credits only if it is probable that future taxable amounts will be available to utilise those temporary differences/credits and losses.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

The carrying amount of Deferred Tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

1.3.9 Provisions and contingent Liabilities

The company creates a provision when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

Provisions are measured at the present value of management's best estimates of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent liability is not recognised but disclosed in the case of:

- (i) A present obligation that arising out of past events, when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation,
- (ii) A present obligation that arising out of past events, when no reliable estimate of the amount is possible,
- (iii) A possible obligation arising from past events unless the probability of outflow of resources is remote.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

1.3.10 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit/loss for the year attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the financial year.

The weighted average number of equity shares outstanding during the year/period and all periods presented is adjusted for events, such as bonus equity shares, other than the conversion of potential equity shares that have changed the no. of equity shares outstanding without a corresponding change in resources.

1.4 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS -117 Insurance contracts and amendments to Ind AS -116-Leases relating to sale and leaseback transactions, applicable to the company w.e.f. April 01, 2024.

The company has reviewed the new pronouncements and based on its evaluation it has determined that there is no impact on the financial statements of the company.

2 CASH AND BANK BALANCES

(₹ in lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
2 (I) : Cash and cash equivalents		
Cash on hand	-	0.03
Balances with HDFC bank in current account	1.49	6.53
Sub total-I	1.49	6.56
2 (II) : Bank balance other than above (I)		
Fixed deposits with HDFC bank (Maturity: July 10, 2024)	-	305.00
Fixed deposits with HDFC bank (Maturity: Nov 11, 2025)	5.41	-
Fixed deposits with HDFC bank (Maturity: Sep 10, 2025)	324.01	-
Fixed deposits with HDFC bank (Maturity: March 20, 2027)	625.00	625.00
Earmarked balances with HDFC Bank (in unclaimed dividend accounts)	1.37	1.87
Sub total-II	955.79	931.87
Total (I+II)	957.28	938.43

3 INVESTMENTS

(Investment in India & other than trade)

Particulars	Face value per Unit/bond/ NCD/share (in ₹)	As at March 31, 2025				As at March 31, 2024	
		Units/bonds/ NCDs shares in No.*	Cost (in ₹)	Value (in ₹)	Value (₹ in lakh)	Units/bonds/ NCDs shares in No.*	Value (₹ in lakh)
(1) In debt mutual funds							
Unquoted							
(Carried at fair value through OCI (FVTOCI))							
Non current							
Bandhan Bond Fund - Medium Term Plan - Direct - Growth (Earlier IDFC Bond Fund/IDFC Super Savings Income Fund-Medium Term Plan)	10	8,86,923	2,53,93,571	4,32,14,166	432.14	30,39,459	1,362.22
Kotak Banking & PSU Debt Fund - Direct-Growth	10	25,29,313	11,07,88,213	16,84,34,041	1,684.34	26,00,041	1,595.33
Nippon India Nivesh Lakshya Fund - Direct-Growth	10	64,325	9,50,000	11,63,774	11.64	64,325	10.59
Total [1]			13,71,31,784	21,28,11,981	2,128.12		2,968.14
(2) In equity mutual funds							
Unquoted							
(Carried at fair value through OCI (FVTOCI))							
Non current							
HDFC Index Fund Nifty 50 Plan Direct Growth	10	6,78,545	10,20,00,000	15,38,01,608	1,538.02	6,78,545	1,455.40
UTI Nifty 50 Index Fund - Direct - Growth	10	13,19,299	19,32,50,000	21,49,24,156	2,149.24	13,19,299	2,020.31
UTI Nifty Next 50 Index Fund - Direct - Growth	10	1,30,834	30,00,000	30,35,110	30.35	-	-
SBI Nifty Index Fund - Direct Plan- Growth	10	7,47,051	16,02,24,141	16,18,92,051	1,618.92	6,60,491	1,353.84
ICICI Prudential Bluechip Fund- Direct Plan Growth	10	27,02,728	18,22,00,000	30,49,48,793	3,049.49	27,02,728	2,848.68
Nippon India Large Cap Fund - Direct - Growth	10	38,472	35,00,000	35,72,887	35.73	-	-
Total [2]			64,41,74,141	84,21,74,605	8,421.75		7,678.23

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Face value per Unit/bond/ NCD/share (in ₹)	As at March 31, 2025				As at March 31, 2024	
		Units/bonds/ NCDs shares in No.*	Cost (in ₹)	Value (in ₹)	Value (₹ in lakh)	Units/bonds/ NCDs shares in No.*	Value (₹ in lakh)
(3) In other fund (AIF)							
Unquoted							
(Carried at fair value through OCI (FVTOCI))							
Non current							
Amara Partners Growth Fund-I-Category II Class A1	1000	20,170	2,01,70,000	1,73,78,085	173.78	-	-
Total [3]			2,01,70,000	1,73,78,085	173.78		-
(4) In bonds / NCDs							
Quoted							
(Carried at amortised cost)							
Current							
8.40%, TATA Capital Financial Services Ltd, (Secured NCD-Series -III), (5 Years & Call Date- 26-08-2024)	1,000	-	-	-	-	50,000	500.00
8.20% TATA Capital Housing Finance Ltd, (Secured, Non-Convertible Debentures-Series -III) (5 Years & Call Date-14-01-2025)	1,000	-	-	-	-	19,000	190.00
Total (4)			-	-	-		690.00
(5) In equity shares @							
(a) Quoted							
(Carried at fair value through OCI (FVTOCI))							
Non current							
Fully paid up shares of :							
Camac Commercial Company Ltd.	10	35,000	3,50,000	86,28,86,500	8,628.86	35,000	6,827.13
HDFC Bank Ltd.	1	24,38,280	1,40,90,190	4,45,76,63,496	44,576.63	24,38,280	35,311.17
ICICI Bank Ltd.	2	1,38,900	9,61,30,039	18,72,85,815	1,872.86	1,38,900	1,522.14
Tata Consultancy Services Ltd.	1	5,268	1,68,79,935	1,89,97,198	189.97	5,268	204.59
Susmit Trading Ltd.	10	29,400	73,867	-	-	29,400	-
The Pioneer Ltd.@@	10	-	-	-	-	100	-
Total [5(a)]			12,74,50,164	5,52,68,33,009	55,268.32		43,865.03
(5) In equity shares @							
(b) Unquoted							
(Carried at fair value through OCI (FVTOCI))							
Non current							
Fully paid up shares of :							
Bennett,Coleman & Co Ltd.	10	2,66,65,848	14,976	11,55,75,11,840	1,15,575.12	2,66,65,848	99,610.28
(Includes bonus shares-2,66,63,976)							
Ashoka Viniyoga Ltd.	10	55,000	5,50,000	1,50,50,83,800	15,050.84	55,000	15,686.08
Excel Publishing House Ltd.	10	23,500	4,75,893	3,20,85,255	320.85	23,500	321.30
Artee Viniyoga Ltd.	10	2,49,860	25,12,844	28,64,76,983	2,864.77	2,49,860	2,640.82
Bennett Property Holdings Company Ltd.#	10	44,44,308	-	1,67,89,26,233	16,789.26	44,44,308	15,438.64
Pearl Printwell Ltd.	10	19,800	4,00,966	2,86,98,714	286.99	19,800	287.22
Sahu Jain Services Ltd.	10	7,400	8,05,81,856	7,74,26,200	774.26	8,000	871.15
Times Publishing House Ltd	10	23,880	9,49,70,760	9,49,70,760	949.71	-	-
Fourth Estate Ltd	100	5,700	7,24,64,100	7,24,64,100	724.64	-	-
Nandavrat Properties and Developers Ltd.	10	69,990	8,79,074	9,40,666	9.41	2,94,990	37.05
Shantiniketan Estates Ltd.	100	875	10,31,993	10,46,719	10.47	975	11.50
Bennett Advisory Services Ltd.	10	9,750	2,89,770	2,93,183	2.93	9,750	2.90
Total [5(b)]			25,41,72,232	15,33,59,24,453	1,53,359.25		1,34,906.94

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Face value per Unit/bond/ NCD/share (in ₹)	As at March 31, 2025				As at March 31, 2024	
		Units/bonds/ NCDs shares in No.*	Cost (in ₹)	Value (in ₹)	Value (₹ in lakh)	Units/bonds/ NCDs shares in No.*	Value (₹ in lakh)
(6) Investments in subsidiaries (wholly owned)							
Equity shares - unquoted							
(Carried at cost)							
Non current							
Fully paid up shares of :							
Punjab Mercantile & Traders Ltd.	10	51,696	6,24,04,000	6,24,04,000	624.04	51,696	624.04
Esoterica Services Ltd	10	2,00,000	20,00,000	20,00,000	20.00	2,00,000	20.00
Total [6]			6,44,04,000	6,44,04,000	644.04		644.04
(7) Other investment							
Non current							
(Carried at cost)							
Investment in paintings			8,00,000	8,00,000	8.00		8.00
Total [7]			8,00,000	8,00,000	8.00		8.00
Grand total (1+2+3+4(a)+4(b)+5+6+7)			1,24,83,02,321	22,00,03,26,133	2,20,003.26		1,90,760.38
Summary of investments:							
Total investments measured & carried:		-					
At fair value through OCI (FVTOCI)			1,18,30,98,321	21,93,51,22,133	2,19,351.22		1,89,418.34
At amortised cost			-	-	-		690.00
At cost			6,52,04,000	6,52,04,000	652.04		652.04
Total			1,24,83,02,321	22,00,03,26,133	2,20,003.26		1,90,760.38
Category of Investments :							
In Equity shares			44,60,26,396	20,92,71,61,462	2,09,271.61		1,79,416.01
In Mutual Funds			78,13,05,926	1,05,49,86,586	10,549.87		10,646.37
In Other Funds			2,01,70,000	1,73,78,085	173.78		-
In Bonds/NCDs			-	-	-		690.00
In Others (Paintings)			8,00,000	8,00,000	8.00		8.00
Total			1,24,83,02,321	22,00,03,26,133	2,20,003.26		1,90,760.38
Total Investments as Current & Non-current:							
Current (within 12 months)			-	-	-		690.00
Non-current (long term)			1,24,83,02,321	22,00,03,26,133	2,20,003.26		1,90,070.38
Total			1,24,83,02,321	44,00,06,52,266	2,20,003.26		1,90,760.38
Total investments as quoted and unquoted:		-					
Quoted			12,74,50,164	5,52,68,33,009	55,268.32		44,555.03
Unquoted			1,12,08,52,158	16,47,34,93,124	1,64,734.94		1,46,205.35
Total			1,24,83,02,321	22,00,03,26,133	2,20,003.26		1,90,760.38

*Units are rounded off to the nearest unit.

In pursuance of scheme of arrangement entered between Bennett, Coleman & Co. Ltd. (BCCL) and Bennett Property Holdings Company Limited (BPHCL) as approved by the Bombay High Court order dated December 02, 2011 the Company has received shares of BPHCL in proportion of 1:6.

@ The fair value change of investment in unquoted equity shares and those quoted shares, which have not been traded / no latest quotes are available, has been considered based on latest available audited/unaudited financial statements of the respective investee companies. Further, fair value of Investment in those unquoted shares, which are acquired within one year has been considered at acquisition price.

@@ During the current financial year, investment in equity shares of “The Pioneer Ltd” has been written off and accordingly, loss of ₹ 0.02 Lakh (loss as cost of Investment on write off) on Equity Instruments (Equity shares) have been booked and routed through “Other comprehensive income (OCI)” under statement of profit and loss.

PNB FINANCE AND INDUSTRIES LIMITED

Particulars		As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
4 OTHER FINANCIAL ASSETS			
Interest accrued on bonds/NCDs and deposits		-	25.68
Interest accrued on bank fixed deposits #		97.85	53.03
Total		<u>97.85</u>	<u>78.71</u>
# includes Interest accrued on bank fixed deposits for ₹ 81.73 Lakh (P.Y. ₹ 34.82 Lakh), which is receivable after 12 months.			
5 CURRENT TAX ASSETS (NET)			
(Unsecured, considered good)			
Advance income tax & TDS		173.12	187.09
Provision for income tax		(165.52)	(107.73)
Total		<u>7.60</u>	<u>79.36</u>
6 DEFERRED TAX ASSETS (NET)			
Deferred tax assets (net) on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :			
On employee benefits liabilities (gratuity & leave encashment)		6.12	6.72
On property, plant and equipments		0.08	0.11
Total		<u>6.20</u>	<u>6.83</u>

Particulars	Tangible Assets (₹ in lakh)		
	Office equipments (computers & others)	Furniture & fixture	Total
7 PROPERTY, PLANT AND EQUIPMENTS			
At cost			
Gross carrying amount			
Balance as at March 31, 2023	4.63	0.30	4.93
Addition during the year	-	-	-
Deletion/disposal during the year	-	-	-
Balance as at March 31, 2024	<u>4.63</u>	<u>0.30</u>	<u>4.93</u>
Addition during the year	-	-	-
Deletion/disposal during the year	-	-	-
Balance as at March 31, 2025	<u>4.63</u>	<u>0.30</u>	<u>4.93</u>
Accumulated depreciation			
Balance as at March 31, 2023	4.13	0.15	4.28
Addition during the year	0.31	0.01	0.32
Deletion/disposal during the year	-	-	-
Balance as at March 31, 2024	<u>4.44</u>	<u>0.16</u>	<u>4.60</u>
Addition during the year	0.14	0.03	0.17
Deletion/disposal during the year	-	-	-
Adjustment during the year	(0.03)	0.03	-
Balance as at March 31, 2025	<u>4.55</u>	<u>0.22</u>	<u>4.77</u>
Net carrying amount			
As at March 31, 2025	0.08	0.08	0.16
As at March 31, 2024	0.19	0.14	0.33
As at March 31, 2023	0.50	0.15	0.65

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
8 OTHER NON-FINANCIAL ASSETS		
(Unsecured, considered good)		
Staff advance	9.00	10.00
Prepaid expenses	1.97	1.64
Amount deposited with SEBI, as per SAT Order \$	305.00	305.00
Other receivables (advance for expenses)	0.25	0.10
Total	<u>316.22</u>	<u>316.74</u>
\$ Refer “Note -27 : Contingent liabilities & committments” for detailed disclosure.		
9 OTHER PAYABLES		
Payable to micro and small enterprises #	-	-
Payable to others	14.53	1.62
Total	<u>14.53</u>	<u>1.62</u>

Other payables ageing as at March 31, 2025

Particulars	MSME	Others	Disputed dues – MSME	Disputed dues - Others	Total
Outstanding from due date of payment					
Less than 1 year	-	14.53	-	-	14.53
1-2 years	-	-	-	-	-
2-3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	-	14.53	-	-	14.53

Other payables ageing as at March 31, 2024

Particulars	MSME	Others	Disputed dues – MSME	Disputed dues - Others	Total
Outstanding from due date of payment					
Less than 1 year	-	1.62	-	-	1.62
1-2 years	-	-	-	-	-
2-3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	-	1.62	-	-	1.62

Based on the information available with the Company in respect of micro, small and medium enterprises, there are no outstanding/ delays in payment of dues to such enterprises. The required details as per The MSMED, 2006 is given below :

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
<u>Dues to micro, small and medium enterprise under the MSMED Act, 2006</u>		
a) Interest paid and payments made to the supplier beyond the appointed day.	Nil	Nil
b) Interest due and payable for delay (which has been paid but beyond the appointed day), but without adding the interest under the MSMED Act.	Nil	Nil
c) Amount due and unpaid at the end of accounting year : - Principal amount and Interest due - Interest accrued and remaining unpaid	Nil	Nil
d) Interest remaining due and payable even in the succeeding years.	Nil	Nil

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
10 OTHER FINANCIAL LIABILITIES		
Unpaid dividends*	1.37	1.87
Total	<u>1.37</u>	<u>1.87</u>
* Unclaimed portion only		
11 PROVISIONS		
Provision for employee benefits		
- for leave encashment #	6.23	6.53
- for gratuity #	18.07	17.65
Total	<u>24.30</u>	<u>24.18</u>
# Refer note no. 30 for detailed disclosures.		
12 DEFERRED TAX LIABILITIES		
Deferred tax liabilities on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
Investment in debt instruments (measured at FVTOCI)	108.22	211.38
Investment in equity instruments (measured at FVTOCI)	29,567.17	39,464.60
Total	<u>29,675.39</u>	<u>39,675.98</u>
13 OTHER NON-FINANCIAL LIABILITIES		
Others		
TDS payable	2.72	1.91
GST payable	2.48	1.69
Provident fund payable	0.53	0.46
Other payables	0.04	-
Total	<u>5.77</u>	<u>4.06</u>

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
14 SHARE CAPITAL		
Equity share capital		
Authorised share capital		
50,00,000 (P.Y. -50,00,000) equity shares of ₹ 10 each	500.00	500.00
Total	500.00	500.00
Issued share capital		
32,00,000 (P.Y. -32,00,000) shares of ₹10 each	320.00	320.00
Total	320.00	320.00
Subscribed & fully paid share capital		
a) 8,01,288.5 (P.Y. - 8,01,288.5) shares of ₹ 10 each fully paid up. (On reduction of share capital through High Court order dated 15-11-1973)	80.13	80.13
b) 23,98,711.5 (P.Y.-23,98,711.5) shares of ₹ 10 each fully paid up (including 131 equity shares of ₹ 10 each in the form of fractional coupons)	239.87	239.87
Total	320.00	320.00

(i) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of the liquidation of the Company, the holders of equity shares will be entitled to remaining assets of the company, after meeting all liabilities.

(ii) Reconciliation of equity shares held at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount in lakh	No. of shares	Amount in lakh
At the beginning of the year	32,00,000	320.00	32,00,000	320.00
Movement during the year	-	-	-	-
At the end of the year	32,00,000	320.00	32,00,000	320.00

(iii) There is no change in the share capital in the period of five years immediately preceding the date as at which the balance sheet is prepared. There has been no allotment of shares pursuant to contract(s) without payment being received in cash or by way of bonus issue and no shares have been bought back in the five years immediately preceding the balance sheet date i.e. March 31, 2025.

(iv) No dividend has been declared during the year ended March 31, 2025 (during the previous year ended March 31, 2024- Nil). As and when the company proposes the payment of dividend, the same will be paid in Indian rupees.

(v) Details of shareholders holding more than 5 % shares in the Company

Name of the shareholders	As at March 31, 2025	As at March 31, 2024
	No. of shares	No. of shares
Artee Viniyoga Limited	8,01,710	8,01,710
Ashoka Viniyoga Limited	6,51,660	6,51,660
Camac Commercial Company Limited	5,20,000	5,20,000
Mr. Samir Jain	5,18,827	5,18,827
Mrs. Meera Jain	2,73,604	2,73,604
Combine Holding Limited	1,61,437	1,61,437

(v) Details of shareholding of promoters in the Company

Promoter name	As at March 31, 2025			As at March 31, 2024		
	No. of shares held	% of total shares	% change during the year	No. of shares held	% of total shares	% change during the year
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
15 OTHER EQUITY		
<u>I. Reserve & Surplus</u>		
<u>A. Securities premium</u>		
Balance as per last financial statements	103.91	103.91
Add/less : addition/(adjustment) during the year	-	-
Balance at the end of the year	103.91	103.91
<u>B. General reserve</u>		
Balance as per last financial statements	1,555.16	1,535.16
Add/less : addition/(adjustment) during the year	20.00	20.00
Balance at the end of the year	1,575.16	1,555.16
<u>C. Special reserve u/s 45-IC of RBI Act,1934</u>		
Balance as per last financial statements	2,574.24	2,465.80
Add/less : addition/(adjustment) during the year	145.73	108.45
Rounding off	-	(0.01)
Balance at the end of the year	2,719.97	2,574.24
<u>D. Retained earnings (surplus)</u>		
Balance as per last financial statements	8,538.92	8,120.57
Add - profit for the year	688.88	542.26
Add - other adjustments (earlier year)	0.02	8.32
Item of OCI recognised directly in retained earnings		
Add : remeasurement of the defined benefit plans (net of deferred tax) for the year	1.49	0.50
Add : profit/(loss) (net of tax) transferred from OCI on write off/sale of equity instruments	39.76	(4.31)
Less:- transfer to general reserve	(20.00)	(20.00)
Less:- transfer to special reserve	(145.73)	(108.45)
Rounding off	(0.01)	0.03
Balance at the end of the year	9,103.33	8,538.92
Total reserve & surplus at the end of the year (I= A+B+C+D)	13,502.37	12,772.23
<u>II. Accumulated balance of other comprehensive income (OCI)</u>		
(E) Debt instruments through OCI		
Opening balance	738.40	623.30
Add: fair value changes in debt instruments through OCI for the year	213.68	251.88
Less: reclassified to profit or loss from OCI on sale	(406.67)	(103.81)
Less: deferred tax effect on above	103.16	(32.95)
Rounding off	-	(0.02)
Closing balance at the end of the year	648.57	738.40

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
(F) Equity instruments through OCI		
Opening balance	1,38,642.44	1,40,184.71
Add : fair value changes on equity instruments through OCI for the year	28,656.40	(2,172.83)
Less: deferred tax effect on above	9,897.43	630.56
Add :profit/(loss) on write off/ sale of equity instruments	46.32	(4.31)
Less: current tax effect on above	(6.56)	-
Less : profit/(loss) (net of current tax) transferred to retained earnings	(39.76)	4.31
Closing balance at the end of the year	<u>1,77,196.27</u>	<u>1,38,642.44</u>
Total accumulated balance of OCI at the end of the year (II= E+F)	<u>1,77,844.84</u>	<u>1,39,380.84</u>
Total other equity (I+II)	<u>1,91,347.21</u>	<u>1,52,153.07</u>

Nature and purpose of reserve

Nature and purpose of each reserve has been disclosed as part of the qualitative disclosure :

Securities premium

It is created in earlier year, by amount of premium received upon issuance of equity shares. This can be utilised in accordance with provisions of the Companies Act, 2013.

General reserve

The Company continues to transfer certain percentage of profits to general reserve before declaring dividends. This can be utilised in accordance with provisions of the Companies Act, 2013.

Special reserve u/s 45-IC of RBI Act,1934

The Company, being an NBFC company, has created a special reserve pursuant to section 45 IC the RBI Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss.

As prescribed by Section 45 IC of the RBI Act, 1934, no appropriation of any sums from the Reserve Fund shall be made by company except for the purpose as may be specified by RBI from time to time.

Retained earnings (surplus)

It is created out of accretion of profits or loss and represents the amount of accumulated earnings of the Company. It also includes effect of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with provisions of the Companies Act, 2013.

Accumulated balance of other comprehensive income (OCI)- debt instruments

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of debt instruments (including debt mutual funds) measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to profit or loss, when those instruments are disposed off.

Accumulated balance of other comprehensive income (OCI)- equity instruments

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of equity instruments measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to retained earnings when those instruments are disposed off.

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
16 INTEREST INCOME		
Interest income on investments in bonds, debentures & deposit (investments measured at amortised cost)	29.05	305.69
Amortisation adjustment of bonds purchased at premium/ discount	-	(8.09)
Interest income on loan to subsidiary company	-	0.12
Interest income on loan to Others	-	3.47
Interest income on deposits with bank	76.48	56.07
Total	105.53	357.26
17 DIVIDEND INCOME FROM EQUITY INSTRUMENTS		
Dividend income from equity shares (quoted)	495.89	478.02
Distributed income from Investment in AIF (Other fund) (unquoted)	1.30	-
Total	497.19	478.02
18 NET GAIN ON FAIR VALUE CHANGES		
(a) Net gain/(loss) on financial instruments at FVTPL: on trading portfolio/ on financial instruments designated through FVTPL	-	-
(b) Others		
Gain(net) reclassified from OCI to profit or Loss on sale of investments in debt mutual funds	406.67	103.81
Total	406.67	103.81
<u>Break up of gains (net) :</u>		
Realised	406.67	103.81
Unrealised	-	-
Total	406.67	103.81
19 OTHERS (INCOME)		
Interest on income tax refund	2.61	-
Provisions no longer required written back	-	0.07
Total	2.61	0.07
20 EMPLOYEE BENEFITS EXPENSE#		
Salaries	76.18	61.88
Contribution to provident and other funds	3.25	2.79
Provision for gratuity and leave encashment	2.11	4.13
Staff welfare expenses	2.60	2.04
Total	84.14	70.84

Includes Remuneration to Whole Time Director of ₹ 14.88 lakh for the period from April 01, 2024 till August 27, 2024 during current financial year (₹ 33.04 lakh pertaining to previous financial year ended March 31, 2024).

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
21 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on property, plant and equipments (refer note -7)	0.17	0.32
Total	0.17	0.32
22 OTHER EXPENSES		
Director's sitting Fee	4.20	6.20
Legal and professional charges	42.58	154.08
Travelling & conveyance expenses	7.33	7.46
GST paid under reverse charge	7.28	26.65
AGM expenses	0.01	0.05
Bank charges	-	5.46
Printing & stationery	0.27	0.19
Postage & telephone and internet charges	0.97	1.02
Advertisement expenses	1.08	1.15
Listing fees	0.47	0.47
Custodian fees	0.21	0.21
Document storage charges	1.78	1.66
Software charges	2.33	1.41
Manager remuneration	-	0.02
Filing fees	0.16	0.11
Auditor's remuneration \$	0.94	1.21
CSR contribution 2024-25 \$\$	8.83	-
CSR contribution 2023-24 \$\$	-	10.23
Miscellaneous expenses	1.28	1.41
Total	79.72	218.99
\$ Auditor's remuneration (inclusive of GST):		
As auditor		
Audit fees @	0.48	0.60
Limited review fees	0.24	0.24
Other service fees (including certification fees)	0.08	0.04
Out of pocket expenses	-	0.14
GST on above @	0.14	0.19
Total	0.94	1.21
@ Amount for previous financial year includes Audit fees of ₹ 0.12 lakh and GST thereon of ₹ 0.02 lakh pertaining to FY. 2022-23.		

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
\$\$ Disclosure towards corporate social responsibility (CSR) activities :		
(a) Gross amount required to be spent as per section 135 of the Companies Act, 2013 read by the company during the year	8.83	10.23
(b) Amount of expenditure incurred (contributed in cash) during the year on :		
(i) Construction /acquisition of any asset	-	-
(ii) On purpose other than above (i)	8.83	10.23
(c) Amount shortfall (unspent) at the end of the year	-	-
(d) Total of previous year shortfall	-	-
(e) Reason for shortfall,	-	-
(f) Nature of CSR activities	CSR amount has been contributed towards furtherance of education.	CSR amount has been contributed towards furtherance of education.
(g) Details of related party transactions (e.g., contribution to a trust controlled by the Company)	-	-
(h) Movement in provision, if any, towards any liability incurred by entering into a contractual obligation	-	-

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
23 EARNINGS PER SHARE (EPS)		
Profit after tax as per statement of profit and loss (₹ in lakh)	688.88	542.26
Weighted average number of equity shares (Face value per equity share ₹10/-)	32,00,000	32,00,000
Basic EPS (in ₹)	21.53	16.95
Diluted EPS (in ₹) #	21.53	16.95

The Company has not issued any potential equity shares, and accordingly, diluted earnings per share is equal to the basic earnings per share.

24 SEGMENT INFORMATION

The company is not carrying any business operations except generating income from investment of surplus funds and these activities fall in a single business segment, thus there is no reportable segment within the meaning of Ind AS - 108 "Operating Segments".

25 IMPAIRMENT OF ASSETS

The management is of the opinion that there is no impairment of assets as contemplated in Ind AS -38 "Impairment of Assets".

26 DISCLOSURES AS REQUIRED BY IND AS -24 -“RELATED PARTY DISCLOSURE”

In accordance with Ind AS -24 “Related Party Disclosure”, disclosure of related parties & related party transactions entered into during the year are given below -

(a) Related parties and nature of relationship :

Subsidiary Company

1. Punjab Mercantile & Traders Ltd.
2. Esoterica Services Limited

Key Management Personnel (KMP)

Name	Relationship
Mr. Govind Swarup	Director (Ceased to be director w.e.f. February 05, 2025)
Mr. Ashish Verma	Director (Ceased to be director w.e.f. August 01, 2024)
Ms. Saumya Agarwal	Director
Mr. Rakesh Dhamani	Director
Mr. Victor Alan Carvalho	Director (Appointed as director w.e.f. May 28, 2024)
Mrs. Shweta Saxena	Director (Ceased to be director w.e.f. August 28, 2024)
Mrs. Shweta Saxena	Company Secretary
Mr. Viveka Nand Jha	Chief Financial Officer
Mr. Vijay Kumar Bakshi	Manager (up to May 31, 2023)
Mr. Tarun Verma	Manager (w.e.f. June 01, 2023)

(b) Related Party Transactions entered during the year in ordinary course of business and outstanding balances payable/ (receivable) at the end of the year :

(₹ in lakh)

Name of the party	Nature of transaction	Transactions entered during the year ended on		Balance outstanding as at	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Punjab Mercantile & Traders Ltd.	Loan given to subsidiary	-	10.00	-	-
	Loan refunded/repaid by subsidiary	-	10.00	-	-
	Interest on loan	-	0.12	-	-
Mr. Govind Swarup	Director's sitting fees	2.40	3.80	-	-
Mr. Ashish Verma	Director's sitting fees	0.40	1.60	-	-
Mrs. Saumya Agarwal	Director's sitting fees	1.40	0.80	-	-
Mrs. Shweta Saxena	Remuneration #	36.66	33.04	-	-
Mr. Viveka Nand Jha	Remuneration (Note 1) #	33.94	24.80	-	-
Mr. Tarun Verma	Remuneration #	4.78	3.63	-	-
Mr. Vijay Kumar Bakshi	Remuneration	-	0.02	-	-

#Excluding PF and other retiral benefits.

Note 1: Remuneration for the current financial year includes deferred retention bonus for ₹ 6.00 lakh (previous year ended March 31, 2024-Nil) as per terms and conditions

27 CONTINGENT LIABILITIES & COMMITMENTS

(a) Contingent liabilities not provided for :

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
Penalty levied pursuant to SEBI Adjudication Orders dated March 28, 2023 \$	1,220.00	1,220.00

\$ The Securities and Exchange Board of India (“SEBI”) had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited (“AVL”) and Camac Commercial Company Limited (“CCCL”) respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SEBI had accepted the Company’s application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 7, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company’s applications under the Settlement Regulations in December, 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company.

Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The company has made payment of the requisite amount [25% i.e. ₹ 305 Lakh] to SEBI as per the said SAT Orders. The matter is sub-judice as on date.

The abovementioned requisite payment [25% i.e. ₹ 305 Lakh] made to SEBI as per SAT Order, has been disclosed under “Note 8 : Other Non-financial Assets”.

(b) Commitment (to the extent not provided for) :

Commitment as on March 31, 2025 is for ₹ 798.30 lakh (Previous year ended March 31, 2024 : Nil) as uncalled capital contribution to Amara Partners Growth Fund - I (a Category II Class A1 AIF scheme).

28 INCOME TAXES EXPENSES & RECONCILIATION

(a) Tax expense recognised in the Statement of profit and loss

(i) Tax expense recognised under “Profit or Loss” section

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
<u>Current tax</u>		
Current tax	158.96	107.73
Earlier year that provision (Net)	-	0.16
Sub total	158.96	107.89
<u>Deferred tax charge/(credit)</u>		
Related to origination and reversal of deductible temporary difference	0.13	(1.14)
Sub total	0.13	(1.14)
Total	159.09	106.75

(ii) Tax expense recognised under “Other Comprehensive Income (OCI)” section

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
<u>Deferred tax charge / (credit) on :</u>		
<u>On account of deductible temporary difference on items measured through OCI</u>		
Investment in debt instruments (on fair value change) (Refer Note below)	(103.16)	32.95
Investment in equity instruments (on fair value change) (Refer Note below)	(9,897.43)	(630.56)
Remeasurement gains of the defined benefit plans (gratuity plan)	0.50	0.20
Total	(10,000.09)	(597.41)

Note: During the current financial year, Income Tax rates on capital gains have been changed w.e.f. July 23, 2024 vide Finance (No. 2) Act, 2024. Accordingly, in compliance with Ind AS 12, one time deferred tax liability on change in fair value of investment in Equity & Debt Instruments has been reversed, which is given below:

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
Deferred tax credit on account of one time reversal of deferred tax liability due to change of capital gain tax rates	(15,577.80)	(37.89)
Deferred tax charge/ (credit) on fair value change	5,680.37	(65.27)
Total	(9,897.43)	(103.16)

- (b) During the current financial year (Assessment year 2025-26), the Company has opted the concessional rate schemes provided vide section 115BAA in the Income Tax Act, 1961. The section 115BAA in the Income Tax Act, 1961, provides existing domestic companies with an irreversible option to pay tax at a reduced rate of 22% plus applicable Surcharge and Cess, which come with the consequential surrender of specified deductions/ incentives and not eligible to utilise MAT Credit entitlements and take any other deduction / benefits.

(c) Reconciliation of current tax expenses

Reconciliation of current tax expenses between “Amount calculated as accounting profit multiplied by the statutory income tax rate applicable to the Company” and “current tax expenses as per effective income tax rate reported in the statement of profit and loss of the Company” is given below :

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
Profit before tax	847.97	649.01
Enacted applicable income tax rate(including applicable cess) on company in India (in %)	25.168%	27.820%
Current tax amount calculated (accounting profit multiplied by the applicable enacted tax rate) for the year	213.42	180.55
<u>Tax effects of amounts which are not deductible/taxable in computing taxable Income</u>		
CSR expenditure	2.22	2.85
Tax at lower rate/difference in case of capital gain	(50.64)	(15.67)
Amortisation adjustment of bonds (net amount as exp.)	-	2.25
Other adjustments	0.52	1.14
<u>Tax effects of amounts which are deductible /non taxable in computing taxable Income</u>		
Deduction under Chapter VI A (80G)	-	(1.42)
Other adjustments	-	-
Balance	165.52	169.70
Tax effect on realised profit on sale of equity instruments(shares) through OCI	(6.56)	-
MAT credit utilised	-	(61.97)
Current tax expense at effective rate as reported in the statement of profit and loss	158.96	107.73

(d) Movement of Deferred Tax Assets :

The movement in deferred tax assets(net) during the year ended March 31, 2024 and March 31, 2025 has been explained in Note -6.

(e) Movement of Deferred Tax Liabilities:

The movement in deferred tax liabilities during the year ended March 31, 2024 & March 31, 2025 has been explained in Note -12.

- (f) As a matter of prudence and considering uncertainty of sufficient future taxable income, the company has not recognised any deferred tax asset on unused tax losses i.e. brought forward business losses in the balance sheet.

29 EMPLOYEE BENEFITS

- I). During the year, liability of Company as an employer towards contribution to provident and other fund has been recognized as an expenses in the statement of profit and loss. The detail is given below :

Defined Contribution Plan

Employer's contribution to provident and other funds: ₹ 3.25 Lakh (previous year : ₹ 2.79 lakh)

II). Gratuity and other post employment benefit plans

During the year, the company has recognised the expenses and liability towards gratuity and leave encashment based on actuarial valuation in conformity with the principles set out in the Indian Accounting Standards -19. The detail are given below

- a) The assumptions used to determine the benefit obligations are as follows:

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discounting rate (p.a.)	6.70%	7.20%	6.70%	7.20%
Future salary increase (p.a.)	6.00%	8.00%	6.00%	8.00%
Expected rate of return of plan assets	N.A	N.A	N.A	N.A
Expected average remaining working lives of employees (years)	15.42	16.42	15.42	16.42
Mortality table used	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)
Retirement age (years)	58	58	58	58
Withdrawal rate (%)				
Up to 30 years	3	3	3	3
From 31 to 44 years	2	2	2	2
Above 44 years	1	1	1	1

- b) Change in present value of obligation/ defined benefit obligations :

(₹ in lakh)

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Present value of obligation(PBO) at beginning of year	17.65	15.05	6.53	5.70
Past service cost	-	-	-	-
Current service cost	1.14	2.19	0.40	0.71
Net interest cost	1.27	1.11	0.47	0.42
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain /loss]	(1.99)	(0.70)	(1.17)	(0.30)
Present value of obligation PBO at year end	18.07	17.65	6.23	6.53

c) Liability recognised in the balance sheet:

(₹ in lakh)

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Liability amount (net) at beginning of year	17.65	15.05	6.53	5.70
Provisions made/(reversed) during the year	2.41	3.30	0.87	1.13
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain/loss]	(1.99)	(0.70)	(1.17)	(0.30)
Liability amount (net) at year end	18.07	17.65	6.23	6.53
<u>Break up of liability/PBO at end of the year</u>				
Current liability (within 12 Months)	0.25	0.29	0.09	0.11
Non-current liability	17.82	17.36	6.14	6.42
Total	18.07	17.65	6.23	6.53

d) Expense/ (income) recognized in the statement of profit and loss:

(₹ in lakh)

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Current service cost	1.14	2.19	0.40	0.71
Net interest cost	1.27	1.11	0.47	0.42
Net actuarial (-) gain / loss recognized in the year	-	-	(1.17)	(0.30)
Expenses recognized in the statement of profit and loss	2.41	3.30	(0.30)	0.83

(e) Remeasurements [actuarial (gain)/loss] through other comprehensive income (OCI):

(₹ in lakh)

Particulars	Gratuity (non -funded)	
	March 31, 2025	March 31, 2024
Actuarial (gain) / loss for the year on PBO	(1.99)	(0.70)
Actuarial (gain) / loss for the year on plan asset	-	-

30 FAIR VALUE MEASUREMENTS

The following methods and assumptions are used to estimate the fair value :

- The fair value of quoted equity shares is derived from quoted market prices in active markets.
- The fair value of unquoted equity shares is derived as per level 3 techniques, in case observable market data is not available.
- The fair value of mutual funds is derived from the available declared /quoted NAV of units.
- Assets held for collection of contractual cash flow where cash flows represent solely payment of principle and interest like bonds/ debentures /corporate deposit are measured at amortised cost. interest income from these financial assets is calculated using the effective interest rate method.

The management has assessed that cash and cash equivalents, other receivables (financial assets) and trade payables are approximate at their carrying amounts largely due to the short term maturities of these instruments. The carrying amounts are a reasonable approximate to fair value.

Financial assets and liabilities

The carrying value and fair value of financial instruments by categories as at March 31, 2025 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised cost	Total carrying value	Fair value/ Amortised cost
Financial assets					
Cash and cash equivalents	-	-	1.49	1.49	1.49
Bank balances other than above	-	-	955.79	955.79	955.79
Investments :					
Debt mutual funds	-	2,128.12	-	2,128.12	2,128.12
Equity mutual funds	-	8,421.75	-	8,421.75	8,421.75
Other fund (AIF)	-	173.78	-	173.78	173.78
Bonds /debentures	-	-	-	-	-
Equity shares (other than investment in subsidiary)	-	2,08,627.57	-	2,08,627.57	2,08,627.57
Other financial assets	-	-	97.85	97.85	97.85
Total	-	2,19,351.22	1,055.13	2,20,406.35	2,20,406.35
Financial liabilities					
Other payables	-	-	14.53	14.53	14.53
Other financial liabilities	-	-	1.37	1.37	1.37
Total	-	-	15.90	15.90	15.90

PNB FINANCE AND INDUSTRIES LIMITED

The carrying value and fair value of financial instruments by categories as at March 31, 2024 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised cost	Total carrying value	Fair value/ Amortised cost
Financial assets					
Cash and cash equivalents	-	-	6.56	6.56	6.56
Bank balances other than above	-	-	931.87	931.87	931.87
Investments :					
Debt mutual funds	-	2,968.14	-	2,968.14	2,968.14
Equity mutual funds	-	7,678.23	-	7,678.23	7,678.23
Bonds /debentures	-	-	690.00	690.00	690.00
Equity shares (other than investment in subsidiary)	-	1,78,771.97	-	1,78,771.97	1,78,771.97
Other financial assets	-	-	78.71	78.71	78.71
Total	-	1,89,418.34	1,707.14	1,91,125.48	1,91,125.48
Financial liabilities					
Other payables	-	-	1.62	1.62	1.62
Other financial liabilities	-	-	1.87	1.87	1.87
Total	-	-	3.49	3.49	3.49

Fair value estimation

For financial instruments measured at fair value in the balance sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

For Financial assets which are carried at fair value, the classification of fair value calculations by category is summarised below:

(₹ in lakh)

Particulars	Carrying value	Fair Values					
		measured through profit and loss (FVTPL)			measured through OCI (FVTOCI)		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
As at March 31, 2025							
Financial assets							
Debt mutual funds	2,128.12	-	-	-	2,128.12	-	-
Equity mutual funds	8,421.75	-	-	-	8,421.75	-	-
Other fund (AIF)	173.78	-	-	-	173.78	-	-
Equity shares (other than investment in subsidiary)	2,08,627.57	-	-	-	46,639.46	-	1,61,988.11
Total	2,19,351.22	-	-	-	57,363.11	-	1,61,988.11
As at March 31, 2024							
Financial assets							
Debt mutual funds	2,968.14	-	-	-	2,968.14	-	-
Equity mutual funds	7,678.23	-	-	-	7,678.23	-	-
Equity shares (other than investment in subsidiary)	1,78,771.97	-	-	-	37,037.90	-	1,41,734.07
Total	1,89,418.34	-	-	-	47,684.27	-	1,41,734.07

There are no changes in classification and no movements between the fair value hierarchy classifications of financial assets during the years.

31 CAPITAL MANAGEMENT

Objective, policies and processes of capital management

The Company is cash surplus and capital structure of the Company consists of equity capital only i.e. paid up equity share capital and retained earnings and other accumulated reserves disclosed in the statement of changes in equity. The Company does not have any borrowings.

Investment objective while managing fund of the Company is to provide safety and to generate steady return from low risk investment avenues. The surplus fund of the Company is being invested in Income generating debt instruments i.e. bonds, corporate deposits & debt /equity mutual funds and in equity shares.

The Company's objectives when managing capital are to :

- (i) maximize the shareholder value with low risk, and
- (ii) safeguard their ability to continue as a going concern, so that they can continue to provide returns and growth to shareholders and benefits for other stakeholders.

No changes are made in the objectives, policies and process of capital management during the reported years.

32 FINANCIAL RISK MANAGEMENT

The Company's financial assets are investment in debt securities (bonds, debentures, corporate deposits, debt based mutual funds, etc.) cash and cash equivalents, bank deposits other than cash and cash equivalents, loan and other receivables & financial liabilities are trade/other payables and other financial liabilities.

The Company's activities expose to financial risk i.e. liquidity risk, market risk, credit risk etc. The Board of Directors provide guiding principles for overall risk management, as well as principle for investment of available funds including review of such policies for managing each of applicable type of financial risks, which are summarised as below :

(a) Liquidity risk

The Company's principal source of liquidity are "cash and cash equivalents" and cash in flow that are generated from income from investments. Liquidity risk is defined as a risk that the company will not be able to settle or meet its obligations on time.

Liquidity risk management implies maintenance of sufficient cash to meet the obligations as and when due. The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. The Company has invested its surplus fund also in fixed income securities /instruments of similar profile thereby ensuring availability of liquidity as and when required. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company and accordingly, no liquidity risk is perceived.

The following is the contractual maturities of the financial liabilities:

(₹ in lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Non-derivative liabilities</u>		
Within 12 month	15.90	3.49
More than 12 months	-	-
Total Carrying amount at Amorisred Cost	15.90	3.49

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk generally comprises three types of risk: interest rate risk, currency risk and price risk.

(i) Foreign currency risk

The Company has neither payables & receivables in foreign currency, not holding foreign assets and also not entered into transactions in the foreign currency during the year under report, therefore the Company activities are not exposed to foreign exchange risk.

(ii) Interest rate risk

The company interest rate risk from investments is in debt securities (bonds, debentures, corporate deposits etc.). In order to optimise the Company's position with regard to interest income, the management manages the interest rate risk by diversifying its debt investments portfolio across tenures.

(iii) Price Risk

The Company is exposed to price risk arising mainly from investment measured at fair value through OCI (FVTOCI) being equity shares (quoted) and debt & equity mutual funds. The Company's exposure to debt based mutual funds falls in very low risk category due to investments are in high rated schemes. To optimise price risk, policy of diversification has been followed in case company's debt based MF portfolio. As regards the Company's investment in unquoted equity shares, which are long term in nature and fair valuation of these investments are largely depend on performance of these company and hence the price risk emanating and such investment is minimal.

(c) Credit risk

In case of the Company's investment portfolio, credit risk may arise from bank balances (including fixed deposits) and investment in debt securities like bonds, debentures, corporate deposits and debt based mutual funds.

To manage credit risk on these financial assets, the Company has an investment policy which allows the Company to invest only in high rated schemes/ papers/ bonds /NCD /corporate deposits etc. considering the safety of investment first along with lower risk and reasonable returns. The Company tracks credit worthiness of counterparty and closely reviews the rating of investments and takes immediate suitable remedial actions as far as possible.

33 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below set out analysis of the carrying amount of assets and liabilities according to when they are expected to be realised or settled.

(₹ in lakh)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	1.49	-	1.49	6.56	-	6.56
Bank balances other than above	330.79	625.00	955.79	306.87	625.00	931.87
Investments	-	2,20,003.26	2,20,003.26	690.00	1,90,070.38	1,90,760.38
Other financial assets	16.12	81.73	97.85	43.89	34.82	78.71
Non financial assets						
Current tax assets (net)	7.60	-	7.60	79.36	-	79.36
Deferred tax assets (net)	-	6.20	6.20	-	6.83	6.83
Property, plant and equipments	-	0.16	0.16	-	0.33	0.33
Other non -financial assets	11.22	305.00	316.22	11.74	305.00	316.74
TOTAL ASSETS	367.22	2,21,021.35	2,21,388.57	1,138.42	1,91,042.36	1,92,180.78

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
LIABILITIES						
Financial liabilities						
Payables						
Dues of micro and small enterprises	-	-	-	-	-	-
Dues of other creditors	14.53	-	14.53	1.62	-	1.62
Other financial liabilities	1.37	-	1.37	1.87	-	1.87
Non- financial liabilities						
Provisions	0.34	23.96	24.30	0.40	23.78	24.18
Deferred tax liabilities	-	29,675.39	29,675.39	-	39,675.98	39,675.98
Other non-financial liabilities	5.77	-	5.77	4.06	-	4.06
TOTAL LIABILITIES	22.01	29,699.35	29,721.36	7.95	39,699.76	39,707.71
NET	345.21	1,91,322.00	1,91,667.21	1,130.47	1,51,342.60	1,52,473.07

34 DISCLOSURE OF FINANCIAL INCOME UNDER (OTHER INCOME)

The Company is not engaged in any business operations, except generating income from Investment of surplus funds in low risk instruments. While the Company has been registered as a NBFC by virtue of the applicable RBI NBFC Guidelines/Regulations on a Company, it does not carry on investment activities as a business operation. The income earned by company from investment of surplus funds has been classified and disclosed under “Other Income” and this classification/disclosure has been consistently followed by the company. Other income comprises mainly income in the nature of (i) dividend income, (ii) interest on bonds, NCDs and corporate deposits etc., (iii) realised gain on sale of debt instruments / debt mutual funds (other than equity instruments) and (iv) interest on bank deposits.

34A PARTICULARS AS PER RBI DIRECTIONS FOR NBFC

The Company is registered with the RBI as a Non-Banking Financial Institution (non deposit accepting/Non-deposit taking). Pursuant to definition of “Type I - NBFC-ND” provided vide RBI Press Release : 2015-2016/2935 dated June 17,2016, the company meets the conditions/ criteria & eligible to become a “Type -I NBFC -ND”, since company does not accept public funds and does not have customer interface neither it intends to accept public deposits or have customer interface in future also. Accordingly, the Company has applied for Type-I certificate/ registration with RBI. Till the time, the Company receives the Type-I certificate from RBI, the Company shall be categorised as Middle Layer NBFC (NBFC-ML) in terms of asset size criteria as specified in the applicable “Master Direction Reserve Bank of India (Non-Banking Financial Company Scale Based Regulation) Directions, 2023 (as updated).

Pursuant to the applicable Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023”(as updated), the disclosures required to be given in the Annual Financial Statements of NBFC categorized under Middle Layer, are hereby given below to the extent applicable on the company :

(I). Net Owned Funds and Capital to risk asset ratio (CRAR) :

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024
I	Net Owned Funds (₹ in Lakh) #	13,814.20	13,083.76
II	Capital to risk asset ratio (CRAR)		
a	CRAR (%) #	104.65%	105.53%
b	CRAR - tier I capital (%) #	104.65%	105.53%
c	CRAR - tier II capital (%)	-	-
d	Amount of subordinated debt raised as tier-II capital (₹ In lakh)	-	-
e	Amount raised by issue of perpetual debt instruments(₹ In lakh)	-	-

The disclosure has been made in terms of “Regulatory guidance on implementation of Indian Accounting standards by NBFC” enumerated under Para 10 of the applicable “Master Directions of RBI”.

Accordingly, in terms of above mentioned guidance on Regulatory Capital & Ratios, net unrealised gains arising on fair valuation of financial instruments (as Investments) have been excluded/ not been considered, while calculating the Tier I Capital/ Net Owned Fund & Risk weighted Assets.

(II). Liquidity coverage ratio (LCR) :

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024
i	Liquidity coverage ratio (LCR)	@	@

@ In terms of “Guidelines on Maintenance of Liquidity Coverage Ratio (LCR)” enumerated under Para 89 of “Master Directions of RBI”, LCR level with specified timeline/ LCR norms [i.e. maintenance of required LCR level (liquidity buffer) in specified timeline and ensuring sufficient High Quality Liquid Assets (HQLAs)], has not been prescribed for those NBFCs which Asset Size is below ₹ 5000 Crore.

Further these guidelines will not apply to Type I NBFCs & others as specified. Pursuant to definition of “Type I - NBFC-ND” provided vide RBI Press Release : 2015-2016/2935 dated June 17,2016, the Company meets the conditions/ criteria & eligible to become a “Type -1 NBFC -ND”, since the Company has not accepting public funds and not having customer interface during current / previous financial years.

Considering above i.e Asset size, which is below ₹ 5000 Crore and the Company meets the conditions/ criteria & eligible to become a “Type -1 NBFC” and the Company has also applied for Type-I certificate/ registration with RBI, thus the Liquidity Coverage Ratio (LCR) has not been furnished for current/ previous financial year.

(III). Investments

(₹ in lakh)

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024
(1)	Value of investments		
(i)	Gross value of investment		
(a)	In India	2,20,003.26	1,90,760.38
(b)	Outside India		-
(ii)	Provision for diminution		
(a)	In India	-	-
(b)	Outside India	-	-
(iii)	Net value of investments		
(a)	In India	2,20,003.26	1,90,760.38
(b)	Outside India	-	-
(2)	Movement of provisions on investments		
(i)	Opening balance	-	-
(ii)	Add: provisions made during the year	-	-
(iii)	Less: write Off/ write back of excess provisions during the year	-	-
(iv)	Closing balance	-	-

(IV). Provisions and contingencies

(₹ in lakh)

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024
	The following 'Provisions and Contingencies' shown in the statement of profit and loss account to the extent applicable:		
(i)	Provision on diminution in value of investments	-	-
(ii)	Provision towards NPA	-	-
(iii)	Provision made towards income tax	158.96	107.73
(iv)	Other provision and contingencies	-	-
(v)	Provision on standard assets	-	-

(V). Exposure

(A) Exposure to real estate sector

(₹ in lakh)

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024
1	Direct exposure		
(a)	Residential mortgages	-	-
(b)	Commercial real estate	-	-
(c)	Investments in Mortgage Backed Securities (MBS) and other securitised exposures -	-	-
2	Indirect exposure		
(i)	Investment in secured, non-convertible debentures of TATA Capital Housing Finance Ltd	-	190.00
	Total	-	190.00

(B) Exposure to capital market

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt.	63,690.07	51,543.26
(ii)	All exposures (Investment Exposure only) to Alternative Investment Fund: Category II	173.78	-
(iii)	All others exposures [other than (i) & (ii) above]	-	-
	Total	63,863.85	51,543.26

(VI). Asset liability management -maturity pattern of certain items of assets and liabilities

Pursuant to definition of “Type I - NBFC-ND” provided vide RBI Press Release : 2015-2016/2935 dated June 17,2016, the Company meets the conditions/ criteria & eligible to become a “Type -1 NBFC -ND”, since the Company has not accepting public funds and not having customer interface during current / previous financial years.

Since the Company meets the conditions/ criteria & eligible to become a “Type -1 NBFC-ND” and the Company has applied for Type-I certificate/ registration with RBI, thus the Maturity pattern of certain items of assets and liabilities in various time buckets in terms of the “Guidelines on Maintenance of Liquidity Coverage Ratio (LCR)” enumerated under Para 89 of “Master Directions of RBI”, has not been furnished.

(VII). Miscellaneous disclosures

S. No.	Particulars	Disclosures
1	Registration obtained from other financial sector regulators	Apart from RBI, the company being a listed company, is also governed by SEBI & MCA.
2	Disclosure of penalties imposed by RBI and other regulators	During current financial year, no penalty was imposed by RBI and other regulators, however penalty imposed by SEBI during previous financial year ended March 31, 2023 has been disclosed in Note 27 : Contingent Liabilities & Commitments.
3	Related party transactions	Refer note no. 26 for detail of related party transactions.
4	Summary of Significant Accounting Policies	Refer Note no.1 for detail of Material Accounting Policies.
5	Overseas Assets (for those with Joint Ventures and Subsidiaries abroad) and Off-balance Sheet SPVs sponsored	Nil
6	Others \$:	
(i)	Disclosure related to Derivatives -Transactions & Risk Exposures	Nil
(ii)	Sectoral exposures	Nil
(iii)	Disclosure related to Unsecured Advances	Nil
(iv)	Ratings assigned by credit rating agencies and migration of ratings during the year	Nil
(v)	Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC	Nil
(vi)	Details of financing of parent company products	Nil
(vii)	Concentration of Advances, Exposures and NPAs	Nil
(viii)	Disclosure of Customer Complaints	Nil

\$ The Company is a non deposit accepting/taking NBFC (NBFC -ND) and it does not carry out lending activities and having no customer Interface, thus being disclosed as “Nil” .

(VIII) Schedule to the Balance Sheet of an NBFC

(as required in terms of Paragraph 31 of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023) (as updated).

Particulars		As on March 31, 2025	
		Amount outstanding (₹ in crore)	Amount overdue (₹ in crore)
	Liabilities side :		
1	Loans and advances availed by the non -banking financial company inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposits)		
	(b) Deferred credits	NIL	NIL
	(c) Term loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial paper	NIL	NIL
	(f) Public deposits	NIL	NIL
	(g) Other loans (specify nature)	NIL	NIL
2	Break-up of (1)(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid)		
	(a) In the form of unsecured debentures	NIL	NIL
	(b) In the form of Partly Secured Debentures i.e. debentures where there is a shortfall in the value of security .	NIL	NIL
	(c) Other public deposits	NIL	NIL
	Assets side :	Amount Outstanding (₹ in Crore)	
3	Break-up of loans and advances including bills receivables [other than those included in (4) below] :	NIL	
	a) Secured	NIL	
	b) Unsecured	NIL	
4	Break up of leased assets and stock on hire and other assets counting towards asset financing activities		
	(i) Lease assets including lease rentals under sundry debtors:	NIL	
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:	NIL	
	(a) Assets on hire	NIL	
	(b) Repossessed assets	NIL	
	(iii) Other loans counting towards asset financing activities	NIL	
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	
5	Break-up of investments :		
	Current investments :		
	1. Quoted:		
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iv) Government securities	NIL	
	(v) Others	NIL	
	2. Unquoted		
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iv) Government securities	NIL	
	(v) Others	NIL	

	Assets side :	Amount outstanding		
	Long term investments\$: 1. Quoted: (i) Shares : (a) Equity 552.68 (b) Preference NIL (ii) Debentures and bonds NIL (iii) Units of mutual funds NIL (iv) Government securities NIL (v) Others (please specify) NIL 2. Unquoted (i) Shares : (a) Equity 1,540.03 (b) Preference NIL (ii) Debentures and bonds NIL (iii) Units of mutual funds 105.50 (iv) Government securities NIL (v) Others (investment in paintings) 1.82			
	\$ Non-current investments stated in the Note-3 Investments have been reported as “Long Term Investments”.			
6	Borrower group-wise classification of assets financed as in (3) and (4) above :			
	Category	Amount of net provisions (₹ in crore)		
		Secured	Unsecured	Total
	1. Related parties	NIL	NIL	NIL
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	NIL	NIL
	Total	NIL	NIL	NIL
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
	Category	Market value / break up or fair value or NAV (₹ in crore)		Book value (net of provisions) (₹ in crore)
	1. Related parties			
	(a) Subsidiaries	1,384.65		6.44
	(b) Companies in the same group	236.80		236.80
	(c) Other related parties	NIL		NIL
	2. Other than related parties#	1,956.71		1,956.71
Total	3,578.16		2,199.95	
8.	Other information			
	Particulars		Amount	
	I Gross non-performing assets			
	(a) Related parties		NIL	
	(b) Other than related parties		NIL	
	II Net non-performing assets			
	(a) Related parties		NIL	
	(b) Other than related parties		NIL	
	III Assets acquired in satisfaction of debt		NIL	

The break up value of investments in unlisted companies having negative net worth has been taken at Nil above.

Total value of investments excludes investment in paintings of ₹ 0.08 Crore [₹ 8 lakh at cost as specified in “Investment Note No.-3.”]

35. Disclosure pertaining to “Undisclosed Income” under Income Tax.

During the current / previous financial year, the Company has not surrendered or disclosed any income in the tax assessment/ under any scheme in this regard of the Income Tax Act.

36. All amounts have been rounded off to the nearest lakhs (up to two decimal point), as per the requirements of Schedule III, unless otherwise stated.

37. Previous year figures have been re-grouped/re-casted wherever considered necessary to conform to this year’s classification.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

Monika Garg

Partner

Membership No. 407038

Place: New Delhi

Date: May 29, 2025

For and on behalf of the Board of Directors

Saumya Agarwal

Director

DIN : 07517809

Shweta Saxena

Company Secretary

M.No: A18585

Rakesh Dhamani

Director

DIN: 07065199

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

PNB FINANCE AND INDUSTRIES LIMITED

Report on the Audit of Consolidated Financial Statements for the year ended March 31, 2025

Opinion

We have audited the Consolidated Financial Statements of **PNB Finance And Industries Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss including Other Comprehensive Income) and the Statement (of Cash Flows for the year then ended and notes to financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2025, and its Profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit

evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matter

We draw attention to the following matters in the Notes to the Consolidated Ind AS Financial Statements:

Refer to Note No. 30 of the Accompanying Consolidated Financial Statements, the Holding Company has received adjudication orders from SEBI dated March 28, 2023 (i) as the Holding Company being a listed entity, as well as (ii) Promoter and Shareholder of Camac Commercial Company Ltd. Under the said orders, apart from levying monetary penalties as referred in Note No. 28, SEBI directed the Corporate Shareholders (viz: Ashoka Vinnyoga Ltd., Artee Vinnyoga Ltd, Camac Commercial Company Ltd. and Combine Holding Ltd.) and Individual Shareholders (viz: Samir Jain and Meera Jain), to make complete and proper disclosures as Promoters of the Company. Further, the order restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company.

The Holding Company has preferred an appeal against these orders in SAT. The SAT vide its order dated April 26, 2023 issued stay orders on the operation of the SEBI orders upon payment of 25% of penalty amount. The Holding Company has made the requisite payment to SEBI as per the said SAT orders. The matter is under sub-judice as on date.

Our Opinion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following key audit matters to be communicated in our report:

S. No.	Key Audit Matters	How our audit addressed the key audit matter
1.	Contingent Liabilities The Company is subject to legal, regulatory, arbitration and tax cases for which final outcome cannot be easily predicted and which could potentially result in significant liabilities. The assessment of whether a liability is recognised as a provision or disclosed as a contingent liability in the standalone financial statements is inherently subjective and requires significant management judgement in determination of the cash outflows from the business, interpretation of applicable laws and regulations, and careful examination of pending assessments at various levels of regulatory authorities. We identified this as a key audit matter because the estimates on which these amounts are based involve a significant degree of management judgement in interpreting the cases and it may be subject to management bias. (Refer Note No. 1.3 and Item No. 1.3.9 of the Material Accounting Policy to the standalone financial statements)	We have adopted the following audit procedures • Understood and tested the design and operating effectiveness of controls as established by the management for obtaining all relevant information for pending litigation cases • Discussed with the management any material developments and latest status of legal matters at the corporate office. • Read various correspondences and related documents pertaining to litigation cases and performed substantive procedures on calculations supporting the disclosure of contingent liabilities Assessed the adequacy and completeness of disclosures. Based on the above procedure performed, the estimations and disclosure of contingent liabilities are considered to be adequate and reasonable

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements

that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to express an opinion on the standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated

Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatement in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these audit matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, in respect of clause 3(xx), we report that there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

As required by Section 143(3) of the Act, we report that:

- A. We have sought and obtained all the information and

- section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
- i) The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements;
 - ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries.

For **Tanuj Garg & Associates**
Chartered Accountants
Firm Registration No. 013843C

Monika Garg
Partner

Place : Noida
Date : May 29, 2025

Membership No. : 407038
UDIN : 25407038BMUKDX9748

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PNB FINANCE AND INDUSTRIES LIMITED

(Referred to in paragraph (F) under ‘Report on other Legal and Regulatory Requirements’ of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

In conjunction with our audit of the consolidated financial statements of PNB FINANCE AND INDUSTRIES LIMITED (the “Holding Company”) & its subsidiaries (the holding company and its subsidiaries together referred to as “the Group”) as at and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of the Holding Company and considered the audit reports of its subsidiaries been audited by us covered under the Act, as at that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Holding Company’s and its subsidiaries management are responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Group’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Act, to the extent

applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiaries internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company and its subsidiaries, have in all material respects, an adequate internal financial controls system over financial reporting and such internal

financial controls over financial reporting were operating effectively as at March 31, 2025, based on “the internal control over financial reporting criteria established by the Holding Company and its subsidiaries considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”

For Tanuj Garg & Associates

Chartered Accountants

Firm Registration No. 013843C

Monika Garg

Partner

Place : Noida

Date : May 29, 2025

Membership No. : 407038

UDIN : 25407038BMUKDX9748

PNB FINANCE AND INDUSTRIES LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

Particulars	Note no.	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
ASSETS			
Financial assets			
Cash and cash equivalents	2 (I)	3.09	8.09
Bank balances other than above	2 (II)	1,367.76	936.87
Trade Receivables	3	-	118.80
Investments	4	3,79,688.25	3,31,697.05
Other financial assets	5	107.11	82.34
Non financial assets			
Current tax assets (net)	6	14.38	80.55
Deferred tax assets (net)	7	6.20	6.83
Property, plant and equipments	8	0.16	0.33
Other non -financial assets	9	321.22	321.74
Total		3,81,508.17	3,33,252.60
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Payables			
Other payables	10	-	-
Total outstanding dues of micro and small enterprises		15.00	2.14
Total outstanding dues of creditor other than micro and small enterprises			
Other financial liabilities	11	1.37	1.87
Non- financial liabilities			
Current tax liabilities (net)	12	-	6.05
Provisions	13	24.30	24.18
Deferred tax liabilities	14	51,973.66	70,268.83
Other non-financial liabilities	15	5.77	23.86
Equity			
Equity share capital	16	320.00	320.00
Other equity	17	3,29,168.07	2,62,605.67
Total		3,81,508.17	3,33,252.60
Accounting policies and notes on financial statements	1-38		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

For and on behalf of the Board of Directors

Monika Garg

Partner

Membership No. 407038

Saumya Agarwal

Director

DIN: 07517809

Rakesh Dhamani

Director

DIN: 07065199

Place: New Delhi

Date: May 29, 2025

Shweta Saxena

Company Secretary

M.No: A18585

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

PNB FINANCE AND INDUSTRIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Note no.	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
Income :			
Revenue from operations	18	-	110.00
Other income			
Interest income	19	127.79	373.04
Dividend income from equity instruments	20	508.83	488.15
Net gain on fair value changes	21	412.26	183.06
Others	22	2.62	4.00
Total income		1,051.50	1,158.25
Expenses :			
Employee benefits expense	23	84.14	73.59
Finance cost (interest on income tax)		1.90	0.14
Depreciation and amortization expense	24	0.17	0.32
Other expenses	25	81.33	219.95
Total expenses		167.54	294.00
Profit before tax		883.96	864.25
Tax expense :			
Current tax		168.02	143.22
Deferred tax charge/(-)credit		0.13	(0.81)
Earlier year tax provision (net)		-	0.16
Total tax expenses		168.15	142.57
Profit after tax for the year (A)		715.81	721.68
Profit for the year attributable to :			
Owners of the Company		715.81	721.68
Non-controlling interest		-	-
Other comprehensive income (OCI)			
(I) Items that will be reclassified to the profit or loss			
Fair value changes in debt instruments through OCI		325.41	356.51
Less: reclassified to profit or loss from OCI on sale		(412.26)	(183.06)
Less: deferred tax effect on above		121.97	(44.54)
	(I)	35.12	128.91
(II) Items that will not be reclassified to the profit or loss			
Fair value changes in equity instruments through OCI		47,593.90	(1,969.14)
Less: deferred tax effect on above		18,173.20	(1,529.63)
Profit/(loss) on write off/sale of equity instruments through OCI		50.46	(4.31)
Less: current tax effect on above		(7.61)	-

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Note no.	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
Remeasurement of the defined benefit plans		1.99	0.70
Less: deferred tax effect on above		(0.50)	(0.20)
	(II)	<u>65,811.44</u>	<u>(3,502.58)</u>
Total other comprehensive income, net of tax (B= I+II)		<u>65,846.56</u>	<u>(3,373.67)</u>
Other comprehensive income for the year attributable to :			
Owners of the Company		65,846.56	(3,373.67)
Non-controlling interest		-	-
Total comprehensive income for the year (A+B)		<u>66,562.37</u>	<u>(2,651.99)</u>
Total comprehensive income for the year attributable to :			
Owners of the Company		66,562.37	(2,651.99)
Non-controlling interest		-	-
Earnings per equity share	26		
(Face value of ₹ 10/- each)			
Basic earnings per share (in ₹)		22.37	22.55
Diluted earnings per share (in ₹)		22.37	22.55
Accounting policies & notes on financial statements	1-38		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

For and on behalf of the Board of Directors

Monika Garg

Partner

Membership No. 407038

Place: New Delhi

Date: May 29, 2025

Saumya Agarwal

Director

DIN: 07517809

Shweta Saxena

Company Secretary

M.No: A18585

Rakesh Dhamani

Director

DIN: 07065199

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
A Cash flow from operating activities		
Profit before tax	883.96	864.25
Adjustment for:		
Dividend income	(508.83)	(488.15)
(Gain)/loss on sale of investment in debt mutual funds (realised)	(412.26)	(183.06)
Interest on investments in bonds, debentures & deposit	(41.27)	(321.27)
Premium (net of discount) on bonds amortised	-	8.09
Interest income on loan	-	(3.47)
Interest on fixed deposits with bank	(86.52)	(56.39)
Interest on income tax	1.90	0.14
Non - cash items :		
Provision for leave encashment and gratuity (net)	2.11	4.23
Depreciation	0.17	0.32
Amount written off	0.84	-
Provision no longer required, written back	-	(0.85)
Rounding off adjustment	0.01	-
Operating profit before working capital changes	(159.89)	(176.16)
Adjustments for changes in working capital:		
(Increase)/ decrease in other non-financial assets	0.52	(315.74)
(Increase)/ decrease in Trade Receivables	118.80	(118.80)
Increase/(decrease) in other payables	12.86	(23.21)
Increase/(decrease) in other non-financial liabilities	(18.09)	13.92
Cash generated from /(used in) operations	(45.80)	(619.99)
Income tax paid(net of refund)	(121.55)	(196.71)
Net cash from/(used in) operating activities	(167.35)	(816.70)
B Cash flow from investing activities		
Dividend received (includes TDS)	508.83	488.15
Interest received (includes TDS) on deposits, bonds and FDR	106.32	411.62
Maturity of investment in bonds and deposits	880.00	2,990.00
Maturity of fixed deposits with bank	310.00	1,347.85
Fixed deposits with bank made	(741.39)	(935.00)
Loan repaid/refunded	-	580.50
Loan given	-	(580.50)
Interest received (includes TDS) on loan to others	-	3.47
Purchase of investments in AIF	(201.70)	-
Purchase of investments in mutual funds	(3,569.00)	(3,898.20)
Purchase of investments in shares	(1,674.98)	(1,158.19)
Proceeds from sale of shares	299.26	-
Proceeds from sale/redemption of mutual funds	4,245.01	1,357.08
Net cash from/(used in) investing activities	162.35	606.78

PNB FINANCE AND INDUSTRIES LIMITED

Particulars		For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
C Cash flow from financing activities			
Net cash from/(used in) financing activities	C	-	-
Net increase/(decrease) in cash and cash equivalents	(A+B+C)	(5.00)	(209.92)
Cash and cash equivalents at the beginning of the year		8.09	218.01
Total cash and cash equivalents at the end of the year		<u>3.09</u>	<u>8.09</u>
<u>Components of cash and cash equivalents:</u>			
Cash on hand		-	0.03
Balances with bank in current accounts		3.09	8.06
Total		<u>3.09</u>	<u>8.09</u>

Note : (i) The above Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind AS-7) “Statement of Cash Flow”.

(ii) Previous year figures have been regrouped/ rearranged wherever considered necessary.

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

For and on behalf of the Board of Directors

Monika Garg

Partner

Membership No. 407038

Saumya Agarwal

Director

DIN: 07517809

Rakesh Dhamani

Director

DIN: 07065199

Place: New Delhi

Date: May 29, 2025

Shweta Saxena

Company Secretary

M.No: A18585

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

PNB FINANCE AND INDUSTRIES LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A. Equity Share Capital

(₹ in lakh)

Particulars	Balance as at March 31, 2023	Changes during the year	Balance as at March 31, 2024	Changes during the year	Balance as at March 31, 2025
Equity shares	320.00	-	320.00	-	320.00
	320.00	-	320.00	-	320.00

B. Other Equity

(₹ in lakh)

Particulars	Reserves and surplus				Accumulated balance of other comprehensive income (OCI)		Total other equity
	Securities premium	General reserve	Special reserve u/s 45-IC of RBI Act, 1934	Retained earnings (surplus)	Debt instruments through OCI	Equity instruments through OCI	
Balance as at March 31, 2023	103.91	3,018.25	2,465.80	10,615.20	940.49	2,48,105.69	2,65,249.34
Changes during the year ended March 31, 2024:							
Add : profit/(-) loss for the year	-	-	-	721.68	-	-	721.68
Add : other comprehensive income (OCI) for the year :							
Fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	173.45	(1,969.14)	(1,795.69)
Deferred tax on above	-	-	-	-	(44.54)	(1,529.63)	(1,574.17)
Profit/(loss) on write off/sale of equity instruments (net of current tax)	-	-	-	-	-	(4.31)	(4.31)
Remeasurement of defined benefit plan (net of deferred tax)	-	-	-	0.50	-	-	0.50
Add/less: transfer to general reserve	-	55.00	-	(55.00)	-	-	-
Add/less: transfer to special reserve	-	-	108.45	(108.45)	-	-	-
Add/less: Profit/(loss) (net of tax) on write off/sale of equity instruments transferred	-	-	-	(4.31)	-	4.31	-
Add: other adjustments (earlier year)	-	-	-	8.32	-	-	8.32
Rounding off	-	-	(0.01)	0.02	(0.01)	-	-
Balance as at March 31, 2024	103.91	3,073.25	2,574.24	11,177.96	1,069.39	2,44,606.92	2,62,605.67
Changes during the year ended March 31, 2025:							
Add : profit/(-) loss for the year	-	-	-	715.81	-	-	715.81
Add : other comprehensive income (OCI) for the year :							
Fair value changes of financial instruments through OCI (net of reclassification)	-	-	-	-	(86.85)	47,593.90	47,507.05
Deferred tax on above	-	-	-	-	121.97	18,173.20	18,295.17
'Profit/(loss) on write off/sale of equity instruments (net of current tax)	-	-	-	-	-	42.85	42.85
Remeasurement of defined benefit plan (net of deferred tax)	-	-	-	1.49	-	-	1.49
Add/less: transfer to general reserve	-	25.51	-	(25.51)	-	-	-
Add/less: transfer to special reserve	-	-	145.73	(145.73)	-	-	-
Add/less: Profit/(loss) (net of tax) on write off/sale of equity instruments transferred	-	-	-	42.85	-	(42.85)	-
Add: other adjustments (earlier year)	-	-	-	0.02	-	-	0.02
Rounding off	-	-	-	0.01	-	-	0.01
Balance as at March 31, 2025	103.91	3,098.76	2,719.97	11,766.90	1,104.51	3,10,374.02	3,29,168.07

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

Monika Garg

Partner

Membership No. 407038

Place: New Delhi

Date: May 29, 2025

For and on behalf of the Board of Directors

Saumya Agarwal

Director

DIN: 07517809

Shweta Saxena

Company Secretary

M.No: A18585

Rakesh Dhamani

Director

DIN: 07065199

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Corporate Overview

PNB Finance and Industries Limited ('the company') is a public limited company domiciled and incorporated in India under the provisions of Indian Companies Act. The shares of the Company is listed with The Calcutta Stock Exchange Ltd.

The Company is registered with the RBI as a Non-Banking Financial Institution (non-deposit accepting/non-deposit taking).

Note- 1: Basis of preparation, basis of consolidation, and summary of material accounting policies of consolidated financial statements

The Consolidated Financial Statements comprise of financial statements of PNB Finance and Industries Limited ('the Company')/ 'the Parent Company') and its wholly owned subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31st March, 2025.

The Consolidated Financial Statements include financial statements of the subsidiaries of PNB Finance and Industries Limited ('the Company') consolidated in accordance with Indian Accounting Standards 110 'Consolidated Financial Statements'.

The Subsidiaries which are considered and included in the consolidation along with Company's holdings are given below:			
S. No.	Name of the company	Ownership in % either directly or through subsidiary at the end of the year	
		2024-25	2023-24
1.	Subsidiary (Indian) Punjab Mercantile and Traders Ltd.	100%	100%
2.	Esoterica Services Ltd (Earlier Jacaranda Corporate Services Ltd.)	100%	100%

1.1 Basis of Preparation:

The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and disclosures are made in accordance with the requirement of Division III of Schedule III of the Companies Act, 2013 (the Act) and other relevant provisions of the Act to the extent applicable.

The consolidated financial statements have been prepared on a historical cost basis, except for the certain financial assets and financial liabilities that are measured and carried at fair value.

The consolidated financial statements are approved by the Board of Directors on May 29, 2025.

1.2 Basis of Consolidation

- (i) The consolidated financial statements incorporate the financial statements of the parent company and its subsidiaries. The parent company together with its subsidiaries constitutes the Group. For this purpose, an entity which is, directly or indirectly, controlled by the parent company is treated as subsidiary.

Control is achieved when the Group directly or indirectly:

- has power over the investee.
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

- (ii) The Consolidated financial statements of the Group combine financial statements of parent company and its subsidiaries line by line basis by adding together the like items of assets, liabilities, income and expenses.

- (iii) All intragroup assets and liabilities, equity, income, expenses, unrealised profits/losses and cash flows relating to transactions between the entities of the Group are eliminated on consolidation.

- (iv) The financial statements of all the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company.
- (v) The consolidated financial statements are prepared using uniform accounting policies as the company's standalone financial statements, however where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.
- (vi) Profit or loss, other comprehensive income and total comprehensive income of the subsidiaries are attributed to the owners of the parent company and to the non-controlling interests (NCI) in their respective holdings and have been shown separately in the consolidated financial statements.

Non-controlling interest represents that part of the profit or Loss, other comprehensive income and total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the parent company.

The subsidiaries considered in the consolidated financial statements are wholly owned by parent company, thus profit or loss, other comprehensive income and total comprehensive income of these subsidiaries are wholly attributed to the owners of the parent company in the financial statements.

- (vii) Investments other than Investment in subsidiaries have been accounted for as per Indian Accounting Standard (Ind AS) 109 "Financial Instruments".

1.3 Other Material Accounting Policies

Other material accounting policies followed by the Group are exactly similar to the material accounting policies of the parent company i.e. PNB Finance and Industries Limited; and hence have not been reproduced here.

Refer note 1 [from Note 1.3] of the Standalone financial statements of PNB Finance and Industries Limited for the year ended 31st March 2025 for details with respect to summary of material accounting policies.

These accounting policies have been consistently applied to all the years presented, unless otherwise stated.

2 CASH AND CASH BALANCES

(₹ in lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
2 (I) : Cash and cash equivalents		
Cash on hand	-	0.03
Balances with with HDFC bank in current account	3.09	8.06
Sub total-I	3.09	8.09
2 (II) : Bank balance other than above (I)		
Fixed deposits with HDFC bank (Maturity: July 10, 2024)	-	310.00
Fixed deposits with HDFC bank (Maturity: December 30, 2025)	203.00	-
Fixed deposits with HDFC bank (Maturity: April 09, 2026)	203.50	-
Fixed deposits with HDFC bank (Maturity: Nov 11, 2025)	10.88	-
Fixed deposits with HDFC bank (Maturity: Sep 10, 2025)	324.01	-
Fixed deposits with HDFC bank (Maturity: March 20, 2027)	625.00	625.00
Earmarked balances with HDFC bank (in unclaimed dividend accounts)	1.37	1.87
Sub total-II	1,367.76	936.87
Total (I+II)	1,370.85	944.96

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
3 TRADE RECEIVABLES		
Trade Receivables #		
Unsecured - considered good	-	118.80
Receivables which have significant increase in credit risk	-	-
Receivables - credit impaired	-	-
	-	118.80
Less : Loss allowance	-	-
Total	-	118.80

No trade receivables are due from directors or officers of the company either severally or jointly with any other person nor any trade receivables are due from firms or private companies in which any director is a partner, a director or member.

Trade receivable ageing Schedule as on March 31, 2025

Particulars	Outstanding for following periods from date of transactions					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables–considered good	-	-	-	-	-	-
Total	-	-	-	-	-	-

Trade Receivable ageing schedule as on March 31, 2024

Particulars	Outstanding for following periods from date of transactions					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	118.80	-	-	-	-	118.80
Disputed trade receivables–considered good	-	-	-	-	-	-
Total	118.80	-	-	-	-	118.80

4 INVESTMENTS

(Investment in India & other than trade)

Particulars	Face value Per share/ bond /unit (in ₹)	As at March 31, 2025		As at March 31, 2024	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
(1) In debt mutual funds					
Unquoted					
(Carried at fair value through OCI (FVTOCI))					
Non current					
Axis Short Duration Fund- Direct - Growth (Earlier Axis Short Term Plan)	10	2,48,129	81.64	2,48,129	75.00
ICICI Prudential Short Term Fund-Direct Plan- Growth	10	1,50,243	96.25	1,71,845	101.27
Bandhan Bond Fund - Medium Term Plan - Direct - Growth (Earlier IDFC Bond Fund/Super Savings Income Fund-Medium Term Plan)	10	30,75,216	1,498.36	52,27,752	2,342.96
Bandhan Bond Fund- Short Term Plan-Direct Growth (Earlier IDFC Bond Fund - Short Term Plan)	10	1,14,906	68.67	1,14,906	63.11

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Face value Per share/ bond /unit (in ₹)	As at March 31, 2025		As at March 31, 2024	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
Kotak Banking & PSU Debt Fund - Direct- Growth	10	25,29,313	1,684.34	26,00,041	1,595.33
HSBC Short Duration Fund - Direct - Growth (Earlier L&T Short Duration Fund / L&T Short Term Bond Fund)	10	36,782	10.07	40,691	10.27
Nippon India Nivesh Lakshya Fund - Direct-Growth	10	3,69,701	66.89	3,69,701	60.87
Total [1]			3,506.22		4,248.81
(2) In equity mutual funds					
Unquoted					
(Carried at fair value through OCI (FVTOCI))					
Non current					
ICICI Prudential Bluechip Fund- Direct Plan Growth	10	27,02,728	3,049.49	27,02,728	2,848.68
UTI Nifty 50 Index Fund - Direct - Growth	10	13,31,336	2,168.85	13,31,336	2,038.74
UTI Nifty Next 50 Index Fund - Direct - Growth	10	1,30,834	30.35	-	-
SBI Nifty Index Fund - Direct Plan- Growth	10	7,97,305	1,727.83	6,61,482	1,355.87
HDFC Index Fund Nifty 50 Plan - Direct Growth	10	11,28,381	2,557.63	11,28,381	2,414.45
Nippon India Large Cap Fund - Direct - Growth	10	38,472	35.73	-	-
Total [2]			9,569.88		8,657.74
(3) In Alternative Investment Fund (AIF)					
Unquoted					
(Carried at fair value through OCI (FVTOCI))					
Non current					
Amara Partners Growth Fund-I-Category II Class A1	1000	20,170	173.78	-	-
Total [3]			173.78		-
(4) In bonds / NCDs					
Quoted					
(Carried at amortised cost)					
Current					
8.40%, TATA Capital Financial Services Ltd, (Secured Non-Convertible Debentures, Series -III), (Call Date- 26-08-2024)	1,000	-	-	50,000	500.00
8.20%, TATA Capital Housing Finance Ltd, (Secured, Non-Convertible Debentures-Series -III), (Call Date-14-01-2025)	1,000	-	-	38,000	380.00
Total (4)			-		880.00
(5) In equity shares @					
(a) Quoted					
(Carried at fair value through OCI (FVTOCI))					
Non current					
Fully paid up shares of :					
Camac Commercial Co. Ltd.	10	1,00,975	24,894.28	1,00,975	19,696.28
HDFC Bank Ltd.	1	24,38,280	44,576.63	24,38,280	35,311.17
ICICI Bank Ltd.	2	1,38,900	1,872.86	1,38,900	1,522.14
Tata Consultancy Services Ltd (TCS)	1	5,268	189.97	5,268	204.59
Bajaj Finance Ltd	2	16,353	1,462.87	16,353	1,184.01
Titan Company Ltd	1	52,262	1,600.97	52,262	1,988.45
Susmit Trading Ltd	10	29,400	-	29,400	-
The Pioneer Ltd @ @	10	-	-	100	-
Total [5(a)]			74,597.58		59,906.64
(5) In equity shares @					
(b) Unquoted					
(Carried at fair value through OCI (FVTOCI))					
Non current					
Fully paid up shares of :					
Bennett,Coleman & Co Ltd	10	5,22,97,848	2,26,669.33	5,22,97,848	1,95,358.61

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	Face value Per share/ bond /unit (in ₹)	As at March 31, 2025		As at March 31, 2024	
		Units/bonds/ shares in No.*	Value (₹ in lakh)	Units/bonds/ shares in No.*	Value (₹ in lakh)
Ashoka Viniyoga Ltd	10	59,100	16,172.81	59,100	16,855.41
Excel Publishing House Ltd	10	23,900	326.31	32,000	437.52
Artee Viniyoga Ltd.	10	2,49,860	2,864.77	2,49,860	2,640.82
Combine Holdings Ltd	10	93,150	8,835.05	93,150	8,930.85
Sahu Jain Ltd	10	4,900	29.05	4,900	35.29
Times Publishing House Ltd	10	47,880	1,904.19	24,000	1,857.21
Sahu Jain Services Ltd	10	9,905	1,036.36	10,500	1,143.39
Bennett Property Holdings Company Ltd.#	10	87,16,308	32,927.60	87,16,308	30,278.71
Pearl Printwell Ltd	10	19,900	288.44	26,000	377.16
Fourth Estate Ltd	100	5,700	724.64	-	-
Nandavrat Properties and Developers Ltd	10	2,94,990	39.65	5,19,990	65.31
Shantiniketan Estate Ltd	100	975	11.66	1,075	12.68
Bennett Advisory Services Ltd	10	9,750	2.93	9,750	2.90
Total [5(b)]			2,91,832.79		2,57,995.86
(6) Other investment					
Non current					
(Carried at cost)					
Investment in paintings			8.00		8.00
Total [6]			8.00		8.00
Grand total (1+2+3+4+5(a)+5(b)+6)			3,79,688.25		3,31,697.05
<u>Summary of investments :</u>					
<u>Investments measured & carried :</u>					
At fair value through OCI (FVTOCI)			3,79,680.25		3,30,809.05
At amortised cost			-		880.00
At cost			8.00		8.00
Total			3,79,688.25		3,31,697.05
<u>Category of investments :</u>					
In Equity shares			3,66,430.37		3,17,902.49
In Mutual Funds			13,076.10		12,906.56
In Other Funds			173.78		-
In Bonds/NCDs			-		880.00
In Others (Paintings)			8.00		8.00
Total			3,79,688.25		3,31,697.05
<u>Investments current & non-current :</u>					
Current (within 12 months)			-		880.00
Non -current (long term)			3,79,688.25		3,30,817.05
Total			3,79,688.25		3,31,697.05
<u>Total investments as quoted and unquoted :</u>					
Quoted			74,597.58		60,786.64
Unquoted			3,05,090.67		2,70,910.41
Total			3,79,688.25		3,31,697.05

*Units are rounded off to the nearest unit.

In pursuance of scheme of arrangement entered between Bennett, Coleman & Co. Ltd.(BCCL) and Bennett Property Holdings Company Limited (BPHCL) as approved by the Bombay High Court order dated December 02, 2011 the Company has received shares of BPHCL in proportion of 1:6.

@The fair value change of investment in unquoted equity shares and those quoted shares, which have not been traded / no latest quotes are available, has been considered based on latest available audited/unaudited financial statements of the respective investee companies. Further, fair value of Investment in those unquoted shares, which are acquired within one year has been considered at acquisition price.

@@ During the current financial year, investment in equity shares of “The Pioneer Ltd” has been written off and accordingly, loss of Rs. 0.02 Lakh (loss as cost of Investment on write off) on Equity Instruments (Equity shares) have been booked and routed through “Other comprehensive income (OCI)” under statement of profit and loss.

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
5 OTHER FINANCIAL ASSETS		
Interest accrued on bonds/NCDs	-	28.70
Interest accrued on bank fixed deposits #	106.79	53.32
Deposit with custodian(CDSL) & RTA	0.32	0.32
Total	107.11	82.34
# includes Interest accrued on bank fixed deposits for ₹ 84.61 Lakh (P.Y. - ₹ 34.82 Lakh), which is receivable after 12 months.		
6 CURRENT TAX ASSETS (NET)		
(Unsecured, considered good)		
Advance income tax & TDS	190.01	188.61
Provision for income tax	(175.63)	(108.06)
Total	14.38	80.55
7 DEFERRED TAX ASSETS (NET)		
Deferred tax assets (net) on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
on employee benefits liabilities (gratuity & leave encashment)	6.12	6.72
on property, plant and equipments	0.08	0.11
Total	6.20	6.83

Particulars	Tangible Assets (₹ in lakh)		
	Office equipments (computers & others)	Furniture & fixture	Total
8 PROPERTY, PLANT AND EQUIPMENTS			
At cost			
Gross carrying amount			
Balance as at March 31, 2023	4.63	0.30	4.93
Addition during the year	-	-	-
Addition/adjustment during the year	-	-	-
Balance as at March 31, 2024	4.63	0.30	4.93
Addition during the year	-	-	-
Addition/adjustment during the year	-	-	-
Balance as at March 31, 2025	4.63	0.30	4.93
Accumulated depreciation			
Balance as at March 31, 2023	4.13	0.15	4.28
Depreciation charge during the year	0.31	0.01	0.32
Deletion/disposal during the year	-	-	-
Balance as at March 31, 2024	4.44	0.16	4.60
Depreciation charge during the year	0.14	0.03	0.17
Deletion/disposal during the year	-	-	-
Adjustment during the year	(0.03)	0.03	-
Balance as at March 31, 2025	4.55	0.22	4.77
Net carrying amount			
As at March 31, 2025	0.08	0.08	0.16
As at March 31, 2024	0.19	0.14	0.33
As at March 31, 2023	0.50	0.15	0.65

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
9 OTHER NON-FINANCIAL ASSETS		
(Unsecured, considered good)		
Staff Advance	9.00	10.00
Prepaid expenses	1.97	1.64
Amount deposited with SEBI, as per SAT Order #	310.00	310.00
Other receivables (advance for expenses)	0.25	0.10
Total	321.22	321.74
# Refer “Note- 30 : Contingent liabilities & committments” for detailed disclosure.		
10 OTHER PAYABLES		
Payable to micro and small enterprises	-	-
Payable to others	15.00	2.14
Total	15.00	2.14

Other payables ageing as at March 31, 2025

(₹ in lakh)

Particulars	MSME	Others	Disputed dues – MSME	Disputed dues – Others	Total
Outstanding from due date of payment					
Less than 1 year	-	14.96	-	-	14.96
1-2 years	-	0.04	-	-	0.04
2-3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	-	15.00	-	-	15.00

Other payables ageing as at March 31, 2024

Particulars	MSME	Others	Disputed dues – MSME	Disputed dues – Others	Total
Outstanding from due date of payment					
Less than 1 year	-	2.14	-	-	2.14
1-2 years	-	-	-	-	-
2-3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	-	2.14	-	-	2.14

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
11 OTHER FINANCIAL LIABILITIES		
Unpaid dividends*	1.37	1.87
Total	1.37	1.87
* Unclaimed portion only		

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
12 CURRENT TAX LIABILITIES (NET)		
Provision for income tax	-	35.16
Less : advance income tax & TDS	-	(29.11)
Total	<u>-</u>	<u>6.05</u>
13 PROVISIONS		
<u>Provision for employee benefits</u>		
- for leave encashment #	6.23	6.53
- for gratuity #	18.07	17.65
Total	<u>24.30</u>	<u>24.18</u>
# Refer Note- 32 for detailed disclosures.		
14 DEFERRED TAX LIABILITIES		
Deferred tax liabilities on account of deductible temporary difference between tax base and carrying amount of assets/liabilities :		
Investment in debt instruments (measured at FVTOCI)	184.30	306.27
Investment in equity instruments (measured at FVTOCI)	51,789.36	69,962.56
Total	<u>51,973.66</u>	<u>70,268.83</u>
15 OTHER NON-FINANCIAL LIABILITIES		
<u>Others</u>		
TDS payable	2.72	1.91
GST payable	2.48	21.49
Provident fund payable	0.53	0.46
Other payables	0.04	-
Total	<u>5.77</u>	<u>23.86</u>
16 EQUITY SHARE CAPITAL		
Equity share capital		
Authorised share capital		
50,00,000 (P.Y. -50,00,000) equity shares of ₹ 10 each	500.00	500.00
Total	<u>500.00</u>	<u>500.00</u>
Issued share capital		
32,00,000 (P.Y. -32,00,000) shares of ₹10 each	320.00	320.00
Total	<u>320.00</u>	<u>320.00</u>
Subscribed & fully paid share capital		
a) 8,01,288.5 (P.Y. - 8,01,288.5) shares of ₹10 each fully paid up. (On reduction of share capital through High Court order dated 15-11-1973)	80.13	80.13
b) 23,98,711.5 (P.Y.-23,98,711.5) shares of ₹10 each fully paid up (including 131 equity shares of ₹ 10 each in the form of fractional coupons)	239.87	239.87
Total	<u>320.00</u>	<u>320.00</u>

(i) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of the liquidation of the Company, the holders of equity shares will be entitled to remaining assets of the Company, after meeting all liabilities.

(ii) Reconciliation of equity shares held at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	₹ in lakh	No. of shares	₹ in lakh
At the beginning of the year	32,00,000	320.00	32,00,000	320.00
Movement during the year	-	-	-	-
At the end of the year	32,00,000	320.00	32,00,000	320.00

(iii) There is no change in the share capital in the period of five years immediately preceding the date as at which the balance sheet is prepared. There has been no allotment of shares pursuant to contract(s) without payment being received in cash or by way of bonus issue and no shares have been bought back in the five years immediately preceding the balance sheet date i.e. March 31, 2025.

(iv) No dividend has been proposed/declared during the year ended March 31, 2025 (during the previous year ended March 31, 2024 - Nil). As and when the company proposes the payment of dividend, the same will be paid in Indian rupees.

(v) Details of shareholders holding more than 5 % shares in the Company

Name of the shareholder	As at March 31, 2025	As at March 31, 2024
	No. of shares	No. of shares
Arteer Viniyoga Limited	8,01,710	8,01,710
Ashoka Viniyoga Limited	6,51,660	6,51,660
Camac Commercial Company Limited	5,20,000	5,20,000
Mr. Samir Jain	5,18,827	5,18,827
Mrs. Meera Jain	2,73,604	2,73,604
Combine Holding Limited	1,61,437	1,61,437

(v) Details of shareholding of promoters in the Company

Promoter name	As at March 31, 2025			As at March 31, 2024		
	No. of shares held	% of total shares	% change during the year	No. of shares held	% of total shares	% change during the year
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Particulars

As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
103.91	103.91
-	-
103.91	103.91

17 OTHER EQUITY

I. Reserve & Surplus

A. Securities premium

Balance as per last financial statements

Add/less : addition/(adjustment) during the year

Balance at the end of the year

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
<u>B. General reserve</u>		
Balance as per last financial statements	3,073.25	3,018.25
Add/less : addition/(adjustment) during the year	25.51	55.00
Balance at the end of the year	3,098.76	3,073.25
<u>C. Special reserve u/s 45-IC of RBI Act, 1934</u>		
Balance as per last financial statements	2,574.24	2,465.80
Add/less : addition/(adjustment) during the year	145.73	108.45
Rounding off adjustment	-	(0.01)
Balance at the end of the year	2,719.97	2,574.24
<u>D. Retained earnings (surplus)</u>		
Balance as per last financial statements	11,177.96	10,615.20
Add - profit for the year	715.81	721.68
Add - Other adjustments (earlier year)	0.02	8.32
Item of OCI recognised directly in retained earnings		
Add : remeasurement of the defined benefit plans (net of deferred tax) for the year	1.49	0.50
Add : profit/(loss) (net of current tax) transferred from OCI on write off/ sale of equity instruments	42.85	(4.31)
Less:- transfer to general reserve	(25.51)	(55.00)
Less:- transfer to special reserve	(145.73)	(108.45)
Rounding off adjustment	0.01	0.02
Balance at the end of the year	11,766.90	11,177.96
Total reserve & surplus at the end of the year (I= A+B+C+D)	17,689.54	16,929.36
<u>II. Accumulated balance of other comprehensive income (OCI)</u>		
<u>(E) Debt instruments through OCI</u>		
Opening balance	1,069.39	940.49
Add: fair value changes in debt instruments through OCI for the year	325.41	356.51
Less: reclassified to profit or loss from OCI on sale	(412.26)	(183.06)
Less: deferred tax effect thereon	121.97	(44.54)
Rounding off adjustment	-	(0.01)
Closing balance at the end of the year	1,104.51	1,069.39
<u>(F) Equity instruments through OCI</u>		
Opening balance	2,44,606.92	2,48,105.69
Add : fair value changes on equity instruments through OCI for the year	47,593.90	(1,969.14)
Less: deferred tax effect thereon	18,173.20	(1,529.63)
Add :profit/(loss) on write off/ sale of equity instruments	50.46	(4.31)
Less :current tax effect on above	(7.61)	-
Less :profit/(loss) (net of current tax) transferred from OCI to retained earnings	(42.85)	4.31
Closing balance at the end of the year	3,10,374.02	2,44,606.92
Total accumulated balance of OCI at the end of the year (II= E+F)	3,11,478.53	2,45,676.31
Total other equity (I +II)	3,29,168.07	2,62,605.67

Nature and purpose of reserve

Nature and purpose of each reserve has been disclosed as part of the qualitative disclosure :

Securities premium

It is created in earlier year, by amount of premium received upon issuance of equity shares. This can be utilised in accordance with provisions of the Companies Act, 2013.

General reserve

The Company continues to transfer certain percentage of profits to general reserve before declaring dividends. This can be utilised in accordance with provisions of the Companies Act, 2013.

Special reserve u/s 45-IC of RBI Act, 1934

The Company, being an NBFC company, is created a special reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss.

As prescribed by Section 45 IC of the Reserve Bank of India Act, 1934, No appropriation of any sums from the Reserve Fund shall be made by company except for the purpose as may be specified by RBI from time to time.

Retained earnings (surplus)

It is created out of accretion of profits or loss and represents the amount of accumulated earnings of the Company. It also includes effect of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with provisions of the Companies Act, 2013.

Accumulated balance of other comprehensive income (OCI)- debt instruments

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of debt instruments (including debt mutual funds) measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to profit or loss, when those instruments are disposed off.

Accumulated balance of other comprehensive income (OCI)- equity instruments

This reserve represents the cumulative unrealised gains (net of loss) on fair valuation of equity instruments measured at fair value through other comprehensive income (FVTOCI), net of amount reclassified, if any, to retained earnings when those instruments are disposed off.

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
18 REVENUE FROM OPERATIONS #		
Sale of service		
Financial management consulting service	-	110.00
Total	-	110.00
#In the previous financial year, Revenue from Operations consists of operational income earned by Esoterica Services Limited i.e. one of wholly owned subsidiaries in the Group, since the Company is not engaged in any business operations, except generating income from Investment of surplus funds.		
19 INTEREST INCOME		
Interest income on investments in bonds & debentures (investments measured at amortised cost)	41.27	321.27
Amortisation adjustment of bonds purchased at premium/ discount	-	(8.09)
Interest income on loan to others	-	3.47
Interest income on deposits with bank	86.52	56.39
Total	127.79	373.04

PNB FINANCE AND INDUSTRIES LIMITED

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
20 DIVIDEND INCOME FROM EQUITY INSTRUMENTS		
Dividend income from equity shares (quoted)	507.53	488.15
Distributed income from Investment in AIF (Other fund) (unquoted)	1.30	-
Total	508.83	488.15
21 NET GAIN ON FAIR VALUE CHANGES		
(a) Net gain/(loss) on financial instruments at FVTPL: on trading portfolio/ on financial instruments designated through FVTPL	-	-
(b) Others		
Gain(net) reclassified from OCI to profit or Loss on sale of investments in debt mutual funds	412.26	183.06
Total	412.26	183.06
<u>Break up of gains (net) :</u>		
Realised	412.26	183.06
Unrealised	-	-
Total	412.26	183.06
22 OTHERS (INCOME)		
Interest on income tax refund	2.62	0.65
Provisions no longer required written back	-	0.85
Miscellaneous income	-	2.50
Total	2.62	4.00
23 EMPLOYEE BENEFITS EXPENSE#		
Salaries	76.18	64.23
Contribution to provident and other funds	3.25	2.79
Provision for gratuity and leave encashment	2.11	4.23
Staff welfare expenses	2.60	2.34
Total	84.14	73.59
# Includes Remuneration to Whole Time Director of ₹ 14.88 lakh for the period from April 01, 2024 till August 27, 2024 during current financial year (₹ 33.04 lakh pertaining to previous financial year ended March 31, 2024).		
24 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on property, plant and equipments (refer note -8)	0.17	0.32
Total	0.17	0.32

Particulars	For the year ended March 31, 2025 (₹ in lakh)	For the year ended March 31, 2024 (₹ in lakh)
25 OTHER EXPENSES		
Director's sitting Fee	4.20	6.20
Legal and professional charges	42.81	154.35
Travelling & conveyance expenses	7.36	7.46
GST paid under reverse charge	7.28	26.65
Bank charges	-	5.58
AGM expenses	0.01	0.05
Printing & stationery	0.27	0.19
Postage & telephone and internet charges	0.97	1.02
Advertisement expenses	1.08	1.15
Listing fees	0.47	0.47
Custodian fees	0.33	0.33
Document storage charges	1.78	1.66
Software charges	2.33	1.41
Manager remuneration	-	0.02
Filing fees	0.21	0.15
Auditor's remuneration \$	1.23	1.55
CSR contribution 2024-25	8.83	-
CSR contribution 2023-24	-	10.23
Amount written off	0.84	-
Miscellaneous expenses	1.33	1.48
Total	81.33	219.95
\$ Auditor's remuneration (inclusive of GST) :		
As auditor		
Audit fees @	0.66	0.78
Limited review fees	0.24	0.24
Other service fees (including certification fees)	0.08	0.15
Out of pocket expenses	0.06	0.14
GST on above @	0.19	0.24
Total	1.23	1.55
@ Amount for previous financial year includes Audit fees of ₹ 0.12 lakh and GST thereon of ₹ 0.02 lakh pertaining to FY. 2022-23.		

	For the year ended March 31, 2025	For the year ended March 31, 2024
26 EARNINGS PER SHARE (EPS)		
Profit after tax as per consolidated statement of profit and loss (₹ in lakh)	715.81	721.68
Weighted average number of equity shares (Face value per equity share ₹ 10)	32,00,000	32,00,000
Basic EPS (In ₹)	22.37	22.55
Diluted EPS (In ₹) #	22.37	22.55
# The Company has not issued any potential equity shares, and accordingly, diluted earnings per share is equal to the basic earnings per share.		

27 DISCLOSURES AS REQUIRED BY IND AS -24 -“RELATED PARTY DISCLOSURE”

In accordance with the Ind AS -24 “Related Party Disclosure”, disclosure of related parties & related party transactions entered into by the group during the year are given below -

(a) Related parties and nature of relationship :

Key Management Personnel (KMP)

Name	Relationship
Mr. Govind Swarup	Director (Ceased to be director w.e.f. February 05, 2025)
Mr. Ashish Verma	Director (Ceased to be director w.e.f. August 01, 2024)
Ms. Saumya Agarwal	Director
Mr. Rakesh Dhamani	Director
Mr. Victor Alan Carvalho	Director (Appointed as director w.e.f. May 28, 2024)
Mrs. Shweta Saxena	Director (Ceased to be director w.e.f. August 28, 2024)
Mrs. Shweta Saxena	Company Secretary
Mr. Viveka Nand Jha	Chief Financial Officer
Mr. Vijay Kumar Bakshi	Manager (up to May 31, 2023)
Mr. Tarun Verma	Manager (w.e.f. June 01, 2023)

(b) Related party transactions entered during the year in ordinary course of business and outstanding balances payable/ (receivable) at the end of the year :

(₹ in lakh)

Name of the party	Nature of transaction	Transactions entered during year ended on		Balances outstanding as at	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Mr. Govind Swarup	Sitting fees	2.40	3.80	-	-
Mr. Ashish Verma	Sitting fees	0.40	1.60	-	-
Mrs. Saumya Agarwal	Sitting fees	1.40	0.80	-	-
Mrs. Shweta Saxena	Remuneration#	36.66	33.04	-	-
Mr. Viveka Nand Jha	Remuneration#@	33.94	24.80	-	-
Mr. Tarun Verma	Remuneration#	4.78	3.63	-	-
Mr. Vijay Kumar Bakshi	Remuneration	-	0.02	-	-

Excluding PF and other retiral benefits.

@ Remuneration for the current financial year includes deferred retention bonus for ₹ 6.00 lakh (previous year ended March 31, 2024- Nil) as per terms & conditions.

Note : The financial information in the consolidated financial statements contains financial information of holding/parent company and its wholly owned subsidiaries i.e. Punjab Mercantile & Traders Ltd and Esoterica Services Ltd as a single reporting entity (as a group) and all intra group transactions have been eliminated, thus intra group transactions as RPTs, have not been disclosed.

28 SEGMENT INFORMATION

During previous financial year, Revenue from operations of the Group consists of operational income earned by one of wholly owned subsidiaries, however during the current financial year, there is no operational income earned by Group. Further, the group is not carrying any business operations except generating income from investment of surplus funds. These activities of the group fall in a single business segment, thus there is no reportable segment within the meaning of Ind AS - 108 "Operating". Hence no separate disclosure is made under segment reporting.

29 IMPAIRMENT OF ASSETS

The management is of the opinion that there is no impairment of assets of group as contemplated in Ind AS -38 "Impairment of Assets".

30 CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent liabilities not provided for as a Group :

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
Penalties levied pursuant to SEBI adjudication orders dated March 28, 2023		
:In case of the Company [Note (a) below]	1,220.00	1,220.00
:In case of one of wholly owned subsidiary i.e. Punjab Mercantile and Traders Ltd ("PMT") [Note (b) below]	20.00	20.00
Total	1,240.00	1,240.00

Note (a)

The Securities and Exchange Board of India ("SEBI") had issued 3 (three) Show Cause Notices to the Company in October 2020, one as a listed entity and two others as Promoter and a Shareholder of Ashoka Viniyoga Limited ("AVL") and Camac Commercial Company Limited ("CCCL") respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SEBI had accepted the Company's application under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon payment of a sum of ₹ 21.68 lakhs by the Company and a subsequent Settlement Order dated September 7, 2022 issued by SEBI, these proceedings stood settled.

In the case of (i) the Company as a listed entity, as well as (ii) Promoter and a Shareholder of CCCL, both listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the Company's applications under the Settlement Regulations in December, 2022 and thereafter issued Adjudication Orders on March 28, 2023. These Orders issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the Company.

Under the said Orders, in the case of (i) above, SEBI levied ₹ 1200 lakhs monetary penalty on the Company, and directed the Corporate Shareholders (Viz: AVL, Artee Viniyoga Ltd, CCCL and Combine Holding Ltd) and Individual Shareholders (viz: Samir Jain and Meera Jain), besides levying certain penalties on each of them, to declare themselves as Promoters of the Company and restrained them from certain activities until Minimum Public Shareholding (MPS) of 25% is achieved in the Company. In the case of (ii) above, besides levying a monetary penalty of ₹ 20 lakhs on the Company, the said Order also restrained the Company from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. Subsequently, both the Adjudication Orders were challenged by the Company before the Securities Appellate Tribunal (SAT) and vide its Orders passed on April 26, 2023, SAT had stayed the effect and operation of the said SEBI Orders subject to payment of 25% of the levied penalty(ies) by the Company. The company has made the payment of the requisite amount [25% i.e. ₹ 305 Lakh] to SEBI as per the said SAT Orders. The matter is sub-judice as on date.

Note (b)

The Securities and Exchange Board of India (“SEBI”) had issued 4 (four) Show Cause Notices to the PMT in October 2020, two as a Promoter and a Shareholder of Ashoka Viniyoga Limited (“AVL”) and Camac Commercial Company Limited (“CCCL”), two others as Shareholder of Sahu Jain Ltd (“SJM”) and Combine Holding Ltd (“CHL”) respectively alleging violation of certain provisions of the SEBI Act, 1992 and regulations thereunder.

In the case of AVL, SJM, and CHL, SEBI had accepted the PMT’s applications under the SEBI (Settlement Proceedings) Regulations, 2018 to settle such proceedings without admitting or denying any findings of fact and conclusions of law. Upon an aggregate payment of a sum of ₹ 470.10 lakhs by the PMT and subsequent Settlement Orders dated September 7, 2022 issued by SEBI, these proceedings stood settled.

In the case of CCCL, listed at non-operational Calcutta Stock Exchange, however, SEBI rejected the PMT’s application under the Settlement Regulations in December, 2022 and thereafter issued Adjudication Order on March 28, 2023. This Order issued by the Whole-Time Member of SEBI concluded violation of various provisions of SEBI Act, 1992 and regulations issued thereunder, by the PMT.

Under the said Order, SEBI levied ₹ 20 lakhs monetary penalty on the PMT and restrained the PMT from accessing capital market and prohibited from buying or selling of securities or otherwise dealing in securities (including Mutual Funds), until MPS compliance is achieved by CCCL. The Adjudication Order was challenged by the PMT before the Securities Appellate Tribunal (SAT) and vide its Order passed on April 26, 2023, SAT had stayed the effect and operation of the SEBI Order referred above subject to payment of 25% of the levied penalty by the PMT. PMT has made payment of the requisite amount [25% i.e. ₹ 5 Lakh] to SEBI as per the said SAT Orders. The matter is sub-judice as on date.

The abovementioned requisite payment [25% i.e. ₹ 310 Lakh], as mentioned above in Note (a) & Note (b), made by Group to SEBI as per SAT Orders, has been disclosed under “Note 9 : Other Non-financial Assets”.

(B) Commitment (to the extent not provided for) as a Group:

Particulars	As at March 31, 2025 (₹ in lakh)	As at March 31, 2024 (₹ in lakh)
Commitment in case of the company as uncalled capital contribution to Amara Partners Growth Fund - I (a Category II Class A1 AIF scheme).	798.30	Nil
Commitment in case of the wholly owned subsidiaries.	Nil	Nil

31 INCOME TAXES EXPENSES & RECONCILIATION

(a) Tax expense recognised in the consolidated statement of profit and loss

(i) Tax expense recognised under “Profit or Loss” section

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
<u>(I) Current tax</u>		
Current tax	168.02	143.22
Earlier year tax provision (net)	-	0.16
Sub total	168.02	143.38
<u>(II) Deferred tax charge/ (credit)</u>		
Related to origination and reversal of deductible temporary difference	0.13	(0.81)
Sub total	0.13	(0.81)
Total (I+II)	168.15	142.57

(ii) Tax expense recognised under “Other Comprehensive Income(OCI)” section

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
<u>Deferred tax charge / (credit) on :</u>		
<u>on account of deductible temporary difference on items measured through OCI</u>		
Investment in debt instruments (on fair value change) (Refer Note below)	(121.97)	44.54
Investment in equity instruments (on fair value change) (Refer Note below)	(18,173.20)	1,529.63
Remeasurement gains of the defined benefit plans(gratuity plan)	0.50	0.20
Total	(18,294.67)	1,574.37

Note: During the current financial year, Income Tax rates on capital gains have been changed w.e.f. July 23, 2024 vide Finance (No. 2) Act, 2024. Accordingly, in compliance with Ind AS 12, one time deferred tax liability on change in fair value of investment in Equity & Debt Instruments has been reversed, which is given below:

Particulars	Deferred Tax Charge/ (Credit) during F.Y. 2024-25	
	on Fair value change of Equity instruments	on Fair value change of Debt instruments
Deferred Tax credit on account of One time reversal of deferred tax liability due to change of capital gain tax rates	(27,210.18)	(76.26)
Deferred Tax charge/ (credit) on fair value change	9,036.98	(45.71)
Total	(18,173.20)	(121.97)

- (b) In the Group, during the current financial year (A.Y. 2025-26), the Parent Company and one of subsidiary i.e. Esoterica Corproate Services Ltd has opted the concessional rate schemes provided vide section 115BAA in the Income Tax Act, 1961.

However the other subsidiary i.e. Punjab Mercantile & Traders Limited, has opted the concessional rate schemes from previous financial year (A.Y. 2024-25) provided vide section 115BAA in the Income Tax Act, 1961.

The section 115BAA in the Income Tax Act, 1961, provides existing domestic companies with an irreversible option to pay tax at a reduced rate of 22% plus applicable Surcharge and Cess, which come with the consequential surrender of specified deductions/ incentives and not eligible to utilise MAT Credit entitlements and take any other deduction / benefits.

- (c) As a matter of prudence and considering uncertainty of sufficient future taxable income, the group have not recognised any deferred tax asset on unused tax losses being brought forward business losses in the consolidated balance sheet.

(d) Reconciliation of current tax expenses

Reconciliation of current tax expenses between “Amount calculated as Accounting Profit multiplied by the statutory income tax rate applicable to the Company” and “Current Tax Expenses as per effective income tax rate reported in the Consolidated Statement of Profit and Loss” is given below :

Particulars	Year ended March 31, 2025 (₹ in lakh)	Year ended March 31, 2024 (₹ in lakh)
Consolidated Profit before tax	883.96	864.25
Enacted applicable income tax rate (including applicable SC & cess) on company (%)	25.168%	27.820%
Current tax amount calculated (accounting profit multiplied by the applicable enacted tax rate) for the year	222.48	240.43
<u>Tax effects of amounts which are not deductible/taxable in computing taxable income</u>		
CSR expenditure	2.22	2.85
Tax at lower rate in case of capital gain	(50.23)	(29.43)
Amortisation adjustment of bonds (net amount as exp.)	-	2.25
Other adjustments	0.99	0.98
<u>Tax effects of amounts which are deductible /non taxable in computing taxable Income</u>		
Deduction under Chapter VI A (80G)	-	(1.42)
Other adjustments	-	0.01
Sub Total	175.46	215.67
Tax adjustments due to different enacted rate of tax applicable for entities in the group	-	(0.13)
Adjustment of tax on (brought forward business Loss set off) / unadjusted business loss to be carried forward for entity in the group	0.16	(0.48)
Balance	175.62	215.06
Tax effect on realised profit on sale of equity instruments(shares) through OCI	(7.60)	-
MAT credit utilised	-	(71.84)
Current tax expense at effective rate as reported in the consolidated statement of profit and loss	168.02	143.22

(e) Movement of Deferred Tax Assets:

The movement in deferred tax assets (net) during the year ended March 31, 2024 and March 31, 2025 has been explained in Note- 7.

(f) The Movement of Deferred Tax Liabilities:

The movement in deferred tax liabilities during the year ended March 31, 2025 has been explained in Note-14.

32 EMPLOYEE BENEFITS

- I). During the year, liability of the group as an employer towards contribution to provident and other fund has been recognized as an expenses in the consolidated statement of profit and loss. The detail is given below:

Defined contribution plan

Employer’s contribution to provident and other funds : ₹ **3.25 Lakh** (previous year : ₹ 2.79 Lakh)

II). Gratuity and other post employment benefit plans :

During the year, the group has recognised the expenses and liability towards gratuity and leave encashment based on actuarial valuation in conformity with the principles set out in the Indian Accounting Standards -19. The detail are given below :

(a) The assumptions used to determine the benefit obligations are as follows

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discounting rate (p.a.)	6.70%	7.20%	6.70%	7.20%
Future salary increase (p.a.)	6.00%	8.00%	6.00%	8.00%
Expected rate of return of plan assets	N.A	N.A	N.A	N.A
Expected Average Remaining working lives of employees (years)	15.42	16.42	15.42	16.42
Mortality table used	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)
Retirement age (years)	58	58	58	58
Withdrawal rate (%)				
Up to 30 years	3	3	3	3
From 31 to 44 years	2	2	2	2
Above 44 years	1	1	1	1

(b) Change in present value of obligation/ defined benefit obligations

(₹ in lakh)

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Present value of obligation(PBO) at beginning of year	17.65	15.49	6.53	5.95
Past service cost	-	-	-	-
Current service cost	1.14	1.75	0.40	0.46
Net interest cost	1.27	1.11	0.47	0.42
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain /loss]	(1.99)	(0.70)	(1.17)	(0.30)
Present value of obligation (PBO) at year end	18.07	17.65	6.23	6.53

(c) Liability recognised in the consolidated balance sheet: (₹ in lakh)

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Liability amount (net) at beginning of year	17.65	15.49	6.53	5.95
Provisions made/(reversed) during the year	2.41	2.86	0.87	0.88
Benefits paid	-	-	-	-
Remeasurement [actuarial (-) gain/loss]	(1.99)	(0.70)	(1.17)	(0.30)
Liability amount (net) at year end	18.07	17.65	6.23	6.53
<u>Break up of liability/PBO at end of the year</u>				
Current liability (within 12 Months)	0.25	0.29	0.09	0.11
Non-current liability	17.82	17.36	6.14	6.42
Total	18.07	17.65	6.23	6.53

(d) Expense/ (income) recognized in the consolidated statement of profit and loss: (₹ in lakh)

Particulars	Gratuity (non -funded)		Leave Encashment (non -funded)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Current service cost	1.14	1.75	0.40	0.46
Net interest cost	1.27	1.11	0.47	0.42
Net actuarial (-) gain / loss recognized in the year	-	-	(1.17)	(0.30)
Expenses recognized in the statement of profit and loss	2.41	2.86	(0.30)	0.58

(e) Remeasurements [actuarial (gain)/loss] through Other Comprehensive Income (OCI)

Particulars	Gratuity (non -funded)	
	March 31, 2025	March 31, 2024
Actuarial (-) gain / loss for the year on PBO	(1.99)	(0.70)
Actuarial (gain) / loss for the year on plan asset	-	-
Net actuarial (-) gain / loss recognised through OCI during the year	(1.99)	(0.70)

33 FAIR VALUE MEASUREMENTS

The following methods and assumptions are used to estimate the fair value :

- The fair value of quoted equity shares is derived from quoted market prices in active markets.
- The fair value of unquoted equity shares is derived as per level 3 techniques, in case observable market data is not available.
- The fair value of mutual funds is derived from the available declared /quoted NAV of units.
- Assets held for collection of contractual cash flow where cash flows represent solely payment of principle and interest like bonds/ debentures /corporate deposit are measured at amortised cost. interest income from these financial assets is calculated using the effective interest rate method.

The management has assessed that cash and cash equivalents, other receivables (financial assets) and trade /other payables are approximate at their carrying amounts largely due to the short term maturities of these instruments.

Financial assets and liabilities

The carrying value and fair value of financial instruments by categories of the group as at March 31, 2025 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised cost	Total carrying value	Fair value/ Amortised cost
Financial assets					
Cash and cash equivalents	-	-	3.09	3.09	3.09
Bank balances other than above	-	-	1,367.76	1,367.76	1,367.76
Trade Receivables	-	-	-	-	-
Investments :					
Debt mutual funds	-	3,506.22	-	3,506.22	3,506.22
Equity mutual funds	-	9,569.88	-	9,569.88	9,569.88
Other fund (AIF)	-	173.78	-	173.78	173.78
Bonds /debentures	-	-	-	-	-
Equity Shares	-	3,66,430.37	-	3,66,430.37	3,66,430.37
Other financial assets	-	-	107.11	107.11	107.11
Total	-	3,79,680.25	1,477.96	3,81,158.21	3,81,158.21
Financial liabilities					
Other payables	-	-	15.00	15.00	15.00
Other financial liabilities	-	-	1.37	1.37	1.37
Total	-	-	16.37	16.37	16.37

PNB FINANCE AND INDUSTRIES LIMITED

The carrying value and fair value of financial instruments by categories of the group as at March 31, 2024 are as follows:

(₹ in lakh)

Particulars	FVTPL	FVTOCI	Amortised cost	Total carrying value	Fair value/ Amortised cost
Financial assets					
Cash and cash equivalents	-	-	8.09	8.09	8.09
Bank balances other than above	-	-	936.87	936.87	936.87
Trade Receivables	-	-	118.80	118.80	118.80
Investments :					
Debt mutual funds	-	4,248.81	-	4,248.81	4,248.81
Equity mutual funds	-	8,657.74	-	8,657.74	8,657.74
Bonds /debentures	-	-	880.00	880.00	880.00
Equity Shares	-	3,17,902.50	-	3,17,902.50	3,17,902.50
Other financial assets	-	-	82.34	82.34	82.34
Total	-	3,30,809.05	2,026.10	3,32,835.15	3,32,835.15
Financial liabilities					
Other payables	-	-	2.14	2.14	2.14
Other financial liabilities	-	-	1.87	1.87	1.87
Total	-	-	4.01	4.01	4.01

Fair value estimation

For financial instruments measured at fair value in the consolidated balance sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

For financial assets which are carried at fair value, the classification of fair value calculations by category of the group in the consolidated balance sheet is summarised below:

(₹ in lakh)

Particulars	Carrying value	Fair Values					
		measured through Profit and Loss (FVTPL)			measured through OCI (FVTOCI)		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
As at March 31, 2025							
Financial assets							
Debt mutual funds	3,506.22	-	-	-	3,506.22	-	-
Equity mutual funds	9,569.88	-	-	-	9,569.88	-	-
Other fund (AIF)	173.78	-	-	-	173.78	-	-
Equity shares	3,66,430.37	-	-	-	49,703.30	-	3,16,727.07
Total	3,79,680.25	-	-	-	62,953.18	-	3,16,727.07
As at March 31, 2024							
Financial assets							
Debt mutual funds	4,248.81	-	-	-	4,248.81	-	-
Equity mutual funds	8,657.74	-	-	-	8,657.74	-	-
Equity shares	3,17,902.50	-	-	-	40,210.36	-	2,77,692.14
Total	3,30,809.05	-	-	-	53,116.91	-	2,77,692.14

There are no changes in classification and no movements between the fair value hierarchy classifications of financial assets of group during the years under report.

34 FINANCIAL RISK MANAGEMENT

The financial assets at group level are investment in debt securities (bonds, debentures, corporate deposits, debt based mutual funds, etc.) cash and cash equivalents, bank deposits other than cash and cash equivalents, Trade and other receivables & financial liabilities are trade/other payables and other financial liabilities.

The activities at group level, expose to financial risk i.e. liquidity risk, market risk, credit risk etc. The management of respective entities in the group provide guiding principles for overall risk management, as well as principle for investment of available funds including review of such policies for managing each of applicable type of financial risks, which are summarised as below :

(a) Liquidity risk

The group's principal source of liquidity are "Cash and Cash equivalents" and cash in flow that are generated from income from investments & from Bank Fixed deposits. Liquidity risk is defined as a risk that the company will not be able to settle or meet its obligations on time.

Liquidity risk management implies maintenance of sufficient cash to meet the obligations as and when due. The group manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. The surplus fund at group level has also invested in fixed income securities /instruments of similar profile thereby ensuring availability of liquidity as and when required. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirement at group level and accordingly, no liquidity risk is perceived.

The following is the contractual maturities of the financial liabilities:

(₹ in lakh)

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Non-derivative liabilities</u>		
Within 12 month	16.37	4.01
More than 12 months	-	-
Total Carrying amount (at Amorisred Cost)	16.37	4.01

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk generally comprises three types of risk: interest rate risk, currency risk and price risk.

(i) Foreign currency risk

The group has neither payables & receivables in foreign currency, not holding foreign assets and also not entered into transactions in the foreign currency during the year under report, therefore the activities at group level are not exposed to foreign exchange risk.

(ii) Interest rate risk

The interest rate risk at group level is from investments in debt securities (bonds, debentures, corporate deposits etc.). In order to optimise the group's position with regard to interest income, the management of respective entities of group manages the interest rate risk by diversifying its debt investments portfolio across tenures.

(iii) Price risk

The group is exposed to price risk arising mainly from investment measured at fair value through OCI (FVTOCI) being equity shares (quoted) and debt & equity mutual funds. The group's exposure to debt based mutual funds falls in very low risk category due to investments are in high rated schemes. To optimise price risk, policy of diversification has been followed in case of debt based MF portfolio at group level. As regards the group's investment in unquoted equity shares, which are long term in nature and fair valuation of these investments are largely depend on performance of these investee companies and hence the price risk emanating from shortfall in performance has been reviewed closely by management of the respective entities of group.

(c) Credit risk

In case of the group's investment portfolio, credit risk may arise from bank balances (including fixed deposits) and investment in debt securities like bonds, debentures, corporate deposits and debt based mutual funds.

To manage credit risk on these financial assets including trade receivables in case one of subsidiary in the group, the respective entities of the group has an investment policy which allows them to invest only in high rated schemes/ papers/ bonds /NCD /corporate deposits etc. considering the safety of investment first along with lower risk and reasonable returns. At group level, credit worthiness of counterparty has been tracked and the rating of investments have been closely reviewed and as far as possible the immediate suitable remedial actions has been taken.

35 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below set out analysis of the carrying amount of assets and liabilities of Group, according to when they are expected to be realised or settled.. (₹ in lakh)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	3.09	-	3.09	8.09	-	8.09
Bank balances other than above	539.26	828.50	1,367.76	311.87	625.00	936.87
Trade Receivables	-	-	-	118.80	-	118.80
Investments	-	3,79,688.25	3,79,688.25	880.00	3,30,817.05	3,31,697.05
Other financial assets	22.50	84.61	107.11	47.52	34.82	82.34
Non Financial assets						
Current tax assets (net)	14.38	-	14.38	80.55	-	80.55
Deferred Tax Assets (net)	-	6.20	6.20	-	6.83	6.83
Property, Plant and Equipments	-	0.16	0.16	-	0.33	0.33
Other Non -Financial assets	11.22	310.00	321.22	11.74	310.00	321.74
TOTAL ASSETS	590.45	3,80,917.72	3,81,508.17	1,458.57	3,31,794.03	3,33,252.60
LIABILITIES						
Financial Liabilities						
Payables						
Dues of micro and small enterprises	-	-	-	-	-	-
Dues of other creditors	15.00	-	15.00	2.14	-	2.14
Other financial liabilities	1.37	-	1.37	1.87	-	1.87
Non- Financial Liabilities						
Current tax liabilities (net)	-	-	-	6.05	-	6.05
Provisions	0.34	23.96	24.30	0.40	23.78	24.18
Deferred tax liabilities	-	51,973.66	51,973.66	-	70,268.83	70,268.83
Other non-financial liabilities	5.77	-	5.77	23.86	-	23.86
TOTAL LIABILITIES	22.48	51,997.62	52,020.10	34.32	70,292.61	70,326.93
NET	567.97	3,28,920.10	3,29,488.07	1,424.25	2,61,501.42	2,62,925.67

36 ADDITIONAL INFORMATION IN TERMS OF SCHEDULE III OF THE COMPANIES ACT, 2013 FOR THE YEAR ENDED MARCH 31, 2025

(₹ in lakh)

Name of the entities in the group	Net assets, i.e., total assets minus total liabilities \$		Share in profit or (loss) \$		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
1. Parent (Indian)								
PNB Finance and Industries Limited	57.98%	1,91,023.17	96.24%	688.88	-58.48%	38,505.24	-58.88%	39,194.12
2. Subsidiary Companies (Indian)								
Esoterica Services Ltd	34.85%	1,14,808.79	3.85%	27.55	-35.22%	23,191.82	-34.88%	23,219.37
Punjab Mercantile and Traders Ltd.	7.18%	23,656.11	-0.09%	(0.62)	-6.30%	4,149.50	-6.23%	4,148.88
3. Minority Interests in all subsidiaries	-	-	-	-	-	-	-	-
Total	100.00%	3,29,488.07	100.00%	715.81	-100.00%	65,846.56	-100.00%	66,562.37

\$ Net assets and share in profit or (loss) are after intra -group elimination.

37 OTHER DISCLOSURES

Other notes and disclosures to be considered in the consolidated financial statements are similar to those of standalone financial statements of PNB Finance and Industries Ltd; and hence have not been repeated here.

The relevant note reference in the standalone financial statements are given below :

Particulars	Note reference of standalone financial statements
1) Dues to micro, small and medium enterprises	Note 9
2) Capital management	Note 31

There are no changes arising out of inclusion of the subsidiaries in the above disclosures.

38 All amounts have been rounded off to the nearest lakhs (upto two decimal point), as per the requirements of schedule III, unless otherwise stated. Previous year figures have been re-grouped/ re-casted wherever considered necessary to confirm to this year's classification.

As per our report of even date attached

For Tanuj Garg & Associates

Chartered Accountants

Firm Regn. No. 013843C

Monika Garg

Partner

Membership No. 407038

Place: New Delhi

Date: May 29, 2025

For and on behalf of the Board of Directors

Saumya Agarwal

Director

DIN: 07517809

Shweta Saxena

Company Secretary

M.No: A18585

Rakesh Dhamani

Director

DIN: 07065199

Viveka Nand Jha

Chief Financial Officer

PAN - AEXPJ2176H

