

PNB CARDS & SERVICES LIMITED

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that First Annual General Meeting of the Members of **PNB Cards & Services Limited** will be held at a shorter notice on Wednesday, the 21st day of December, 2022 at 01:30 PM at Plot No. 4, Sector 10, Dwarka, New Delhi 110075 to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the audited financial statements of the company for the year ended 31.03.2022 and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited financial statements of the company including the balance sheet as at March 31, 2022, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon be and are hereby received, considered and adopted."
(Annexure-A)

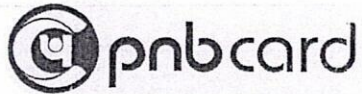
2. To appoint a director in place of Mr. Aditya Nath Das, (DIN: 09140900) who retires by rotation & being eligible has offered him-self for re-appointment and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Aditya Nath Das, (DIN: 09140900) who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby reappointed as director of the company liable to retire by rotation."

3. To appoint a director in place of Mr. Vijay Jasuja, (DIN: 07924822) who retires by rotation & being eligible has offered him-self for re-appointment and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Mr. Vijay Jasuja, (DIN: 07924822) who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby reappointed as director of the company liable to retire by rotation."

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4. To approve the payment of remuneration to the Statutory Auditor(s) of the Company in terms of the provisions of Section 139 (5) & Section 142(1) of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as Ordinary Resolution.

“RESOLVED THAT the approval of the shareholders of the Company be and is hereby accorded for the payment of remuneration of Rs. 1,25,000/- to the Statutory auditor of the Company, appointed by Comptroller and Auditor General of India, towards the Statutory Audit fees for the financial year ended at March 31, 2023”.

By order of the Board
For PNB Cards & Services Limited

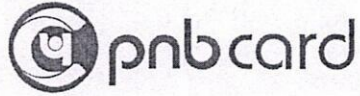
A handwritten signature in blue ink, appearing to read 'Ekta Pasricha', with a long horizontal flourish extending to the right.

Ekta Pasricha

Company Secretary
(FCS - 5566)

Place: - New Delhi

Dated: 21.12.2022

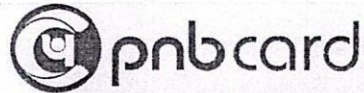


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Notes:-

1. THE MEETING IS CALLED AT SHORTER NOTICE.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than thirty minutes before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Only Registered Members of the Company or any proxy appointed by such Registered Member may attend and vote at the 1st Annual General Meeting as provided under the provisions of the Companies Act, 2013.
4. In terms of Section 101 of the Companies Act, 2013, a general meeting of a Company may be called by giving not less than 21 days' notice either in writing or through electronic mode. Further, an Annual General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is given thereto, by physical or electronic means, by not less than ninety-five per cent. of the members entitled to vote thereat.
5. Voting on Resolution: Each equity shareholder shall be entitled to one vote for every equity share in respect of the resolutions put to vote on a poll at the meeting.

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6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during the normal business hours (10.00 am to 05.00 pm) up to and including the date of the 1st Annual General Meeting of the Company.
7. Only those members of the Company who are holding shares, as on the cut-off date (i.e. AGM date), shall be entitled to participate in the AGM and cast their vote through show of hand or poll if demanded by any member in accordance with the provisions of Section 109 of the Companies Act, 2013. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Members holding equity shares in physical form are requested to intimate to the Company, regarding change of address, email id, if any, at the earliest, quoting their registered folio number.

**By order of the Board
For PNB Cards & Services Limited**

A handwritten signature in blue ink, appearing to read 'Ekta P'.

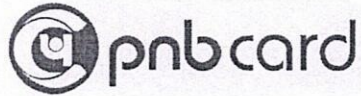
Ekta Pasricha

Company Secretary

(FCS - 5566)

Place: - New Delhi

Dated: 21.12.2022



PNB CARDS & SERVICES LIMITED

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

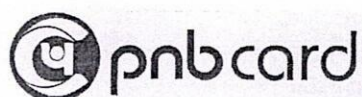
CIN : U74999DL2021PLC378579
Name of the Company : PNB CARDS & SERVICES LIMITED
Registered Office : Plot no. 4, Sector 10, Dwarka, New Delhi, 110075
Name of the member (s) :

Registered address :
E-mail Id :
Folio No/ Client Id DPID :

I/We, being the member (s) of Shares of the above named company, hereby appoint

- 1)ofhaving e-mail idor failing him*
- 2)ofhaving e-mail idor failing him*
- 3)ofhaving e-mail id*

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual General Meeting of the Company, Wednesday, the 21st day of December, 2022 at 01:30 PM at Plot no. 4, Sector 10, Dwarka, New Delhi – 110075 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Matter of resolution	VOTE	
		For	Against
1.	To receive, consider and adopt the audited financial statement of the company for the year ended 31.03.2022		
2.	To appoint a director in place of Mr. Aditya Nath Das, (DIN: 09140900) who retires by rotation & being eligible has offered him-self for re-appointment		
3.	To appoint a director in place of Mr. Vijay Jasuja, (DIN: 07924822) who retires by rotation & being eligible has offered him-self for re-appointment		
4.	To approve the payment of remuneration to the Statutory Auditor(s) of the Company in terms of the provisions of Section 139 (5) & Section 142(1) of the Companies Act, 2013		

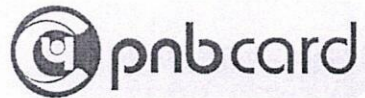
Signed this..... day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)

Notes:

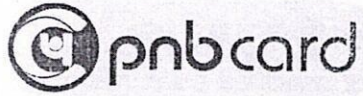
1. The Proxy to be effective should be deposited at the Registered office of the company not less than thirty minutes before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.



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3. The form of Proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

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ATTENDENCE SLIP
ANNUAL GENERAL MEETING

Please complete this attendance slip and hand it over at the entrance of meeting hall

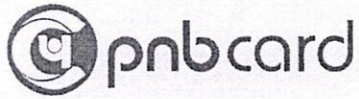
DP Id*	Name & Address of Registered Shareholders
Client Id*	
Regd. Folio. No.	
No. of Shares Held	

* Applicable for shareholding in electronic form.

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.
I hereby record my presence at the 1st Annual General Meeting of the Company held on, Wednesday, the 21st day of December, 2022 at 01: 30 PM at Plot no. 4, Sector 10, Dwarka, New Delhi - 110075.
I hereby give my consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode, on my e-mail ID-instead of physical form.

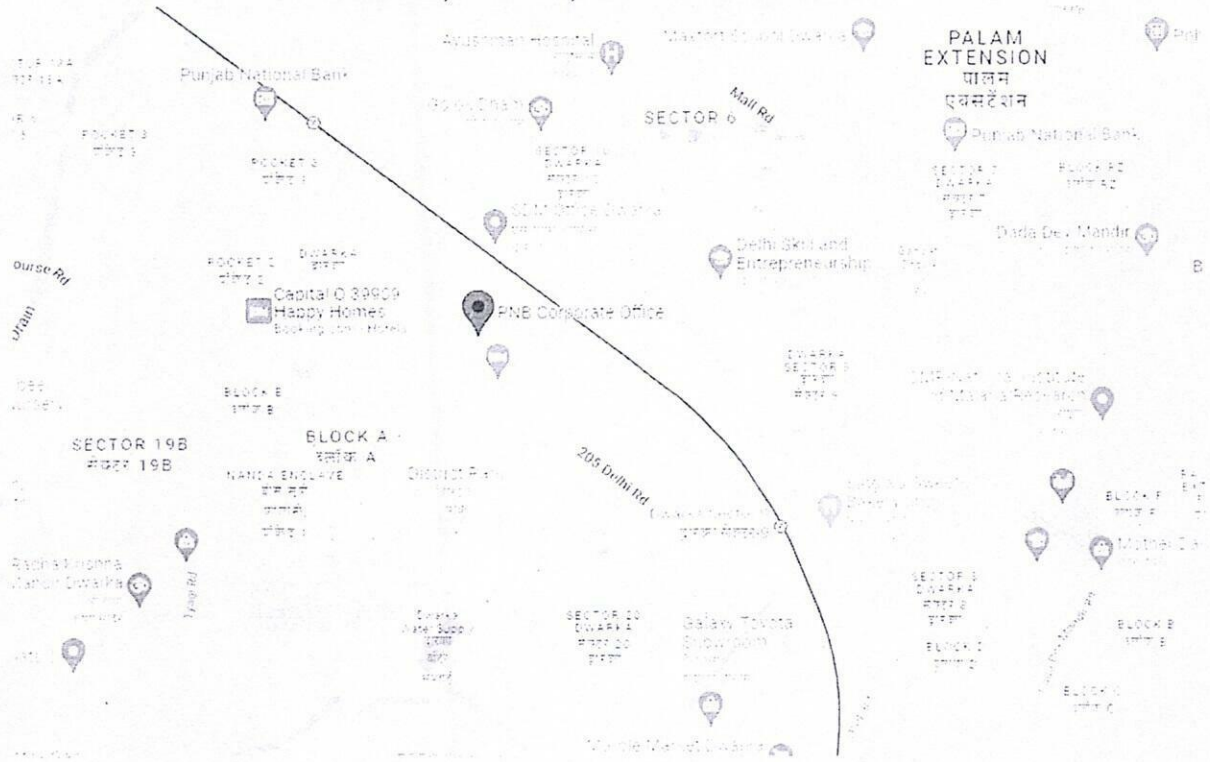
Signature of Shareholder/Proxy

NOTE:-Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to theme ting. No Attendance Slip will be issued at the venue of the meeting



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Route Map of the venue of the 1st Annual General Meeting of the Company to be held on, Wednesday, the 21st day of December, 2022 at 01:30 PM at Plot no. 4, Sector 10, Dwarka, New Delhi - 110075



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