

ANNUAL REPORT 2023-24

3RD



pnb cards & services limited

(a wholly owned subsidiary of PNB)

Registered Office:

Plot No.4, Dwarka Sector-10, New Delhi-110075

CIN: U74999DL2021PLC378579

Corporate Office:

**6th Floor, PNB House, Plot No. 7,
Bhikaji Cama Place, New Delhi-110066**

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pnb cards & services limited

(a wholly owned subsidiary of PNB)

Vision of the Company

We envision a future wherein it spearheads the countrywide sales and marketing channel for Bank's business using all modes.

Mission of the Company

To provide high-quality, innovative, and convenient doorstep services to our customers, helping them achieve their financial goals.



pnb cards & services limited

(a wholly owned subsidiary of PNB)

COMPANY INFORMATION:	PNB Cards & Services Limited CIN: U74999DL2021PLC378579 <i>(A wholly-owned subsidiary of Punjab National Bank)</i> Registered Office Plot No.4, Dwarka Sector-10, New Delhi-110075 Phone: 011-43061779 Email: info@pnbcsl.co.in
BOARD OF DIRECTORS:	Shri Kalyan Kumar, Chairman <i>DIN: 09631251</i> Shri Taufique Alam, MD & CEO <i>DIN: 09509383</i> Shri Rakesh Gandhi, Non-Executive Director <i>DIN: 09599638</i> Shri Sunil Kumar Chugh, Non-Executive Director <i>DIN: 08309168</i> Shri Sunil Agrawal, Non-Executive Director <i>DIN: 10531103</i>
COMPANY SECRETARY:	Smt. Neha Aggarwal <i>FCS-12498</i>
STATUTORY AUDITORS:	Agarwal Anil & Co. Chartered Accountants <i>Firm Reg. No.003222N</i>
BANKERS:	Punjab National Bank

Address of the Chairman at 3rd Annual General Meeting of the Company

Dear Shareholders,

Good afternoon to all,

A very warm welcome to all of you at the 3rd Annual General Meeting of your Company.

It is my pleasure to be here today and share the company's progress with you.

First, I'd like to extend a warm welcome to our new Board member, Shri Sunil Kumar Agrawal, who have been appointed as Additional Director to the Board of PNBCSL, effective from March 13, 2024. His expertise will be invaluable as we navigate the exciting opportunities ahead.

As a wholly-owned subsidiary of Punjab National Bank (PNB), PNBCSL is dedicated to provide exceptional non-financial support services. We operate through a "feet-on-the-street" model, complemented by digital onboarding platforms, ensuring efficient customer acquisition across credit cards, deposits, and retail loans.

The past year witnessed significant growth. We established strategic partnerships with PNB for housing, vehicle, education loans, and CASA Deposit. Additionally, we have launched a customer sourcing missed call number, a corporate website, and a call centre arrangement for loan applications & Credit Cards sourced by PNBCSL.

Our financial performance reflects this progress. Total income in FY 2023-24 reached Rs 2232.31 lakh, a substantial increase compared to the previous year. We also achieved a profit after tax of Rs 225.71 lakh as against a profit after tax of Rs 120.86 lakh for the year ending March 2023, The net worth of the company for the year ending March 2024 was Rs 1859.87 lakh, compared to Rs 1634.15 lakh for the year ending March 2023, demonstrating continued profitability.

The Housing Loan, Vehicle Loan, Education Loan and Credit Card markets hold immense potential. Government initiatives and positive consumer sentiment are expected to fuel further growth in these sectors.

PNBCSL is well-positioned to capitalize on these opportunities through our expanding service offerings, robust infrastructure, and dedicated team.

The outlook for the housing loan, vehicle loan, education loan, credit card and CASA segments remains positive, despite challenges posed by interest rate fluctuations and economic uncertainties. These sectors are expected to maintain their growth trajectories, supported by government initiatives, consumer demand, and evolving market dynamics. It reflects immense opportunities for financial institutions and investors in the years to come.

Before concluding, I would like to once again express my sincere gratitude to the dedicated employees and management of the company for their unwavering support. Additionally, I want to thank all the board members for their continued leadership and support to the company and its employees.

We reaffirm our commitment to excellence in the coming years, with the determination to sustain and build upon our success and momentum.

Thank you for your continued faith in your company. I wish all of you the best of health.

22.07.2024
New Delhi

sd/-
(Kalyan Kumar)
Chairman



pnb cards & services limited

(a wholly owned subsidiary of PNB)

Reg. Office: Plot No.4, Dwarka Sector-10, New Delhi-110075

Email: info@pnbcsl.co.in **Tel:** 011-43061779

NOTICE

NOTICE is hereby given that the 3rd Annual General Meeting (AGM) of the Members of **PNB Cards & Services Limited** will be held on Monday, the 22nd day of July 2024 at 16:00 Hours at Plot No. 4, Sector 10, Dwarka, New Delhi 110075 to transact the following business: -

ORDINARY BUSINESS: -

ITEM NO.1

To receive, consider and adopt the audited financial statement of the company for the year ended 31.03.2024 along with related documents and, if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the company including the balance sheet as of March 31, 2024, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon and comments of the Comptroller and Auditor General of India, be and are hereby received, considered and adopted."

ITEM NO.2

To appoint a director in place of Shri Rakesh Gandhi, (DIN: 09599638) who retires by rotation & being eligible has offered him-self for re-appointment and, if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rakesh Gandhi, (DIN:09599638) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as director of the company."

ITEM NO.3

To authorize the Board of Directors of the Company for fixing the remuneration of the Statutory Auditor(s) of the Company by passing the following resolution, with or without modification(s), as an **Ordinary Resolution**.

“RESOLVED THAT, pursuant to applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditor(s) of the Company, appointed by Comptroller and Auditor General of India, for the financial year 2024-25 as may be deemed reasonable by the Board”.

SPECIAL BUSINESS: -

ITEM NO.4

Appointment of Shri Sunil Agrawal as the Director by passing the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 149, 152 and 161(1) and other applicable provisions of the Companies act, 2013, read with relevant rules therein, Shri Sunil Agrawal (DIN: 10531103) who has been nominated by Punjab National Bank (Parent Bank) as Nominee Non-executive Director of the Company and was appointed by the Board of Directors as Additional Director with effect from 13.03.2024 and who holds the office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for directorship, be and is hereby appointed as Director of the Company, liable to be retire by rotation.”

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

sd/-

**Place: - New Delhi
Dated: 22.07.2024**

**Neha Aggarwal
Company Secretary**

Notes: -

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy/ proxies pursuant to section 105 of the Companies Act, 2013 (Act) 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 48 hours 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.
2. The explanatory statement pursuant to section 102 of the Act which set out details relating to special business to be transacted at the meeting, is annexed hereto.
3. Members seeking any information/clarification with regard to any business item to be dealt with at the Annual General Meeting (AGM) are requested to write at **info@pnbcsl.co.in**.
4. Only Registered Members of the Company or any proxy appointed by such Registered Member may attend and vote at the AGM as provided under the provisions of the Act.
5. 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.
6. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office/corporate office of the Company on all working days, during business hours, up to the date of the meeting.

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

The following statement set out all material facts relating to the Special Businesses as listed in the accompanying Notice:

ITEM NO.4: APPOINTMENT OF DIRECTOR

Shri Sunil Agrawal- Chief General Manager, Punjab National Bank (PNB) was nominated by PNB as Nominee Non-executive Director of the Company and was appointed by the Board of Directors as Additional Director with effect from 13.03.2024 subject to the approval of the members as per the requirement of Section 152(2) of the Act.

Hence, necessary business item has been placed at Item No.4.

The Company has received necessary notice from the Director proposing his candidature in terms of section 160 of the Companies Act, 2013.

Shri Sunil Agrawal do not hold, whether in their individual capacity or together with their respective relatives, more than two percent of the total voting power of the Company.

BRIEF PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

SHRI SUNIL AGRAWAL (APPOINTMENT)

Banker having experience of more than 34 years. Worked in all the geographies, size, demographics & aspects of banking in India. Foreign experience of 2 years in Kabul as CEO Afghanistan Operation of PNB. Innovative thinker and analytical in nature.

Currently working as National Head of Liability Business & Card in Punjab National bank

SHRI RAKESH GANDHI (RE-APPOINTMENT)

Shri Rakesh Gandhi, Certified Associate of Indian Institute of Bankers served State Bank of India from 1985 to 1990. He has Joined Punjab National Bank in 1991 and serving PNB bank since last 33 years. He has rich and diversified banking experience of over 33 years. He also served in PNB overseas Subsidiary in London.

In PNB, he was involved in the process of Amalgamation of e-OBC & e-UBI in PNB, drawing Recovery & Resolution of NPA portfolio, Measure to improve Assets Quality and collection efficiency and formation of Bank's short term / Long Term strategy, digital Transformation, Growth of Retail / Agriculture / MSME advance.

He has headed Large Corporate Branch, Bangalore, International Banking Branch, Pune Camp and worked as Dy. General Manager, PNB International Ltd, United Kingdom. His major achievements include Handling of large loan portfolio and Large NPA accounts in India and Overseas.

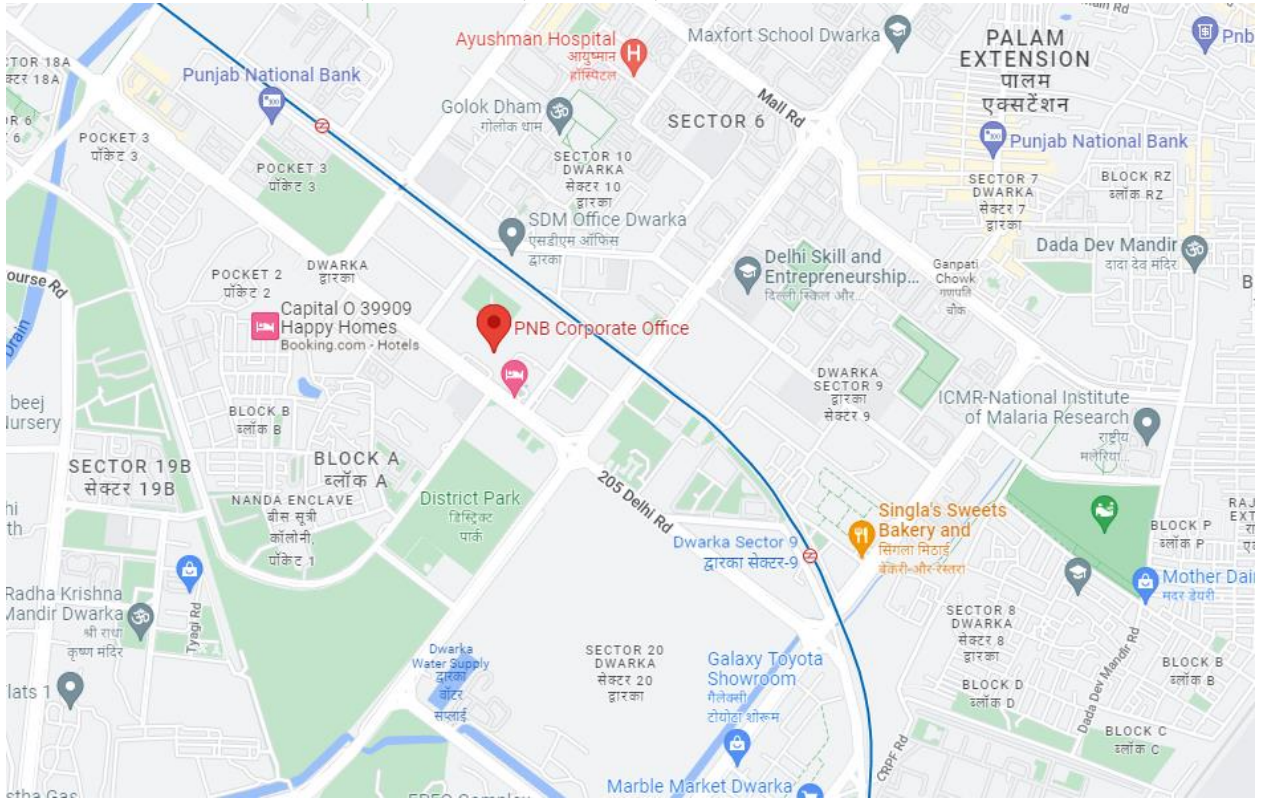
**By order of the Board
For PNB Card & Services Limited**

Sd/-

**Neha Aggarwal
Company Secretary**

**Place: - New Delhi
Dated: 22.07.2024**

Route Map of the venue of the Third Annual General Meeting of the Company to be held on Monday the 22nd day of July 2024 at 16:00 Hours at Plot no. 4, Sector 10, Dwarka, New Delhi – 110075





Reg. Office: Plot No.4, Dwarka Sector-10, New Delhi-110075
 Email: info@pnbcsl.co.in Tel: 011-43061779

**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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
 the Annual General Meeting of the Company to be held on **Monday the 22nd** day
 of **July 2024 at 16:00 Hours 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
ORDINARY BUSINESS(ES)			
1.	To receive, consider and adopt the audited financial statement of the company for the year ended 31.03.2024.		
2.	To appoint a director in place of Shri Rakesh Gandhi, (DIN: 09599638) who retires by rotation & being eligible has offered him-self for re-appointment		
3.	To authorize the Board of Directors of the Company for fixing the remuneration of the Statutory Auditor(s)of the Company		
SPECIAL BUSINESS(ES)			
4.	Appointment of Shri Sunil Agrawal as Director of the Company.		

Signed this..... day of..... 2024

Affix Revenue Stamp

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 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
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.

ATTENDANCE 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 Annual General Meeting of the Company held on Monday the 22nd day of July, 2024 at 16:00 Hours 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 the meeting hall. No Attendance Slip will be issued at the venue of the meeting.

DIRECTOR'S REPORT

Dear Members,

It gives me immense pleasure to present, on behalf of the Board of Directors of your Company, the 3rd Annual Report of PNB Cards & Services Limited (“the Company”) and the Audited Financial Statements for the financial year ended on March 31, 2024, along with the Auditor’s Report and the comments on the accounts of Comptroller and Auditor General (C&AG) of India.

The Company has been incorporated on 16th March 2021. In terms of RBI approval, the company may carry on business of non-financial support services including Sourcing, Marketing, Promoting, Publicizing, Advertising, Soliciting, distributing related to Credit Card, Deposits (Current and Saving Accounts etc) and retail loan products (Housing Loan, Loan against property, Vehicle Loan, Education loan etc.) of Punjab National Bank (PNB).

1. FINANCIAL PERFORMANCE HIGHLIGHTS

The key highlights of the financial performance of your Company for FY2024:

Rs. In Lakh

Particulars	FY 2024
Total Income	2232.31
Less: Expenses other than Depreciation and Taxes	1935.02
Profit before Depreciation and Taxes	297.29
Less: Depreciation	9.79
Add: Extraordinary / Exceptional Item	19.16
Profit Before Taxes	306.66
Less: Provision for Taxes (including deferred tax)	80.95
Profit after Tax (PAT)	225.71
Net Profit carried to Balance Sheet	225.71
Equity Capital	1500.00
Reserves & Surplus	359.87
Net Worth	1859.87
EPS (In Rs.)	1.50

PNBCSL maintained its profitability trajectory, achieving a net profit after tax of Rs. 2.25 crore for FY 2023-24. This demonstrates the company's continued financial strength and its valuable contribution to PNB's overall success.

During the FY ended March 31, 2024, the Company was engaged in support services related to sourcing of financial products for Punjab National Bank and has only one domestic operation. Accordingly, the Company has only one reportable business and geographical segment. Therefore Segment-wise reporting is not applicable for the Company.

2. BUSINESS OUTLOOK

Your company remains committed to providing top-tier non-financial support services to PNB. The Company has already setup a captive sales and marketing Infrastructure for PNB which is rapidly scalable and cost effective to supplement the business growth and reduce the opex of the Bank. Our efforts have resulted in enhanced customer experiences and increased customer engagement. We have also been proactive in adopting innovative technologies and marketing strategies, ensuring PNB's business stays competitive and customer centric.

A Year of Growth and Expansion

PNBCSL, a wholly-owned subsidiary of Punjab National Bank (PNB), has made significant strides in FY 2023-24. Incorporated on 16.03.2021 with the aim of providing non-financial support services for PNB's credit card business, Your Company has successfully expanded its scope.

Enhanced Role and Expanded Services

Following RBI approval 13.01.2023, Your Company now offers a wider range of non-financial support services. These include sourcing, marketing, promoting, publicizing, advertising, soliciting, and distributing Deposit (Current and Savings Accounts) & Retail Loan Products (Housing Loan, Loan, Vehicle Loan & Education Loan). Leveraging its existing infrastructure and expertise, Your Company has successfully commenced sourcing for these new products during the year.

Nationwide Expansion and Growing Team

Your Company's geographical footprint has grown significantly, with 7 Territory offices encompassing over 50 locations across India. This expansion is backed by a dedicated team of over 400 personnel, all committed to delivering exceptional customer service.

Customer Acquisition and Business Growth

Your Company has played a pivotal role in acquiring customers for PNB. In FY 2023-24, the company served over 2.15 lakh customers, exceeding the target of 2 lakh credit card approvals. Additionally, Your Company has facilitated fresh sanctions of more than Rs. 500 Crore in the Retail segment, demonstrating its significant contribution to PNB's growth.

Looking Ahead: Continued Growth and Commitment

Your Company remains committed to offering high-quality services and expanding its reach to serve a broader customer base. By leveraging its expertise and capabilities, Your Company is well-positioned to play a key role in PNB's future growth strategy.

3. STATUTORY DISCLOSURES AND DECLARATIONS UNDER SECTION 134 OF THE COMPANIES ACT, 2013 (The Act) READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES 2014 (the Rule)

3.1 ANNUAL RETURN: section 134(3) (a)

The Annual Return of the Company in terms of Section 92(1) of the Act, in prescribed Form MGT-7 is placed on the website of the Company at <https://pnbcsl.in/agm>.

3.2 NUMBER OF BOARD MEETINGS: section 134(3) (b)

During the year ended March 31, 2024, 07 meetings of Board of Directors of the Company were held. The maximum time interval between two Board Meetings was not more than 120 days as provided under section 173 of the Act. The minimum and maximum interval between any two Board Meetings was 32 days (18.09.2023–21.10.2023) and 88 days (21.10.2023–18.01.2024) respectively. The details of Board Meetings held during the year are as follows:

Details of Board Meetings held during the year 2023-24.

Sl. No.	Board Meeting No.	Date of Meeting	Board Strength	No of Directors Present
1.	12 th	02.05.2023	5	5
2.	13 th	12.06.2023	4	4
3.	14 th	20.07.2023	5	4
4.	15 th	18.09.2023	5	5
5.	16 th	21.10.2023	5	5
6.	17 th	18.01.2024	4	4
7.	18 th	13.03.2024	5	5

Details of attendance of Directors at the Board Meetings held during the year 2023-24

Name of Directors	No. of Board Meetings held during the Tenure	No. of Board Meetings Attended
Shri Vijay Jasuja (DIN: 07924822) (w.e.f 05.04.2021 and up to 25.05.2023)	1	1
Shri Aditya Nath Das (DIN: 09140900) (w.e.f 05.04.2021 and up to 02.05.2023)	1	1
Shri Mahendra Dohare (DIN: 09406117) (w.e.f 01.11.2021 and up to 09.10.2023)	4	4
Shri Rakesh Gandhi (DIN: 09599638) (w.e.f 07.05.2022 to till date)	7	7
Shri Kalyan Kumar (DIN: 09631251) (w.e.f 06.06.2022 to till date)	7	7
Shri Taufique Alam (DIN: 09509383) (w.e.f 03.05.2023 to till date)	6	6
Shri Sunil Kumar Chugh (DIN: 08309168) (w.e.f 27.06.2023 to till date)	5	4
Shri Sunil Kumar Agrawal (DIN: 10531103) (w.e.f 13.03.2024 to till date)	1	1

3.3 DIRECTORS' RESPONSIBILITY STATEMENT: section 134(3) (c)

The Board of Directors confirms that:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, wherever required.

- Appropriate Accounting Policies have been selected and applied consistently. Judgments and estimates made were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2024, and the Profit and Loss Account for the year ended March 31, 2024.
- Proper and sufficient care has been taken 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.
- The Annual Accounts have been prepared on a going concern basis.
- Internal financial controls have been laid to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

3.4 FRAUDS REPORTED BY THE AUDITORS: section 134(3) (ca)

No fraud has been reported by the Auditors of the Company under Section 143(12) of the Act for the reporting period.

3.5 INDEPENDENT DIRECTORS: section 134(3) (d)

Company being a WoS of PNB, the requirement under Section 149 of the Act, with respect to appointment of independent directors on the Board, is not applicable to the Company.

3.6 COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER COMMITTEES IN EXISTENCE IN THE COMPANY UNDER SUB SECTION (1) OF SECTION 178: section 134(3) (e)

All the Directors on the Board of the Company are nominated by PNB, being the Parent Bank and accordingly all Non- Executive Directors are being paid remuneration by Parent Bank in their capacity as employees of PNB, except Managing Director (Executive Director) of the Company. Further, the requirement under Section 178 of the Companies Act 2013, with respect to constitution of Nomination and Remuneration Committee is not applicable to the Company. However, Although Company has constituted the Committee but till date there is no policy on Director's Appointment and Remuneration of Directors.

3.7 EXPLANATION AND COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE BY THE AUDITOR: sec 134(3) (f)

The Explanation or Comments by the Board on qualification or adverse remarks or disclaimer made by the auditor in their audit report is as under:

Auditor's Report on the Accounts -

There is no observation by the Statutory Auditor on financial statements for the year 2023-24. Further, Your Company has received “Nil” comments of C&AG forming part of this Report, as **Annexure-A**.

3.8 PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS: sec 134(3) (g)

During the financial year, the Company has not given any loan or issued any Guarantee or provided any Security for raising loan to body corporate or any person. Further, the Company has also not acquired securities of any other body corporate, as envisaged under Section 186 of the Act.

3.9 PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES: sec134(3) (h)

The particulars of contracts or arrangements with related parties as specified under section 188(1) of the Act, in prescribed Form AOC-2, is placed at **Annexure-B**.

Further, the details of the transactions with related parties are provided in the Company's Financial Statements in accordance with the Accounting Standards under Note No. 33 of the Financial Statements.

3.10 STATE OF COMPANY'S AFFAIRS: sec 134(3) (i)

The state of Company's affairs shows a total Revenue of Rs 2138.09 lakh.

3.11 TRANSFER TO RESERVES: sec 134(3) (j)

The Company has transferred Rs.225.71 lakh to the reserves during the financial year ending March 31, 2024.

3.12 PAYMENT OF DIVIDEND: sec 134(3) (k)

The Company is in formative stage therefore the Board has not recommended any dividend for the financial year ending March 31, 2024.

3.13 DETAILS OF MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRING BETWEEN THE DATE OF FINANCIAL STATEMENTS AND BOARD REPORTS: sec 134(3) (l)

There are no material changes, commitments and litigations affecting the financial position of the Company, during the period between the end of the financial year of the Company to which the financial statements relate and the date of the report.

3.14 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO: sec 134(3) (m)

The conservation of energy, technology absorption and foreign exchange earnings and outgo are as follows:

- a. The Company is not a manufacturing company thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy and technology absorption.
- b. Foreign Exchange earnings and outgo: The Company does not have any Foreign Exchange Earnings and there was no outgo during the year under review.

3.15 IMPLEMENTATION RISK MANAGEMENT AND HEAD, SAFETY & ENVIRONMENT (HSE) POLICIES: section 134(3)(n)

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. Further, the Company has Policy on Outsourcing of Non- Financial Activities which covers the which covers Risk Assessment and Measurement.

3.16 CORPORATE SOCIAL RESPONSIBILITY (CSR): section 134(3)(o)

The provisions of Section 135 of the Act, and the rules framed there under, with respect to CSR are not applicable to the Company for the reporting period.

3.17 EVALUATION ON THE PERFORMANCE OF BOARD: section 134(3)(p)

The Provisions related to performance evaluation of the Board are exempted under Rule 8(4) of Companies (Accounts) Rules, 2014.

3.18 OTHER MATTERS: sec 134(3)(q) read with Rule 8

The following Declaration/ Disclosures are given by the Company:

3.18.1 CHANGE IN NATURE OF BUSINESS: Rule 8(5)(ii)

There has not been any change in the nature of business of the Company during the year under review.

3.18.2 DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP): Rule 8(5)(iii)

During Financial Year 2023-24, the following changes occurred in the composition of the Board and Key Managerial Persons:

1. Shri Aditya Nath Das ceased to be Managing Director w.e.f 02.05.2023.
2. Shri Taufique Alam was appointed as Managing Director and Chief Executive Officer w.e.f 03.05.2023.
3. Shri Vijay Jasuja ceased to be Nominee Director w.e.f 25.05.2023.
4. Shri Sunil Kumar Chugh appointed as Nominee Director w.e.f 27.06.2023.
5. Smt. Ekta Pasricha ceased to be Company Secretary w.e.f 18.09.2023.
6. Smt. Neha Aggarwal appointed as Company Secretary w.e.f 18.09.2023.
7. Shri Mahendra Dohare ceased to be Nominee Director w.e.f 09.10.2023.
8. Shri Sunil Kumar Agrawal appointed as Additional Director w.e.f 13.03.2024.

3.18.3 SUBSIDIARIES, JOINT VENTURE, AND ASSOCIATE COMPANIES: Rule 8(5)(iv)

The Company does not have any Subsidiary, Joint venture, or Associate Company.

3.18.4 PUBLIC DEPOSIT: Rule 8(5)(v) &(vi)

During the review period, the Company has not accepted any deposits from the public within the meaning of the Act, and rules made thereunder.

3.18.5 DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS, IF ANY: Rule 8(5)(vii)

There has been no order passed by any authority which impact the going concern status and company's operations in future.

3.18.6 INTERNAL FINANCIAL CONTROL SYSTEM: Rule 8(5)(viii)

The Company has an established internal financial control framework including internal controls over financial reporting, operating controls and for the prevention and detection of frauds and errors. The framework is reviewed periodically by Management. Based on the periodical testing, the framework is strengthened from time to time to ensure the adequacy and effectiveness of internal financial controls.

3.18.7 MAINTENANCE OF COST RECORDS AND ACCOUNTS: Rule 8(5)(ix)

As per the Section 148(1) of the Act, read with Rule 4(3) of the Companies (Cost Records and Audit) Amendment Rules, 2014, the provisions of maintenance of cost records are not applicable on the Company.

3.18.8 PREVENTION, PROHIBITION & REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE: Rule 8(5)(x)

Your Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace and an Internal Committee has been constituted there under. The primary objective of the said Policy is to protect the women employees from sexual harassment and to provide right to work with dignity as enshrined under the Constitution of India.

3.18.9 INSOLVENCY AND BANKRUPTCY CODE: Rule 8(5)(xi)

The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status at the end of the financial year was “NIL”.

4 GENERAL DISCLOSURES:

4.1 AUDITORS:

M/s Agarwal Anil & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company for the financial year 2023-24 by the C&AG under the provisions of Section 139 (5) of the Act.

4.2 SECRETARIAL STANDARDS:

The Secretarial Standards i.e., SS-1 & SS-2 related to meetings of the Board of Directors and General Meetings respectively have been duly complied by the Company.

4.3 AUTHORIZED AND PAID-UP SHARE CAPITAL:

The authorised and paid share capital of the Company stood at Rs250000000 (divided into 25000000 Equity Shares of Rs. 10/- each) and Rs150000000 (divided into 15000000 Equity Shares of Rs. 10/- each) respectively.

4.4 MANAGERIAL REMUNERATION:

Your Company being WoS of PNB, therefore all the Non-Executive Directors are being paid remuneration by holding company in their capacity as employees of PNB. The Managing Director & CEO of the Company is paid salary as per PNB rules being its employee.

4.5 DISCLOSURE OF INTEREST BY DIRECTORS:

Pursuant to the Section 184(1) of the Act, your directors have given the notice to the Company disclosing their interest in Companies and Firms in which they and their relatives are interested or concerned.

None of the Directors of your Company is disqualified under the provisions of section 152(5) & 164(2) of the act read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules 2014.

4.6 HUMAN RESOURCES:

Total number of employees of the Company as on 31.03.2024 were 81 (24 employees on deputation from Parent Bank and 57 employees of PNB Cards and Services Limited). The Company has maintained peaceful and harmonious relations with its employees. No employee is related to any Director of the Company.

4.7 GENERAL MEETING:

ANNUAL GENERAL MEETING

Detail of the last two AGMs of the Company are as under:

AGM	Financial Year	Date	Venue	Special Resolution Passed
1 st	2021-22	21.12.2022	Registered Office of the Company at Dwarka, New Delhi	No

2 nd	2022-23	18.09.2023	Registered Office of the Company at Dwarka, New Delhi	Yes, Amendment in the Articles of Association of the Company.
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4.8 CORPORATE GOVERNANCE:

The Company has inherited the values and corporate governance practices of the parent Bank, and the management has assigned high priority to Corporate Governance practices in the Company. The Company is committed to adopt the best practices in Corporate Governance and follow all the guidelines prescribed by Regulators in this regard. The Company has ensured adherence to various applicable regulations and stipulations by various regulatory authorities. The Company's workforce is committed towards the protection of the interest of all the stakeholders including shareholders, clients etc. It is the Company's endeavour to consistently improve its policies to maximize value of all the stakeholders.

4.9 DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

The provisions of Section 177 (9) of the Act read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company. However, the Company has a Policy on Whistle Blower Mechanism.

4.10 ACKNOWLEDGEMENT

The Board places on record its gratitude to Ministry of Corporate Affairs, RoC, Delhi, RBI, PNB, Statutory Auditors of the Company, C&AG and all the valued constituents and clients for their sustained support.

The Board also wishes to place on record its appreciation for the valuable contribution of all the staff members and look forward to their continued enthusiasm in meeting the future goals of the Company.

Date: 22.07.2024

On behalf of the Board of Directors

Place: New Delhi

sd/-

(Shri Kalyan Kumar)

Chairman

कार्यालय महानिदेशक लेखापरीक्षा,
उद्योग एवं कॉर्पोरेट कार्य
ए.जी.सी.आर. भवन, आई.पी. एस्टेट,
नई दिल्ली-110 002



OFFICE OF THE DIRECTOR GENERAL OF AUDIT,
INDUSTRY AND CORPORATE AFFAIRS
A.G.C.R. BUILDING I.P. ESTATE,
NEW DELHI-110 002

संख्या: एएमजी-II/वार्षिक

लेखे(2023-24)/पीएनबी कार्ड्स(2024-25)/64-65

दिनांक: 1 2 JUN 2024

सेवा में

प्रबन्ध निदेशक एवं मुख्य कार्यकारी अधिकारी,
पीएनबी कार्ड्स एवं सर्विसेस लिमिटेड
6th फ्लोर, 7-भीकाजी कामा प्लेस,
नई दिल्ली-110067.

विषय: कंपनी अधिनियम 2013 की धारा 143(6) (b) के अंतर्गत पीएनबी कार्ड्स एवं सर्विसेस लिमिटेड
के वर्ष 2023-24 के वार्षिक लेखों पर भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

कंपनी अधिनियम 2013 की धारा 143(6) (b) के अंतर्गत पीएनबी कार्ड्स एवं सर्विसेस लिमिटेड
के वर्ष 2023-24 के वार्षिक लेखों पर उपरोक्त विषय संबंधित संलग्न पत्र अग्रेषित है।

भवदीया,

एस.ए. पंडा

(एस. आहलादिनी पंडा)

महानिदेशक लेखा परीक्षा
(उद्योग एवं कारपोरेट कार्य)

नई दिल्ली


संलग्नक:- यथोपरि

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF PNB CARDS & SERVICES LIMITED FOR THE YEAR ENDED 31 MARCH 2024.

The preparation of financial statements of PNB Cards & Services Limited for the year ended 31 March 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the Management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 30 April 2024.

I, on behalf of the Comptroller and Auditor General of India have decided not to conduct the supplementary audit of the financial statements of PNB Cards & Services Limited for the year ended 31 March 2024 under Section 143(6)(a) of the Act.

**For and on behalf of the
Comptroller & Auditor General of India**


(S. Ahladini Panda)
Director General of Audit
(Industry & Corporate Affairs)
New Delhi

Place: New Delhi

Date: 11 2 JUN 2024

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis- **NIL**

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts/arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value if any

(e) Justification for entering such contracts or arrangements or transactions.

(f) Date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. Details of material contracts or arrangements or transactions at arm's length basis

S. No	Details	Remarks						
a)	Name(s) of the related party and nature of relationship	Punjab National Bank (Holding Company)	Punjab National Bank (Holding Company)	Punjab National Bank (Holding Company)	Punjab National Bank (Holding Company)	Punjab National Bank (Holding Company)	Punjab National Bank (Holding Company)	Punjab National Bank (Holding Company)
b)	Nature of contracts/arrangements/transactions	Rent	Customer acquisition (Business support service)	Interest Received	Sale of Fixed Asset	Fixed Deposit	Current Account including prepaid card & sweep deposit	Trade receivable
c)	Duration of the contracts/arrangements/transactions	ongoing	ongoing	ongoing	ongoing	ongoing	ongoing	ongoing
d)	Salient terms of the contracts or arrangements or transactions including the value if any	In ordinary course of business & at arm's length Rs 23,80,800/-	In ordinary course of business & at arm's length Rs 20,36,01,290/-	In ordinary course of business & at arm's length Rs 94,21,920/-	In ordinary course of business & at arm's length Rs 5,11,570/-	In ordinary course of business & at arm's length Rs 12,24,27,110/-	In ordinary course of business & at arm's length Rs 4,75,84,330/-	In ordinary course of business & at arm's length Rs 3,12,49,900

e)	Date(s) of approval by the Board if any	NA	NA	NA		NA	NA	
f)	Amount paid as advances if any	-	-	-		-	-	

Note: No approval of the Board/shareholders required in view of the transaction between holding Company and its wholly owned subsidiary, in ordinary course of business and at arm's length.

**For and on behalf of the Board of Directors
PNB Cards & Services Limited**

sd/-

**Taufique Alam
(MD & CEO)
DIN- 09509383
Place: New Delhi**

sd/-

**Kalyan Kumar
(Chairman)
DIN- 09631251
Place: New Delhi**

AGARWAL ANIL & CO.

CHARTERED ACCOUNTANTS

L-2, SOUTH EXTN. II, NEW DELHI-110049
Tele: 011-26259607, E-mail: aac.anil@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of PNB Cards & Services Limited

Report on the Financial Statements

Opinion

We have audited the financial statements of PNB Cards & Services Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, and statement of cash flows for the period from 01.04.2023 to 31.03.2024, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by 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 state of affairs of the Company as at March 31, 2024, its profit, and its cash flows for the period from 01.04.2023 to 31.03.2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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 of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 and using the 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 are also responsible for overseeing the company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

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 Standards on Auditing 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 Standards on Auditing, we exercise professional judgment and maintain professional scepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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.

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

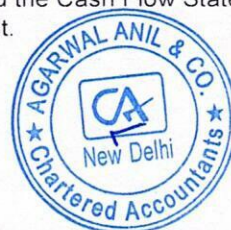
Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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.

- a) 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
- b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- c) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- e) 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".
- f) 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, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigation which would impact on its financial position as at March 31, 2024.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - The company, in respect of financial years commencing on or after the 1st April 2023 has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

The Report on directions and sub-directions indicating the areas to be examined by the Statutory Auditors during the course of audit of annual accounts of PNB CARDS & SERVICES LIMITED for the year 2023-24, issued by the office of the Comptroller and Auditor General of India under the provisions of Section 143(5) of the Companies Act, 2013 is attached as "Annexure C".



For Agarwal Anil & Co.,
Chartered Accountants
FRN: 003222N

Anil
Dr. Anil Agrawal
Partner

Membership No: 082103

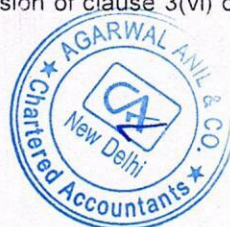
UDIN: 24082103BKBU DW 316 2

Place: New Delhi
Date: 30.04.2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF PNB CARDS & SERVICES LIMITED, ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statement of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
B. The Company does not have any intangible assets. Accordingly, the provisions of Clause 3(i)(a)(B) of the Order are not applicable.
- (b) The Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not hold any immovable property. Accordingly, the provisions of Clause 3(i)(c) of the Order are not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipment during the year. Accordingly, the provisions of Clause 3(i)(d) of the Order are not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships (LLPs) or any other parties. Accordingly, the provisions of clause 3(iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us and based on examination of the records of the company, the company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of company's products/services. Accordingly, the provision of clause 3(vi) of the order are not applicable.



- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and services tax, duty of customs, and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) There are no dues in respect of income-tax, Goods and services tax, duty of customs that have not been deposited with the appropriate authorities on account of any dispute.
- (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 (43 of 1961).
- (ix) (a) The company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable.
- (b) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (c) The Company has not taken any Long Term loans and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have prima facie not been used during the year for long term purposes by 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 loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.
- (b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3(x)(b) of the Order are not applicable.
- (xi) (a) No fraud by the Company or on the company has been noticed or reported during the period covered by our audit.
- (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 upto the date of this report.
- (c) The Company has not received any whistle-blower complaints during the year. Accordingly, the provision of clause 3(xi)(c) of the order is not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion and according to the information and explanation given to us, the company is in compliance with Sections 177 and 188 of Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standard.



- (xiv) (a) The company does not required to have an internal audit system commensurate with the size and nature of its business. However in our opinion, it should be introduced for better internal/financial controls.
- (xv) In our opinion, the company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) (a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) The company's statutory auditors have not resigned at any point of time during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of Current assets and payment of Current liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exist as on the date of our Audit Report and the company is 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. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;
- (b) There is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, 3(xx)(b) of the Order is not applicable.



For Agarwal Anil & Co.,
Chartered Accountants
FRN: 003222N

Anil

Dr. Anil Agrawal
Partner

Membership No: 082103

UDIN: 24082103BKBUPI03162

Place: New Delhi
Date: 30.04.2024



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PNB CARDS & SERVICES 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 Cards & Services Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the 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 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 judgement, 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, 2024, 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 Agarwal Anil & Co.,
Chartered Accountants
FRN: 003222N

Dr. Anil Agrawal
Partner

Membership No: 082103

UDIN: 24082103BKBUD103162

Place: New Delhi
Date: 30.04.2024



ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF PNB CARDS & SERVICES LIMITED, ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024.

The Report on directions and sub-directions issued by the office of the Comptroller and Auditor General of India under the provisions of Section 143(5) of the Companies Act, 2013 indicating the areas to be examined by the Statutory Auditors during the course of audit of annual accounts of **PNB CARDS & SERVICES LIMITED** for the year 2023-24:

S. No.	Description	Auditors Observation
I.	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	As such company do not have a system in place to process all the accounting transactions through IT system. As per the information and explanation given to us and based on the verification of books of accounts, the company is maintaining its books of accounts in Accounting Software (Tally Prime) and all the transactions are entered in the System.
II.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government company, then this direction is also applicable for statutory auditor of lender company).	As per the information and explanation given to us and based on the verification of books of accounts, the company has neither availed any loan nor there is any case of restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc.
III.	Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation. In addition, the auditor is required to comply with any additional Company / Sector specific directions issued under section 143(5) of the Companies Act, 2013 by the Field office entrusted with the supplementary audit of the Company.	As per the information and explanation given to us and based on the verification of books of accounts, the company has not received/receivable any grant/subsidy for any schemes from Central/State Government or its agencies
IV.	Whether security controls for digital payment products and services are in compliance with the directions of RBI for digital payment security control dated 18.02.2021.	Not Applicable, as the master directions issued by RBI are applicable to All Scheduled Commercial Banks excluding RRBs/ Small Finance Banks/Payments Banks/ Credit Card issuing NBFCs. PNBCSL is a non-financial entity and is not having any NBFC or Banking license.

For and on behalf of
Agarwal Anil & Co.
Chartered accountants
FRN: 003222N

UDIN: 24082103 BKBUDW362

Anil

Dr. Anil Agrawal
Partner
M.No. 082103



Place: New Delhi
Date: 30.04.2024

PNB Cards & Services Limited

Notes forming part of Financial Statements for the year ended March 31, 2024.

Note 1: General Information

A. Background

PNB Cards & Services Limited ("the Company") having CIN No. U74999DL2021PLC378579, has been incorporated on 16th March, 2021. The company is carrying on business of non-financial support services related to Credit Card business of Punjab National Bank. RBI vide its letter dated 13.01.2023 has conveyed approval for undertaking additional non-financial support services by the company which includes Sourcing, Marketing, Promoting, Publicising, Advertising, Soliciting, distributing deposits (Current and Saving Accounts etc.) and retail loan products (Housing Loan, Loan against property, Vehicle Loan, Education loan, Personal loan etc.) of Punjab National Bank.

B. Going Concern Assumption

The financial statement of the company is prepared on the assumption of going concern and will continue in operation for foreseeable future.

Note 2: Significant Accounting Policies

A. Basis of Preparation of Financial Statements:

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the generally accepted accounting principles in India (GAAP), applicable statutory provisions, circulars and guidelines issued by various Regulatory Authorities and comply with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 as amended upto date and the relevant provisions of the Companies Act, 2013 to the extent applicable. All amounts are stated in Indian Rupees.

B. Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses for the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

Future results could differ from these estimates.

Difference between the actual results and estimates is recognized in the period in which the results are known / materialized.

Any revision to the accounting estimates is recognized prospectively in the current and future periods unless otherwise stated.

C. Property, Plant & Equipment

- C.1 Property, Plant & Equipment are stated at historical cost less accumulated depreciation/amortization, wherever applicable.
- C.2 Software is capitalized and clubbed under Intangible assets.
- C.3 Cost includes cost of purchase and all expenditure such as site preparation, installation costs and professional fees incurred on the asset till the time of capitalization. Subsequent expenditure/s incurred on the assets are capitalized only when it increases the future benefits from such assets or their functioning capability.

D. Depreciation

- D.1 Depreciation on assets is provided on straight-line method based on useful life of the asset (after deducting residual value, if any) on pro rata basis.
- D.2 All the assets are depreciated as per the useful life specified in Schedule II to the Companies Act, 2013 according to their respective balance useful life.

E. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been change in the estimate of recoverable amount.



F. Revenue Recognition

- F.1 Revenue is recognized based on the nature of activity, when consideration can be reasonably measured and there exist a reasonable certainty of its recovery.
- F.2 Certain services are priced as per cost plus markup approach and the revenue is recognized considering the actual revenue expenses incurred during the invoice period.
- F.3 Interest income on Short Term Deposit/Fixed Deposits with the Bank is recognized on accrual basis.

G. Leases

Leases where the lessor effectively retains substantially all the risk and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit & Loss.

H. Taxes on Income

Tax expense comprise both current and deferred tax. The current tax and deferred tax are determined in accordance with the provisions of the Income Tax Act, 1961 and as per Accounting Standard 22 - Accounting for Taxes on Income respectively.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. The impact of changes in deferred tax assets and liabilities is recognized in the profit and loss account. Deferred tax assets are recognized and re-assessed at each reporting date, based upon management's judgment as to whether their realization is considered as reasonably/virtually certain.

I. Employee Benefits or Terminal Dues

Company has commenced its operations with staff on deputation from the parent company, subsequently the company has recruited its own staff. In case of PNB employees on deputation, terminal dues etc. are payable and provided for by the PNB in its own books of accounts.

I.1 Provident Fund

Contribution towards provident fund of employees is made to the EPFO, where the Company has no further obligations. 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.

I.2 Gratuity

Provision for Gratuity made on the basis of actuarial valuation which is done in accordance with Accounting Standard -15 on "Employer Benefits" and as per the provisions of payment of Gratuity Act, 1972.

I.3 Compensated Absences

Leave Encashment: All confirmed employees are eligible for Privilege Leave of one day for every 11 days of service on duty provided that at the commencement of service no privilege leave may be availed of before completion of 11 months of service on duty. Maximum accumulation will be upto 180 days which can be encashed only at the time of separation.

Sick Leave: Accumulating compensated absences such as Sick Leave are provided for based on Actuarial Valuation.



- J. Provision, Contingent Liability and Contingent Assets
- J.1 In conformity with AS 29, "Provisions, Contingent Liabilities and Contingent Assets", issued by the Institute of Chartered Accountants of India, the Bank recognizes provisions only when it has a present obligation as a result of a past event, and would result in a probable outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made.
- J.2 Contingent Assets are not recognized in the financial statements.
- K. Earnings per Share
- K.1 Basic Earnings per Share: In determining basic earnings per share, the company considers the net profit after tax and includes the post-tax effect of any extra ordinary items. The number of shares used in computing basic earnings per share is weighted average number of shares outstanding during the year adjusted for any increase/decrease in the number of shares without corresponding change in resources.
- K.2 Diluted Earnings per Share: For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
- L. Prior Period Items
- Income and Expense relating to prior period are disclosed separately in the Financial Statements subject to materiality.



PNB CARDS & SERVICES LIMITED

CIN: U74999DL2021PLC378579

Reg. Office: Plot No.4, Dwarka Sector-10, New Delhi-110075
Corp. Office: 6th Floor, 7 Bhikaji Cama Place, New Delhi-110067

Balance Sheet as at 31st Mar, 2024

Amount in ('000)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
I EQUITY & LIABILITIES			
1) Shareholder's Fund			
a) Share Capital	3	1,50,000.00	1,50,000.00
b) Reserve & Surplus	4	35,987.14	13,415.75
		1,85,987.14	1,63,415.75
2) Non Current Liabilities			
a) Long Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		-	-
c) Other Long Term Liabilities		-	-
d) Long Term Provisions	5	301.35	22.82
		301.35	22.82
3) Current Liabilities			
a) Short Term Borrowings	6	-	-
b) Trade Payables	7	-	-
A) total outstanding dues of micro enterprises and small enterprise; and		-	-
B) total outstanding dues of creditors other than micro enterprises and small enterprise.		1,796.30	-
b) Other Current Liabilities	8	7,099.01	1,946.07
c) Short Term Provision	9	24,640.12	2,323.66
		33,535.43	4,269.73
Total		2,19,823.92	1,67,708.30
II ASSETS			
1) Non Current Assets			
a) Property Plant and equipment and Intangible Assets			
i) Property, Plant and Equipment	10	3,725.34	2,681.13
ii) Intangible Assets		61.03	13.85
b) Deferred Tax Asset (Net)	11	240.91	331.63
c) Long Term Loans & Advances	12	-	-
d) Other Non-Current Assets	13	1,261.00	219.00
		5,288.28	3,245.61
2) Current Assets			
a) Trade Recievables	14	44,112.82	-
b) Cash & Cash Equivalents	15	1,70,011.45	1,63,827.40
c) Short Term Loans & Advances	16	411.37	635.29
d) Other Current Assets		-	-
		2,14,535.64	1,64,462.69
Total		2,19,823.92	1,67,708.30

See Accompanying notes to the Financial Statements

Sachin Ludhiyani
Sachin Ludhiyani
Chief Financial Officer

Neha
Neha Aggarwal
Company Secretary

Taufique Alam
Taufique Alam
Managing Director & CEO

Kalyan Kumar
Kalyan Kumar
Non Executive Chairman



As per our report of even date.
For Agarwal Anil & Co.,
Chartered Accountants
FRN: 003222N



Anil
Dr. Anil Agrawal
Partner
Membership No: 082103
Place: New Delhi

Date: 30.04.2024
UDIN: 24082103BKBU03162

PNB CARDS & SERVICES LIMITED

CIN: U74999DL2021PLC378579

Reg. Office: Plot No 4, Dwarka Sector-10, New Delhi-110075
Corp. Office: 6th Floor, 7 Bhikaji Cama Place, New Delhi-110067

Profit & Loss Statement for the year ended 31st Mar, 2024

Particulars	Note No.	Figures for the Current Reporting Period (In '000)	Figures for the Previous Reporting Period (In '000)
		From 01/04/2023 to 31/03/2024	From 01/04/2022 to 31/03/2023
I. Revenue from Operations	17	2,13,808.99	47,121.52
II. Other Income	18	9,421.92	7,784.74
III. Total Income		2,23,230.91	54,906.26
IV. Expenses			
Employee Benefit Expenses	19	67,609.42	34,273.31
Finance Cost	20	-	-
Depreciation & Ammortization Expenses	21	978.99	519.71
Remuneration & Incentive to Outsourced Staff	22	99,337.18	1,498.89
Other Expenses	23	26,555.47	9,057.13
Total Expenses		1,94,481.06	45,349.04
V. Profit Before Extraordinary & Exceptional items		28,749.85	9,557.22
VI. Exceptional Items (net off Tax)	24	1,916.54	5,152.23
VII. Profit Before Extraordinary items and tax		30,666.39	14,709.45
VIII. Extraordinary items		-	-
IX. Profit Before Tax		30,666.39	14,709.45
X. Tax Expense:	25		
i) Current Tax		7,896.58	2,391.18
ii) Tax adjustment of earlier years		107.79	68.88
iii) Deferred Tax Liability/(Asset)		90.72	163.08
XI. Profit/(Loss) for the period from continuing operations		22,571.30	12,086.31
XII. Profit/(Loss) for the period from discontinuing operations		-	-
XIII. Tax expense of Discontinuing operation		-	-
XIV. Profit/(Loss) for the period from discontinuing operations (after Tax)		-	-
XV. Profit/(Loss) for the period		22,571.30	12,086.31
XVI. Earning per Equity Share:	26		
1) Basic		1.50	0.81
2) Diluted		1.50	0.81
Face value per equity Share (in Rs.)		10.00	10.00

* Profit before Tax is after Exceptional Item and tax thereon. Tax Expenses are excluding the Current Tax on Exceptional Items

See Accompanying notes to the Financial Statements

Sachin Ludhiyani

Sachin Ludhiyani
Chief Financial Officer

Taufique Alam

Taufique Alam
Managing Director & CEO

Neha

Neha Aggarwal
Company Secretary

Kalyan Kumar

Kalyan Kumar
Non Executive Chairman



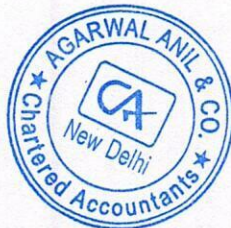
As per our report of even date.

For Agarwal Anil & Co.,
Chartered Accountants
FRN: 003222N

Anil

Dr. Anil Agrawal
Partner
Membership No: 082103

Place: New Delhi
Date: 30.04.2024
UDIN: 24082103 BKBODW3162



PNB CARDS & SERVICES LIMITED

CIN: U74999DL2021PLC378579

Reg. Office: Plot No.4, Dwarka Sector-10, New Delhi-110075

Corp. Office: 6th Floor, 7 Bhikaji Cama Place, New Delhi-110067

Statement of Cash Flows for the year ended 31st March, 2024

Particulars	Year Ended	
	March 31, 2024	Mar 31, 2023
A. Cash Flow from Operating Activities		
Net Profit/(Loss) after Tax	22,571	12,086
Provision for Tax	8,743	4,609
(I) Net Profit/(Loss) before Tax	31,314	16,695
(II) Adjustments for:		
Interest on Fixed Deposits & Sweep Deposit	-9,422	-7,785
Depreciation	979	520
Provision for expenses	23,078	2,324
Provision for employee benefit	15	23
Exceptional Item (Depreciation Adjustment)	-	-317
Sub Total	14,651	-5,236
Operating Profit/(Loss) before Working Capital Changes (I+II)	45,965	11,459
(III) Adjustment for net change in Working Capital		
Decrease/(Increase) in Current Asset	-43,889	1,354
Increase/(Decrease) in Current Liability	4,626	-3,194
Decrease/(Increase) in Non Current Assets	-951	-
Increase/(Decrease) in Non Current Liability	279	-
	-39,936	-1,840
Cash generated from Operations (I+II+III)	6,029	9,619
Direct Taxes paid (including Interest)	-7,196	-4,926
A Net Cash Flow/ (used in) operating activities (A)	-1,168	4,693
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	-2,582	-1,619
Sale of Fixed Assets	512	-
Interest Received on FDR	9,422	7,785
Net cash flow/(used in) investing activities (B)	7,352	6,165
C. Cash Flow from Financing Activities		
Issue of Equity Shares	-	-
Net cash flow/(used in) financing activities (C)	-	-
Net change in Cash and Cash equivalents (A+B+C)	6,184	10,859
Cash and Cash equivalents as at beginning of the year	1,63,827	1,52,968
Cash and Cash equivalents as at end of the year	1,70,011	1,63,827

Note:

1 Components of Cash and Cash equivalents:

Cash on Hand	-	-
Balances with Banks in		
In Current Accounts	47,577	524
In Suvidha Card (Imprest Account)	7	-
In Sweep Deposit Account	-	16,055
Other Bank Balances		
Balance with Banks		
In Fixed deposit account with maturity less than 12 month (including interest accrued)	1,22,427	1,47,248
in Fixed deposit account with maturity more than 12 month	-	-
	1,70,011	1,63,827

2 The above cash flow statement has been prepared under the "Indirect Method" as set out in the "Accounting Standard -3" on cash flow statement notified under the Companies (Accounting Standard) Rules, 2006

Sachin Ludhiyani

Sachin Ludhiyani
Chief Financial Officer

Taufique Alam

Taufique Alam
Managing Director & CEO

As per our report of even date

For Agarwal Anil & Co.,
Chartered Accountants
FRN: 003222N

Anil Agrawal

Dr. Anil Agrawal
Partner

Membership No: 082103

Place: New Delhi

Date: 30-04-2024

UDIN: 24082103BKBU063162



Neha

Neha Aggarwal
Company Secretary

Kalyan Kumar

Kalyan Kumar
Non Executive Chairman



PNB CARDS & SERVICES LIMITED

CIN: U74999DL2021PLC378579

Reg. Office: Plot No.4, Dwarka Sector-10, New Delhi-110075

Corp. Office: Corp. Office: 6th Floor, 7 Bhikaji Cama Place, New Delhi-110067

Notes forming Part of Financial Statements for the period ended Mar 31, 2024

Particulars	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 3: Share Capital		
<u>Authorized Capital</u>		
2,50,00,000 Equity shares of Rs.10/- each	2,50,000.00	2,50,000.00
<u>Issued, subscribed and Paid up</u>		
1,50,00,000 Equity shares of Rs.10/- each fully paid up	1,50,000.00	1,50,000.00
	1,50,000.00	1,50,000.00

Shares held by Holding/Ultimate Holding Company and/or their Subsidiaries/Associates

Name of Shareholder	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
1) Punjab National Bank, the holding Company and its nominees		
- No. of Shares	1,50,00,000	1,50,00,000
- % of total shareholdings	100%	100%

Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
1) Punjab National Bank, the holding Company and its nominees		
- No. of Shares	1,50,00,000	1,50,00,000
- % of total shareholdings	100%	100%

Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
At the beginning of the year	1,50,00,000	1,50,00,000
Add: Issued during the year	-	-
Outstanding at the end of the year	1,50,00,000	1,50,00,000

Terms/Rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares with a face value of Rs. 10/- each. Each holder of equity share is entitled to one vote per share.

Disclosure of Shareholding of promoters

Current Reporting Period as at 31.03.2024				
Shares held by promoters at the end of the year				% change during the year
S.No	Promoter Name	No. of Shares	% of total Shares	
1	Punjab National Bank	1,50,00,000	100%	N.A.

Previous Reporting Period as at 31.03.2023				
Shares held by promoters at the end of the year				% change during the year
S.No	Promoter Name	No. of Shares	% of total Shares	
1	Punjab National Bank	1,50,00,000	100%	N.A.



Particulars	As at	As at
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 4: Reserve & Surplus		
Surplus in statement of Profit & Loss		
Opening Balance	13,415.75	1,329.44
Add: Rounding Adjustment	0.09	-
Add: Profit for the period	22,571.30	12,086.31
	35,987.14	13,415.75
Less:		
Appropriations	-	-
- Dividend declared of previous year	-	-
- Tax on Dividend	-	-
Closing Balance	35,987.14	13,415.75

Particulars	As at	As at
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 5: Long Term Provisions		
Provisions for Employee Benefits		
Gratuity		
Opening Balance	22.82	22.82
Less: Paid during the year	-	-
	22.82	-
Add: Provision made during the year	113.95	-
Closing Balance	136.77	-
Sick Leave		
Opening Balance	-	-
Less: Paid during the year	-	-
	-	-
Add: Provision made during the year	16.93	-
Closing Balance	16.93	-
Earned Leave		
Opening Balance	-	-
Less: Paid during the year	-	-
	-	-
Add: Provision made during the year	147.64	-
Closing Balance	147.64	-
	301.35	22.82

Particulars	As at	As at
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 6: Short Term Borrowings		
	-	-
	-	-



Note 7: Trade Payables

(Amount in '000)

Current Reporting Period as at 31.03.2024					
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
i. MSME	-	-	-	-	-
ii. Others	1,796.30	-	-	-	1,796.30
iii. Disputed Dues	-	-	-	-	-
MSME	-	-	-	-	-
Others	-	-	-	-	-
					1,796.30

(Amount in '000)

Previous Reporting Period as at 31.03.2023					
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
i. MSME	-	-	-	-	-
ii. Others	-	-	-	-	-
iii. Disputed Dues	-	-	-	-	-
MSME	-	-	-	-	-
Others	-	-	-	-	-
					-

Particulars	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 8: Other Current Liabilities		
Employees Dues Payable	394.54	-
PF Dues Payable	244.01	-
GST Payable	1,607.14	1,825.41
TDS Payable	4,853.32	68.50
Retention Money	-	52.16
Others	-	-
	7,099.01	1,946.07

Particulars	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 9: Short Term Provisions		
A) Provision for Employee Benefit		
Gratuity		
Opening Balance	-	-
Less: Paid during the year	-	-
Add: Provision made during the year	0.28	-
Closing Balance	0.28	-
Sick Leave		
Opening Balance	-	-
Less: Paid during the year	-	-
Add: Provision made during the year	1.33	-
Closing Balance	1.33	-
Earned Leave		
Opening Balance	-	-
Less: Paid during the year	-	-
Add: Provision made during the year	13.83	-
Closing Balance	13.83	-
Wage Revision	-	1,166.32
B) Provision for Other Expenses	23,078.08	1,157.34
C) Income Tax Payable	1,546.60	-
	24,640.12	2,323.66



PNB CARDS & SERVICES LIMITED

CIN: U74999DL2021PLC378579

Reg. Office: Plot No.4, Dwarka Sector-10, New Delhi-110075

Corp. Office: 6th Floor, 7 Bhikaji Cama Place, New Delhi-110067

PROPERTY, PLANT AND EQUIPMENT AS ON 31.03.2024

Note No. 10 - PLANT PROPERTY AND EQUIPMENT

S.No.	Particular	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As on 01.04.2023	Additions During the period	Deduction during the period	Total as on 31.03.2024	Upto 31.03.2023	Depreciation charge for the period	Adjustments for prior period	Total As on 31.03.2024	As on 31.03.2023	As on 31.03.2024
a)	Computers, Laptop & Printers	1,566.00	1,520.04	-	3,086.04	536.10	742.33		1,278.43	1,807.61	1,029.90
b)	Office Equipments	38.60	139.97		178.57	6.69	23.28		29.97	148.60	31.91
c)	Leasehold Improvements*	552.56	-	-511.58	40.99	40.99	-		40.99	0.00	511.58
d)	Furnitures & Fixtures	72.56	37.94		110.50	0.09	7.20		7.29	103.21	72.47
e)	Vehicles	1,119.79	829.28		1,949.07	84.52	198.63		283.15	1,665.92	1,035.27
	Total	3,349.51	2,527.23	-511.58	5,365.17	668.39	971.44	-	1,639.83	3,725.34	2,681.13
	Previous Year (31.03.2023)	1,730.21	1,619.30	-	3,349.51	467.71	516.07	-315.40	668.38		

(Amt in '000)

S.No.	Particular	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As on 01.04.2023	Additions During the period	Deduction during the period	Total as on 31.03.2024	Upto 31.03.2023	Depreciation charge for the period	Adjustments for prior period	Total As on 31.03.2024	As on 31.03.2023	As on 31.03.2024
a)	Softwares	18.00	54.72	-	72.72	4.14	7.55		11.69	61.03	13.85
	Total	18.00	54.72	-	72.72	4.14	7.55	-	11.69	61.03	13.85
	Previous Year (31.03.2023)	18.00	-	-	18.00	2.53	3.64	-2.02	4.15	13.85	

(Amt in '000)

*Note: Leasehold improvements has been ceased to use w.e.f 01.01.2023. Depreciation till 31.12.2022 has been charged on the same.



Particulars	As at 31.03.2024 (Amount in '000)	As at 31.03.2023 (Amount in '000)
Note 11: Deferred Tax Asset (Net)		
Deferred Tax Asset/(Liability)		
- Pre Incorporation Expense	271.26	406.89
- Employee Benefit Expenses	88.13	6.35
- Depreciation	-118.48	-81.61
	240.91	331.63

Particulars	As at 31.03.2024 (Amount in '000)	As at 31.03.2023 (Amount in '000)
Note 12: Long Term Loans & Advances		
	-	-
	-	-

Particulars	As at 31.03.2024 (Amount in '000)	As at 31.03.2023 (Amount in '000)
Note 13: Other Non Current Assets		
i) Capital Work In Progress	659.00	-
ii) Security Deposit for Rental Accomodation of Employees Unsecured, considered good	602.00	219.00
	1,261.00	219.00

Note 14: Trade Receivables (Amount in '000)

Current Reporting Period as at 31.03.2024						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
i. Undisputed Trade Receivables-considered Good	31,249.90	-	-	-	-	31,249.90
ii. Undisputed Trade Receivables-considered Doubtful	-	-	-	-	-	-
iii. Disputed Trade Receivables-considered Good	-	-	-	-	-	-
iv. Disputed Trade Receivables-considered Doubtful	-	-	-	-	-	-
v. Unbilled Recievables	12,862.92					12,862.92
						44,112.82

(Amount in '000)

Previous Reporting Period as at 31.03.2023						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
i. Undisputed Trade Receivables-considered Good	-	-	-	-	-	-
ii. Undisputed Trade Receivables-considered Doubtful	-	-	-	-	-	-
iii. Disputed Trade Receivables-considered Good	-	-	-	-	-	-
iv. Disputed Trade Receivables-considered Doubtful	-	-	-	-	-	-
v. Unbilled Recievables						



Particulars	As at	As at
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 15: Cash & Bank Balances		
a) Cash & Cash equivalents		
Balance with Banks		
In Current Accounts	47,577.28	16,579.04
In Suvidha Card (Imprest Account)	7.06	-
b) Other Bank Balances		
Balance with Banks		
In Fixed deposit account with maturity less than 12 month (including interest accrued)	1,22,427.11	1,47,248.36
In Fixed deposit account with maturity more than 12 month	-	-
	1,70,011.45	1,63,827.40

Particulars	As at	As at
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 16: Short Term Loans & Advances		
A Unsecured considered good		
Balances with Statutory / Government Authorities:		
Input Tax Credit of GST	-	-
Income Tax Refund	-	479.85
Imprest Advance	0.62	-
Prepaid Expenses	415.24	157.94
Advance to Employees	-4.49	-2.50
	411.37	635.29

Particulars	For the Year ended	For the Year ended
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 17: Revenue from Operations		
Customer Acquisition- Business Support Service	2,13,808.99	47,121.52
	2,13,808.99	47,121.52

Particulars	For the Year ended	For the Year ended
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 18: Other Income		
Interest on Fixed Deposit	9,421.92	7,780.02
Interest on IT Refund	-	4.72
	9,421.92	7,784.74

Particulars	For the Year ended	For the Year ended
	31.03.2024	31.03.2023
	(Amount in '000)	(Amount in '000)
Note 19: Employee Benefit Expenses		
Salary Allowances and other Benefits	57,788.91	29,095.49
Contribution to Statutory and other funds	4,368.42	1,968.27
Lease Rent for Residential Accomodation	5,452.09	3,209.55
	67,609.42	34,273.31



Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 20: Finance Cost	-	-
	-	-

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 21: Depreciation & Ammortization		
Depreciation on Tangible Assets	971.44	516.07
Ammortisation on Intangible Assets	7.55	3.64
	978.99	519.71

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 22: Remuneration & Incentive to Outsourced resources		
Remuneration to outsourced resources	66,156.63	1,498.89
Variable Incentive to outsourced resources	33,180.55	-
	99,337.18	1,498.89

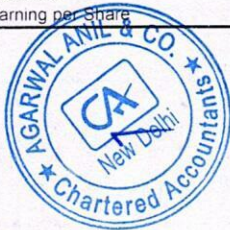
Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 23: Other Expenses		
Auditors Remuneration	275.00	225.00
Bank Charges	0.38	0.62
Conveyance, Tour & Travel	4,678.77	2,705.89
DSA Payout	2,027.51	-
Electricity Expenses	47.64	211.04
Legal & Professional Expense	617.23	501.26
Selling, Distribution & Marketing	920.75	462.29
Miscellaneous Expense	383.42	393.22
Office & Administration	1,248.66	433.44
Postage, Telephone & Internet	482.24	238.32
Printing & Stationary	377.75	85.93
Recruitment & Training	68.81	114.92
Rent	2,994.30	2,017.74
Repair & Maintenance	370.37	436.23
Sitting Fee (Director)	100.00	340.00
Telecalling charges	10,553.23	-
Information Technology Services	1,409.41	891.19
	26,555.47	9,057.09

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 24: Extraordinary and Exceptional items		
Customer Acquisition- Business Support Service (Income for FY 2021-22)	2,655.22	6,820.61
Depreciation Adjustment (Expense Adjustment for FY 2021-22)	-	317.42
Tax on above items	-738.68	-1,985.80
	1,916.54	5,152.23



Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 25: Tax Expenses		
Provision for Income Tax for Current Year	7,896.58	1,780.06
Previous Year Tax Expenses	107.79	-
	8,004.37	1,780.06

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
	(Amount in '000)	(Amount in '000)
Note 26: Earnings per Share (EPS)		
Net Profit/(Loss) as per Profit & Loss statement	22,571.30	12,086.31
Number of equity shares at the beginning of the year	1,50,00,000	1,50,00,000
Number of equity shares issued during the period	-	-
Total number of equity shares outstanding at the end of the period	1,50,00,000	1,50,00,000
Weighted average number of equity shares outstanding during the period	1,50,00,000	1,50,00,000
Nominal Value of Shares	10.00	10.00
Basic & Diluted Earning per share	1.50	0.81



Note 27: Financial Ratios

(Amount in '000)

	Particulars	Numerator	Denominator	Ratio for 2023-24	Ratio for 2022-23	% Variance	Reason for Variance
a)	Current Ratio (Current Asset/Current Liability)	2,14,535.64	33,535.43	6.40	38.40	-83%	Current Ratio has been decreased due to increase in current liability on account of increase in statutory liability, trade payables & provisions for outstanding expenses.
b)	Debt – Equity Ratio = Total Debt/ Shareholder's Equity	Not Applicable					
c)	Debt Service Coverage Ratio = Earnings available for debt service / Debt Service	Not Applicable					
d)	Return on Equity = Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity	22,571.30	174701.4449	0.13	0.01	1192%	Return on Equity has been increased due to rose in Net Profit of the Company as the business operations are scaled up during the current year.
e)	Inventory Turnover ratio = Cost of goods sold OR sales/ Average Inventory	Not Applicable					
f)	Trade receivables turnover ratio = Net Credit Sales / Average Accounts Receivable	31249.90	22,056.41	1.42	NA	NA	NA
g)	Trade payables turnover ratio = Net Credit Purchases / Average Trade Payables	Not Applicable					
h)	Net capital turnover ratio = Net Sales/ Average Working Capital	2,13,808.99	170596.5834	1.25	0.30	312%	The net capital turnover ratio increased due to upscale of business operations.
i)	Net Profit Ratio = Net Profit / Net Sales	22,571.30	2,13,808.99	0.11	0.26	-59%	The Net Profit Ratio of the Company has been decreased due to increase in revenue expenditure.
j)	Return on capital employed = Earning before interest and taxes / Capital Employed	30,666.39	1,85,987.14	0.16	0.09	83%	Return on equity has been increased due to rose in sales as the business operations are scaled up during the current year.
k)	Return on investment	Not Applicable					



Note 28: Breakup of remuneration paid to the Statutory Auditors of the Company:

Particulars	2023-24	2022-23
	(Amount in '000)	(Amount in '000)
Statutory Audit under Companies Act	125.00	125.00
Tax Audit under Income Tax Act	50.00	40.00
Quarterly Limited Review of Financial Statement	75.00	60.00
Arrear for Previous year (FY 2022-23)	25.00	0.00
Total	275.00	225.00

Note 29: Corporate Social Responsibility

Company is not required to spend on CSR activity during the FY 2023-24 (FY 2022-23-Rs. Nil) since average net profit of last 3 financial years is less than Rs. 5.00 Crore and company is not falling in any of the criteria set out in sub section (1) of Section 135 of Companies Act, 2013.

Note 30: Dividend

The Company has recommended Nil dividend during the FY 2023-24 (FY 2022-23- Rs. Nil).

Note 31: Leases

The Company has taken Office Premises on operating lease from the Parent Bank. The terms are renewable on such terms and conditions as may be mutually agreed upon between the parties.

	Particulars	2023-24	2022-23
		(Amount in '000)	(Amount in '000)
(a)	Lease payments for the year	2,994.30	2017.74
	Total of future minimum lease payments under noncancellable operating leases for each of the following periods::		
(b)	Not later than one year	2,618.50	1520.00
(c)	Later than one year but not later than five year	Nil	Nil
(d)	Later than five year	Nil	Nil

Note 32: Employee Benefit Obligations

As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standards are given below:

A. Defined Contribution Plans- Contribution to defined contribution plans recognized as "Employee Benefit Expenses" for the year are as under:

	Particulars	2023-24	2022-23
		(Amount in '000)	(Amount in '000)
(a)	Contribution to Provident Fund	461.43	46.50

B. Defined Benefit Plans (Gratuity)-

Disclosures as per Accounting Standard on Employee Benefit (AS-15) are as follows:



a. Net Employee Benefit Expenses recognized in the Employee Cost

(Amount in '000)

	Particulars	Gratuity		Sick Leave		Leave Encashment	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	Past Service Cost	-	-	6.02	-	49.27	-
2	Current Service Cost	120.20	22.82	12.24	-	112.20	-
3	Interest Cost on Benefit Obligation	-	-	-	-	-	-
4	Expected Return on Plan Asset	-	-	-	-	-	-
5	Actuarial Gain/(Loss)	5.97	-	-	-	-	-
6	Net Benefit Expenses	114.23	22.82	18.26	-	161.47	-

b. Net Liability as shown in Balance Sheet Date

	Particulars	Gratuity		Sick Leave		Leave Encashment	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1.	Present Value of Defined Benefit Obligation	137.04	22.82	18.26	-	161.47	-
2.	Fair Value of Plan Assets	-	-	-	-	-	-
3.	Net Liability/(Asset) recognized in the Balance Sheet	137.04	22.82	18.26	-	161.47	-

c. Net Liability as shown in the Balance Sheet date under "Short Term/ Long Term Provisions".

	Particulars	Gratuity		Sick Leave		Leave Encashment	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	Opening present value of Defined Benefit Plan	-	-	-	-	-	-
	-Current	-	-	-	-	-	-
	-Non Current	22.82	-	-	-	-	-
2	Interest Cost	-	-	-	-	-	-
3	Past Service Cost	-	-	6.02	-	49.27	-
4	Current Service Cost	120.20	-	12.24	-	112.20	-
5	Actuarial (Gains)/Losses on obligation	5.97	22.82	-	-	-	-
6	Benefit paid	-	-	-	-	-	-
7	Closing Defined Benefit Plan	-	-	-	-	-	-
	-Current	0.27	22.82	1.33	-	13.83	-
	-Non Current	136.76	-	16.93	-	147.64	-

d. Changes in Fair Value and Plan Assets

	Particulars	Gratuity		Sick Leave		Leave Encashment	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1.	Opening fair value of Planned Asset	-	-	-	-	-	-
2.	Expected Return	-	-	-	-	-	-
3.	Contribution made by employer	-	-	-	-	-	-
4.	Actuarial (Gains)/Losses on obligation	-	-	-	-	-	-
5.	Benefit paid	-	-	-	-	-	-
6.	Closing fair value of Planned Asset	-	-	-	-	-	-



e. Actuarial Assumptions

	Particulars	Gratuity		Sick Leave		Leave Encashment	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1.	Interest and Discount Rate	7.25%	8.00%	7.25%	N.A.	7.25%	N.A.
2.	Estimated Rate of Return on planned asset	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3.	Attrition Rate	N.A.	N.A.	N.A.	-	N.A.	-
4.	Retirement Age	60	60	60	-	60	-
5.	Salary Cost increase rate	7%	5%	7%	-	7%	-

Note 33: Related Party Disclosure

Disclosure as required by Para 20 of Accounting Standard 18 "Related Parties" of the Companies (Accounting Standard) Rules, 2006.

a. Related Parties and description of relationship with whom the Company had transactions

Name of Related Party	Relationship
Punjab National Bank	Entity/Personnel who can exercise significant influence (Holding Company)
Shri Taufique Alam	Key Management Personnel (MD & CEO) (w.e.f. 03.05.2023)
Shri Aditya Nath Das	Key Management Personnel (MD & CEO) (upto 02.05.2023)
Shri Vijay Jasuja	Key Management Personnel (Non-Executive Director) (up to 25.05.2023)
Shri Sachin Ludhiyani	Key Management Personnel (CFO)
Smt. Saraswati Devi	Relative of Key Management Personnel (MD & CEO) (up to 03.05.2023)
Smt. Neha Aggarwal	Key Management Personnel (Manager -Company Secretary & Legal) (w.e.f. 18.09.2023)
Ekta Pasricha	Key Management Personnel (Company Secretary) (upto 18.09.2023)

b. Transactions with related parties:

Nature of Transaction	2023-24	2022-23
	(Amount in '000)	(Amount in '000)
- Remuneration to MD & CEO (Shri Aditya Nath Das)	456.29	2757.35
- Remuneration to MD & CEO (Shri Taufique Alam)	2,928.58	-
- Remuneration to Chief Financial Officer (Shri Sachin Ludhiyani)	2,300.35	1419.66
- Parental Lease payment to relative of KMP (Smt. Saraswati Devi)	50.00	300.00
- Remuneration to Company Secretary (Smt. Neha Aggarwal)	468.38	-
- Sitting Fees to Director (Shri Vijay Jasuja)	100.00	340.00
Punjab National Bank, Parent Bank/Holding Company		
(a) Expenditure		
- Reimbursement of expenses paid	Nil	Nil
- Bank Charges	0.38	0.62
- Office Rent	2,380.80	2,017.74



(b) Income		
- Customer Acquisition- Business Support Service (Excluding GST)	2,03,601.29	53,942.13
- Interest Received	9,421.92	7780.02
- Sale of Fixed Asset	511.57	Nil

c. Balances with related parties

Particulars	Recoverable / (Payable) as at	
	31.03.2024 (Amount in '000)	31.03.2023 (Amount in '000)
Punjab National Bank, Parent Bank/Holding Company		
(a) Receivable		
- Fixed Deposits	1,22,427.11	1,47,248.36
- Current Accounts including Prepaid Card & Sweep Deposit	47,584.33	16,579.03
- Trade Receivable	31,249.90	Nil
(b) Payables		
Rent Payable	-	Nil

- d. MD & CEO and CFO of the company- the Key Management Personnel are on deputation from Parent Bank and remuneration of the Key Management Personnel on deputation from PNB is in accordance with the service rules of the parent Bank which has been charged as expenditure in the books of the Company.

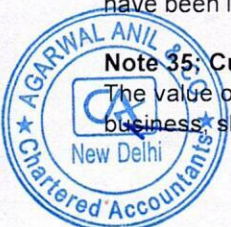
Note 34: Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):

S.No.	Particulars	As at 31.03.2024 (Amount in '000)	As at 31.03.2023 (Amount in '000)
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year.	Nil	Nil
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year.	Nil	Nil
(iii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	Nil	Nil
(iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
(vi)	the amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 35: Current Assets

The value of current assets, loans and advances other than those stated otherwise, if realised in the ordinary course of business, shall at least be equal to the amount at which those are stated in the Balance Sheet.



Note 36: Current Liabilities

All known liabilities have been accounted for in the books of Accounts. In the opinion of management, provision for income tax and other expenses/liabilities made in the books of accounts is adequate and is not excessive.

Note 37: Segment Reporting

The company is engaged in Support Services related to products of PNB and has only domestic operations. Accordingly, the company has only one reportable business and geographical segment. Hence the financial statement are reflective of the information required by Accounting Standard 17 as prescribed in Company (Accounting Standard) Rules, 2006.

Note 38: Contingent Liabilities & Capital Commitments

Particulars	As at 31.03.2024	As at 31.03.2023
	(Amount in '000)	(Amount in '000)
Contingent Liabilities	Nil	Nil
Capital Commitments	561.00	Nil
Total	Nil	Nil

Note 39: Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto Currency or Virtual Currency during the FY 2023-24 (FY-2022-23- Rs. Nil).

Note 40: Additional Regulatory Information

- The company has not borrowed or lend any amount during the FY 2023-24 (FY 2022-23- Rs. Nil)
- During the FY 2023-24, No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
- No proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has neither borrowed any money from any bank or financial institutions nor it has been declared as wilful defaulter by any bank or financial institution.
- Registration or satisfaction of charges is not pending to be registered with Registrar of Companies beyond the statutory period.
- The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The company, in respect of financial years commencing on or after the 1st April 2023 has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

Note 41: During the FY 2023-24, the company has paid Rs. 73.54 lakh on account of wage revision of PNB deputed employees(due from November 1, 2022) against which provision of Rs. 11.66 lakh was held as of 31.03.2023.

Note 42: During the reporting period, Company has raised an invoice amounting to Rs. 26.55 lakh (excluding GST) pertaining to the services provided during the FY 2022-23 to Punjab National Bank (CC & MAB Division). As such, an amount of Rs. 26.55 lakh after netting off taxes has been booked in the current period and reported under Exceptional Item.

Note 43: During the reporting period, the company has provided Rs. 2.41 lakh (FY 2022-23- Rs. 0.65 lakh) on account of Payment of Royalty to PNB for using its brand name and logo. Cumulative provision till 31.03.2024 is Rs. 3.06 lakh (FY 2022-23- Rs. 0.65 lakh).

Note 44: The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

