



PNY SABHA FINANCE LTD

(CIN : U65910KL1995PLC009493)

Regd Office : 7/276/A, Peringottukara Namboothiri Yogakshema Sabha Building,
Anthikad, Thrissur-680 641

PH:0487-2630208 Toll Free No.1800425020

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NOTICE

NOTICE is hereby given that the **30th Annual General Meeting** of the company will be held on **Tuesday, 30th September 2025 at 11.00 A.M. IST** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') for which purpose the Registered office of the company situated at **7/276/A, Peringottukara Namboothiri Yogakshema Sabha Building, Anthikad, Thrissur-680 641** shall be deemed as the venue for the 30th Annual General Meeting, to transact the following businesses: Annual report together with details has been uploaded in the companies website www.pnysabha.com for the benefits of share holders

Ordinary Business: -

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March 2025, together with the Directors and Auditors Reports thereon.
2. To appoint Director in the place of Sri. **P.K. Narayanan Namboothiri (DIN: 07642603)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in the place of Sri. **P.N. SANDEEP (DIN: 03589892)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To note that Director **Sri M.K NARAYANAN (DIN: 02105409)**, who retires by rotation and being eligible, does not offer himself for re-appointment.
5. TO appoint **M/S NSSR AND ASSOCIATES** Chartered Accountants, (Reg. No. 028594) as the statutory auditors of the company in place of retiring statutory auditors of the company **M/S T V GANESA IYER & CO.,** (Reg. No.008565) who is retiring in the upcoming Annual General Meeting of the company due to statutory limit. To consider and if thought fit pass with or without modification(s)the following resolution as an ordinary resolution :

“Resolved that pursuant to the provisions of sec139,142 and all other applicable provisions ,if any of the companies act ,2013 and rules framed thereunder (including statutory modification(s) or reenactment thereof for the time being in force and up on recommendation of the audit committee, **M/S NSSR AND ASSOCIATES** Chartered Accountants, (Reg. No. 028594) as the statutory auditors of the company for a term of 5 (five) years ie from the conclusion of the 30 th Annual General Meeting to 35th Annual general meeting of the company,at such remuneration as may be approved by Audit committee /board of directors of the company from time to time” Resolved Further that the audit committee /board of directors of the company ,be and are here by authorized revise /alter/modify ,amend the terms and conditions and/ or remuneration from time to time ,as may be mutually agreed with the auditors ,during the tenure of their appointment

Special Business:

6. To consider and if thought fit, to pass with or without modification, the following resolution, as

a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 180 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to borrow money from banks/financial institutions and offer and/or invite for issue of secured redeemable non-convertible debentures (NCDs)/Bonds on private placement basis, in one or more tranches, with the consent being valid for a period of one year from the date hereof, on such terms and conditions as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the aggregate amount to be raised through such borrowings and the issuance of NCDs/Bonds pursuant to the authority under this Resolution shall not exceed the limit of 200 crores (Rupees two hundred crores only).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

7. To consider and if thought fit, to pass with or without modification, the following resolution, **as a Special Resolution:**

“RESOLVED THAT subject to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force), read with schedule V to the Companies Act, 2013, consent be and is hereby accorded for the re-appointment of, **Sri. M S Predeep (DIN: 00323900)** as Managing Director of the company for a period of two years with effect from 01.01.2024 for two years which expires on 31/12/2025 and therefore his terms may be extended for a further period of two years from 01.01.2026 to 31.12.2027 upon such terms and conditions of appointment including payment of remuneration, perquisites and other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment as set out in the explanatory statement annexed to the notice convening this meeting.”

8. To consider and if thought fit, to pass with or without modification, the following resolution, **as a Special Resolution:**

Cancellation of unissued shares of one class and increase in shares of another class and consequent alteration in Memorandum of Association:

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1), Section 64, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to cancel Unissued Equity Shares 10000000 (ONE CRORE) of the face value of Rs.10/- (Rupees Ten) each and issue new 10000000 (one crore) Preference Shares of face value of Rs.10/- (Rupees ten) each or at the denominations the management deem fit and the overall the Authorised Share Capital of the Company shall remain 750000000 crore”;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for deleting the existing Clause 5 of the Memorandum of Association of the Company and the following new Clause be substituted and in place thereof.”

Now share capital clause of the MOA shall be read as follows:

“ The share capital of the company is Rs.75,00,0000, divided into, 65000000 Equity Shares of Rs. 10 each and 10000000 Preference Shares of Rs.10 each. “

RESOLVED FURTHER THAT the Directors of the Company are severally authorized to file requisite eforms with concerned Registrar of Companies and take such actions and steps to do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolutions and including without limitations, for matters connected therewith or incidental thereto and to negotiate, amend, finalize, alter, sign and otherwise execute any deeds / documents / undertakings / agreements / papers / writing, as may be required in this regard and to delegate all or any of these powers to any of the Director(s) or to a duly constituted committee of the Board as may be necessary for giving effect to the above resolutions and provide certified copy of this resolution to concerned authorities.”

9. Other items, if any, with the permission of the Chairman.

For and on behalf of the Board of Directors

Place: Anthikad

Sd/-

Date : 06.09.2025

M S Predeep (DIN: 00323900)

(Managing Director)

Notes:-

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("the Act"), and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the 30th AGM is being convened and conducted through VC which does not require physical presence of members at a common venue. The deemed venue for AGM shall be the Registered Office of the company.
2. As per the aforementioned MCA circulars, since the AGM is being held through VC where physical attendance of members has been dispensed with; there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be made available for the AGM.
3. The facility for voting through remote e-voting and e-voting during the AGM shall also be provided by KFIN Technologies Limited.
4. In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the company is providing the facility of remote e-voting to all members as per the applicable Regulations relating to e- voting. Such remote e-voting facility is in addition to voting that shall take place during the AGM. The members who have cast their vote through remote e-voting prior to the AGM shall not be entitled to cast their vote again during the AGM. A separate e-voting instruction slip is enclosed explaining the process of e-voting with necessary user id and password along with procedure for such e-voting and participation in the AGM through VC.
5. The company has appointed **Sri. M. Vasudevan FCS, Practicing Company Secretary**, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.
6. Since the AGM is being held through VC, route map is not annexed to this notice.
7. The web link for participating in the AGM will be intimated later through email.
8. All shareholders who have not dematerialized their shares so far are once again requested to do so without delay. Company secretary of our company shall extend all help if needed and are requested to contact him whenever required

Explanatory statement in respect of special business pursuant to section 102 of the Companies Act, 2013:

Item No.6:

The company intends to raise funds from banks or any financial institutions and or by way of term loan cc loan or any other modes or by issuing Secured Redeemable Non-Convertible Debentures (NCDs)/Bonds from time to time to meet its working capital requirements. Pursuant to Section 42 180 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of securities on private placement basis. The company proposes to raise funds from banks or any financial institutions by way of term loan cc loan or any other modes and or issue Secured Redeemable Non-Convertible

Debentures/Bonds and bank borrowing in any category up to a maximum limit of `200 Crores.

None of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No.7:

Sri. M S Predeep was re-appointed as Managing Director of the company in the Board meeting held on 03.09.2024 for a term of two years with effect from 01.01.2024. Sri. M S Predeep has been a Director of the company since 28.06.2007 and as such has vast knowledge and experience relating to the day-to-day management of affairs of the company. He has been holding the office of Managing Director of the company since 24.07.2014.

Sri. M S Predeep aged 63 years is holding 2,21,000 equity shares in the company as on 31.03.2024 and has attended 12 Board meetings during the financial year 2021-22. Sri. M S Predeep is also holding the office of Managing Director in Wenine Marketing Private Limited. Apart from the above company he is also acting as Director in Kanjanigramam Chits India Private Limited, PNYS Chit Funds (Kerala) Private Limited and PNYS Securities (India) Private Limited. He is also acting as a partner in Kanjany Gold Merchandise LLP.

The company has been paying remuneration of `32,000/- per month to Sri. M S Predeep since November 2021. As per the terms of re-appointment the company shall continue to provide him the above remuneration until otherwise decided by the Board.

The appointment and payment of remuneration as decided by the Board of Directors on 29.12.2021 requires ratification by members of the company in general meeting as per section 196 of the Companies Act, 2013. Also as per section 197 where the remuneration payable to a single Managing Director exceeds the limits as set out under the said section the approval of the company through a special resolution is required.

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be in force.

None of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution except the proposed appointee and his relative(s).

The following additional information as required under Schedule V of the Companies Act, 2013, is given below:

I. General Information:

1. Nature of industry:

Non-banking Financial Company (NBFC) registered with RBI.

2. Date or expected date of commencement of commercial production:

The company was incorporated in 1995 and commenced operations simultaneously.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable

4. Financial performance based on given indicators:

(Amount in ` lakhs)

Particulars	Current Year	Previous Year
Income	2876	2488
Expenditure	2927	2844
Profit before Tax	(51)	(356)
Tax Expense	27	(11)
Net Profit/(Loss)	(78)	(345)

5. Foreign investments or collaborations, if any:

The company has not made any foreign investments and neither entered into any collaborations during the last year.

II. Information about the appointee:2

1. Background details:

Sri. M S Predeep has been holding the office of Managing Director of the company for more than 11 years.

2. Past remuneration:

During the financial year ended 31.03.2025, 3,84,000- was paid as remuneration to Sri. M S Predeep.

3. Recognition or awards: Nil

4. Job profile and his suitability:

Sri. M S Predeep is the Managing Director of the company and devotes whole time attention to the management of the affairs of the company and exercises powers under the supervision and superintendence of the Board of Directors.

6. Remuneration proposed:

Basic pay of `33,000/- per month with allowance of `10,000/- per month.

7. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

Taking into consideration the size of the company, the profile, knowledge, skills and responsibilities shouldered by Sri. M S Predeep, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

8. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed to be paid to Sri. M S Predeep, he does not have any other pecuniary relationship with the company. He is not related to any managerial personnel and Directors of the company.

III. Other information:

1. Reasons of loss or inadequate profits:

The company has incurred losses chiefly due to the NPA. The company has provided provision for NPA to the tune of around ₹15.87 crores during the current FY.

2. Steps taken or proposed to be taken for improvement:

Steps have been initiated to improve the performance of the company and to curb expenditure and explore new avenues of business

3. Expected increase in productivity and profits in measurable terms:

Barring unforeseen circumstances, the company has envisaged to increase the revenue and profits by improved margins and reducing the present NPA in current year.

Item No.8:

Companies present authorized capital is 750000000 divided into 75000000 of equity shares 10 each. Management after detailed discussions have thought of issuing convertible preference shares 10000000 shares of 10 each or with different denominations as they think it is fit without exceeding the overall limit of 750000000.00 . This the company feels will increase the working efficiency and will attract more funds for the smooth working of the company