

Date: 24.09.2024

The Manager – Listing National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051 <u>Scrip Code: PNBGILTS</u>	The Manager – Listing DCS- Listing BSE Limited Phiroze JeeJeebhoy Towers Dalal Street, Mumbai- 400 001 <u>Scrip Code: 532366</u>
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Sub: Submission of Scrutinizer Report for 28th Annual General Meeting

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir / Madam,

In accordance with above referred provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the scrutinizer's report for the 28th Annual General Meeting (AGM) of the Company held on 20th September, 2024 as Annexure A.

We would like to inform you that all the resolutions set out in such notice of AGM were passed with requisite majority by the members of the Company.

You are requested to please take the same on record.

The above is for your information and records.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd

(Vikas Goel)
Managing Director & CEO

Encl: A/a

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson
PNB Gilts Limited
(CIN: L74899DL1996PLC077120)
Sansad Marg,
New Delhi - 110001

Subject: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 28th Annual General Meeting ("AGM") of PNB Gilts Limited ("Company") held on Friday, September 20, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Ankit Singhi, Partner of M/s. PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **PNB Gilts Limited** ("the Company") on July 24, 2024 for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at AGM of the Company held on **Friday, September 20, 2024, at 11:00 A.M. (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**Rule**") and in accordance with the terms of General Circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 8, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "**MCA Circulars**") and in accordance with the terms of circular issued by Securities and Exchange Board of India i.e. Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023, and other applicable circulars issued in this regard by SEBI (collectively referred to as "**SEBI Circulars**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated July 24, 2024 ("**AGM Notice**").

1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice to the chairperson of the Company or any person authorized by him.



CORPORATE OFFICE

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LOCATIONS

Hyderabad | Trivandrum | Vadodara

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2. I submit my report as under: -

- i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year ("F.Y.") 2023-24 was dispatched by the Company on Wednesday, August 28, 2024, to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ depository participant(s)/Depository(ies).
- ii. The Company engaged National Securities Depository Limited (NSDL) for providing services related to remote e-voting and e-voting at the AGM.
- iii. The AGM Notice was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd. (ii) posted on the website of the Company.
- iv. The members of the Company as on the "cut off" date i.e. Friday, September 13, 2024 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.
- v. The remote e-voting period commenced on Monday, September 16, 2024 at 9.00 A.M. (IST) and ended on Thursday, September 19, 2024 at 5.00 P.M. (IST).
- vi. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company.
- vii. The data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the NSDL and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.
- viii. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as **Annexure- A**.
- ix. Pursuant to provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations,2015 no votes were casted by the related parties on item no. 5 dealing with the approval of related party transaction.
- x. Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 5 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by

Vikas Goel
Managing Director & CEO
PNB Gilts Limited

Date: 23.09.2024
Place: Delhi



For PI & Associates
Company Secretaries

Ankit Singhi
Partner

FCS No.: 11685
C P No.: 16274
PR: 1498/2021

UDIN: F011685F001289390

Annexure- A

Item No. 1: To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2024 and the Reports of the Auditors and the Board of Directors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E - Voting	314	13,37,98,035	99.9986	32	1,845	0.0014	Nil	
E-voting at AGM	4	123	99.1935	1	1	0.8065		
Total	318	13,37,98,158	99.9986	33	1,846	0.0014		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 2: To declare a final dividend of ₹ 1 per equity share of ₹ 10/- each for the year ended March 31, 2024.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	314	13,37,98,166	99.9987	32	1,714	0.0013	Nil	
E-voting at AGM	4	123	99.1935	1	1	0.8065		
Total	318	13,37,98,289	99.9987	33	1,715	0.0013		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 3: To appoint a Director in place of Sh. Vikas Goel (holding DIN: 08322541), who is liable to retire by rotation and being eligible, offers himself for reappointment.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E - Voting	308	13,37,95,411	99.9969	37	4,123	0.0031	Nil	
E-voting at AGM	4	123	99.1935	1	1	0.8065		
Total	312	13,37,95,534	99.9969	38	4,124	0.0031		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 4: To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2024-25.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E - Voting	308	13,37,97,318	99.9983	37	2,216	0.0017	Nil	
E-voting at AGM	4	123	99.1935	1	1	0.8065		
Total	312	13,37,97,441	99.9983	38	2,217	0.0017		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 5: To approve existing as well as the new material related party transactions with promoter and its group companies/associates.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote Voting E -	310	4,64,139	99.5577	34	2,062	0.4423	Nil	
E-voting at AGM	4	123	99.1935	1	1	0.8065		
Total	314	4,64,262	99.5576	35	2,063	0.4424		

Result: The Ordinary Resolution has been passed with requisite consent.

