

September 2, 2022

The Manager - Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. <u>Scrip code: 532366</u>	The Manager Listing National Stock Exchange Of India Ltd, Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai- 400 051. <u>Scrip code: PNBGILTS</u>
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Sub: Voting Results and Scrutinizer's Report for 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 detailed voting results for the 26th Annual General Meeting (AGM) of the Company held on 2nd September, 2022 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.

The consolidated scrutinizer's report is also attached herewith as Annexure- B.

You are requested to please take the same on record.

This is for your information and records.

Thanking you

Yours truly,
For PNB Gilts Ltd.

(Monika Kochar)
Company Secretary

Encl: A/a

Annexure A

PNB GILTS LIMITED								
Voting Results of 26th Annual General Meeting held on September 2, 2022								
Total number of shareholders on record date (August 26, 2022)							86192	
No. of shareholders present in the meeting either in person or through proxy: a) Promoters and Promoter Group: b) Public:							NA	
No. of shareholders present in the meeting through video conferencing: a) Promoters and Promoter Group: b) Public:							0 79	
Resolution Required : Ordinary			1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2022 and the Reports of the Auditors and the Board of Directors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	133333333	133333333	0	133333333	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		133333333	0	133333333	0	100	0
Public Institutions	E-Voting	551313	22203	4.0273	22203	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		22203	4.0273	22203	0	100	0
Public Non Institutions	E-Voting	46125488	406000	0.8802	402962	3038	99.2517	0.7483
	E-Voting at AGM		166	0.0004	166	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		406166	0.8806	403128	3038	99.2520	0.7480
Total		180010134	133761702	74.3079	133758664	3038	99.9977	0.0023

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	0
Public-Institutions	0
Public-Non Institutions	0

Resolution Required : Ordinary			2 - To declare a final dividend of Rs. 5 per equity share of Rs. 10/- each for the year ended March 31, 2022					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133333333	133333333	0	133333333	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		133333333	0	133333333	0	100	0
Public Institutions	E-Voting	551313	22203	4.0273	22203	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		22203	4.0273	22203	0	100	0
Public Non Institutions	E-Voting	46125488	406002	0.8802	403315	2687	99.3382	0.6618
	E-Voting at AGM		166	0.0004	166	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		406168	0.8806	403481	2687	99.3385	0.6615
Total		180010134	133761704	74.3079	133759017	2687	99.9980	0.0020

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	0
Public-Institutions	0
Public-Non Institutions	0

Resolution Required : Ordinary			3 - To appoint a Director in place of Sh. Ashutosh Choudhury (holding DIN: 09245804), who is liable to retire by rotation and being eligible, offers himself for reappointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133333333	133333333	0	133333333	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		133333333	0	133333333	0	100	0
Public Institutions	E-Voting	551313	22203	4.0273	0	22203	0	100
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		22203	4.0273	0	22203	0	100
Public Non Institutions	E-Voting	46125488	405682	0.8795	400309	5373	98.6756	1.3244
	E-Voting at AGM		166	0.0004	166	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		405848	0.8799	400475	5373	98.6761	1.3239
Total		180010134	133761384	74.3077	133733808	27576	99.9794	0.0206

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	0
Public-Institutions	0
Public-Non Institutions	0

Resolution Required : Ordinary			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 2022-23.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133333333	133333333	0	133333333	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		133333333	0	133333333	0	100	0
Public Institutions	E-Voting	551313	22203	4.0273	22203	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		22203	4.0273	22203	0	100	0
Public Non Institutions	E-Voting	46125488	405966	0.8801	401799	4167	98.9736	1.0264
	E-Voting at AGM		166	0.0004	166	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		406132	0.8805	401965	4167	98.9740	1.0260
Total		180010134	133761668	74.3079	133757501	4167	99.9969	0.0031

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	0
Public-Institutions	0
Public-Non Institutions	0

Resolution Required : Ordinary			5 - To appoint Sh. Kalyan Kumar (DIN: 09631251), as a Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133333333	133333333	0	133333333	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		133333333	0	133333333	0	100	0
Public Institutions	E-Voting	551313	22203	4.0273	0	22203	0	100
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		22203	4.0273	0	22203	0	100
Public Non Institutions	E-Voting	46125488	405380	0.8789	400197	5183	98.7214	1.2786
	E-Voting at AGM		166	0.0004	166	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		405546	0.8792	400363	5183	98.7220	1.2780
Total		180010134	133761082	74.3075	133733696	27386	99.9795	0.0205

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	0
Public-Institutions	0
Public-Non Institutions	0

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 Chairman

PNB Gilts Limited

CIN: L74899DL1996PLC077120

5, Sansad Marg, New Delhi – 110001

India

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 26th Annual General Meeting ("AGM") of PNB Gilts Limited ("Company"), held on Friday, September 2, 2022 at 11:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s. PI & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on 26th July, 2022, 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 2, 2022 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) and in accordance with the terms of 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 and 02/2022 dated May 5, 2022, (collectively referred to as "**MCA Circulars**") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively referred to as "**SEBI Circulars**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 2nd August, 2022 ("**AGM Notice**").



CORPORATE OFFICE

D-38, South Extension Part - I, New Delhi - 110049 India | +91 11 40622200 | info@piassociates.co.in

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 chairman of the Company or any person authorised by him.

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.") 2021-22 was dispatched by the Company on Friday, 5th August, 2022 only by electronic mode to all those members, whose e-mail address were registered with the Company/ MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent ("MCS")/ Depositories and in physical mode to those members who requested for physical copies

 - 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 and NSDL.

 - iv. The members of the Company as on the "cut off" date i.e. Friday, 26th August, 2022 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, 29th August, 2022, at 09:00 A.M. (IST) and ended on Thursday, 1st September, 2022, at 05:00 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 Share Transfer Agent of the Company 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. 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
For PNB Gilts Limited**

Authorized Signatory

**Thanking You
For PI & Associates
Company Secretaries
FRN: P2014UP035400
PR: 1498/2021**



**Ankit Singhi
Partner**

FCS No. 11685

CP No. 16274

UDIN: F011685D000901849

Date: 2nd September, 2022

Place: Kolkata

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Item No. 1:

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2022 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 cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	417	13,37,58,498	99.9977	27	3,038	0.0023	Nil	
E-Voting at AGM	4	166	100	0	0	0		
Total	421	13,37,58,664	99.9977	27	3,038	0.0023		

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



PI & ASSOCIATES
NEW DELHI

Item No. 2:

To declare a final dividend of Rs. 5 per equity share of Rs. 10/- each for the year ended March 31, 2022.

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 cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	421	13,37,58,851	99.9980	24	2,687	0.0020	Nil	
E-Voting at AGM	4	166	100	0	0	0		
Total	425	13,37,59,017	99.9980	24	2,687	00.0020		

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



Item No. 3:

To appoint a Director in place of Sh. Ashutosh Choudhury (holding DIN: 09245804), 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 cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	401	13,37,33,642	99.9794	42	27,576	0.0206	Nil	
E-Voting at AGM	4	166	100	0	0	0		
Total	405	13,37,33,808	99.9794	42	27,576	0.0206		

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 2022-23.

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 cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	410	13,37,57,335	99.9969	33	4,167	0.0031	Nil	
E-Voting at AGM	4	166	100	0	0	0		
Total	414	13,37,57,501	99.9969	33	4,167	0.0031		

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



Item No. 5:

To appoint Sh. Kalyan Kumar (DIN: 09631251), as a Director.

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 cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	401	13,37,33,530	99.9795	41	27,386	0.0205	Nil	
E-Voting at AGM	4	166	100	0	0	0		
Total	405	13,37,33,696	99.9795	41	27,386	0.0205		

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



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