

30.09.2020

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 Phiroz JeeJeebhoy Tower Dalal Street, Mumbai- 400 001 <u>Scrip Code: 532366</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 Annual General Meeting (AGM) of the Company held on 30th September, 2020 as **Annexure- I**.


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- II**.

You are requested to please take the same on record.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd


(Monika Kochar)
Company Secretary

 Encl: A/a



PNB Gilts Limited

Voting Results of Annual General Meeting

Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the AGM	September 30, 2020
Total number of shareholders on record date (i.e. September 23, 2020 - cut - off date for voting purpose)	45,090
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	1 62

1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2020 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 Valid 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
Promoters and Promoter Group	E-voting	133,333,333	133,333,333	100.0000	133,333,333	0	100.0000	0.0000
	Venue voting/ Poll		0	0.0000	0	0	0	0
	Total		133,333,333	100.0000	133,333,333	0	100.0000	0.0000
Public-Institutions	E-voting	773,273	0	0.0000	0	0	0	0
	Venue voting/ Poll		0	0.0000	0	0	0	
	Total		0	0.0000	0	0	0	0.0000
Public-Non Institutions	E-voting	45,903,528	114,236	0.2489	112,394	1,842	98.3875	1.6125
	Venue voting/ Poll		38,400	0.0837	38,400	0	100.0000	0.0000
	Total		152,636	0.3325	150,794	1842	98.7932	1.2068
Total		180,010,134	133,485,969	74.1547	133,484,127	1842	99.9986	0.0014



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2. Ordinary Resolution: To declare a final dividend of Rs. 3 per Equity Share of Rs. 10/- each for the year ended March 31, 2020.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	133,333,333	133,333,333	100.0000	133,333,333	0	100.0000	0.0000
	Venue voting/ Poll		0	0.0000	0	0	0	0
	Total		133,333,333	100.0000	133,333,333	0	100.0000	0.0000
Public-Institutions	E-voting	773,273	0	0.0000	0	0	0	0
	Venue voting/ Poll		0	0.0000	0	0	0	
	Total		0	0.0000	0	0	0	0.0000
Public-Non Institutions	E-voting	45,903,528	114,369	0.2492	113,127	1,242	98.9140	1.0860
	Venue voting/ Poll		38,400	0.0837	38,400	0	100.0000	0.0000
	Total		152,769	0.3328	151,527	1242	99.1870	0.8130
Total		180,010,134	133,486,102	74.1548	133,484,860	1242	99.9991	0.0009

3. Ordinary Resolution: 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.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	133,333,333	133,333,333	100	133,333,333	0	100.0000	0.0000
	Venue voting/ Poll		0	0.0000	0	0	0	
	Total		133,333,333	100.0000	133,333,333	0	100.0000	0.0000
Public-Institutions	E-voting	773,273	0	0.0000	0	0	0	0
	Venue voting/ Poll		0	0.0000	0	0	0	
	Total		0	0.0000	0	0	0	0.0000
Public-Non Institutions	E-voting	45,903,528	114,369	0.2492	111,028	3,341	97.0788	2.9212
	Venue voting/ Poll		38,400	0.0837	38,400	0	100.0000	0.0000
	Total		152,769	0.3328	149,428	3341	97.8130	2.1870
Total		180,010,134	133,486,102	74.1548	133,482,761	3341	99.9975	0.0025



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4. Ordinary Resolution: 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 2020-21.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	133,333,333	133,333,333	100.0000	133,333,333	0	100.0000	0.0000
	Venue voting/ Poll		0	0.0000	0	0	0	0
	Total		133,333,333	100.0000	133,333,333	0	100.0000	0.0000
Public-Institutions	E-voting	773,273	0	0.0000	0	0	0	0
	Venue voting/ Poll		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0	0.0000
Public-Non Institutions	E-voting	45,903,528	113,736	0.2478	110,979	2,757	97.5760	2.4240
	Venue voting/ Poll		38,400	0.0837	38,400	0	100.0000	0.0000
	Total		152,136	0.3314	149,379	2757	98.1878	1.8122
Total		180,010,134	133,485,469	74.1544	133,482,712	2757	99.9979	0.0021

5. Special Resolution: To approve alteration in Articles of Association of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	133,333,333	133,333,333	100.0000	133,333,333	0	100.0000	0.0000
	Venue voting/ Poll		0	0.0000	0	0	0	0
	Total		133,333,333	100.0000	133,333,333	0	100.0000	0.0000
Public-Institutions	E-voting	773,273	0	0.0000	0	0	0	0
	Venue voting/ Poll		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0	0.0000
Public-Non Institutions	E-voting	45,903,528	114,369	0.2492	69,911	44,458	61.1276	38.8724
	Venue voting/ Poll		38,400	0.0837	38,400	0	100.0000	0.0000
	Total		152,769	0.3328	108,311	44458	70.8985	29.1015
Total		180,010,134	133,486,102	74.1548	133,441,644	44458	99.9667	0.0333



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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively & SEBI Circular dated May 12, 2020]

To,
The Chairman of the 24th Annual General Meeting (AGM) of PNB Gilts Limited (“Company”) held on Wednesday, September 30, 2020 at 10.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility.

Dear Sir/Ma’am,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s PI & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 24th Annual General Meeting (AGM) of the Company held on Wednesday, September 30, 2020 at 10.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility under the provisions of Section 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 General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively (collectively referred to as ‘MCA Circulars’) and SEBI Circular dated May 12, 2020, with respect to the resolutions mentioned in AGM Notice dated September 4, 2020 (‘AGM Notice’).

I submit my report as under: -

1. The remote e-voting period commenced on Saturday, September 26, 2020 at 09:00 A.M. (IST) and ended on Tuesday, September 29, 2020 at 05:00 P.M. (IST) via e-voting platform on the designated website of National Securities Depositories Limited (NSDL), Authorized Agency to provide e-voting facility viz.: <https://www.evoting.nsdl.com>. The Company has also provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the “cut off” date i.e. Wednesday, September 23, 2020 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 Notice.



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LOCATIONS

Hyderabad | Trivandrum | Vadodara

Annexure- A

ORDINARY BUSINESSES:

Resolution No. 1: To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2020 and the Reports of the Auditors and the Board of Directors thereon:

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	38,400	13,34,45,727	13,34,84,127	99.9986
Votes on against of the resolution	0	1,842	1,842	0.0014
Invalid Votes	NIL			
Total	38,400	13,34,47,569	13,34,85,969	100

Therefore, the Resolution No. 1 has been passed.

Resolution No. 2: To declare a final dividend of Rs. 3 per Equity Share of Rs. 10/- each for the year ended March 31, 2020:

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	38,400	13,34,46,460	13,34,84,860	99.9991
Votes on against of the resolution	0	1,242	1,242	0.0009
Invalid Votes	NIL			
Total	38,400	13,34,47,702	13,34,86,102	100

Therefore, the Resolution No. 2 has been passed.

Resolution 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:

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	38,400	13,34,44,361	13,34,82,761	99.9975
Votes on against of the resolution	0	3,341	3,341	0.0025
Invalid Votes	NIL			
Total	38,400	13,34,47,702	13,34,86,102	100

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LOCATIONS

Hyderabad | Trivandrum | Vadodara

Therefore, the Resolution No. 3 has been passed.

Resolution 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 2020-21:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	38,400	13,34,44,312	13,34,82,712	99.9979
Votes on against of the resolution	0	2,757	2,757	0.0021
Invalid Votes	NIL			
Total	38,400	13,34,47,069	13,34,85,469	100

Therefore, the Resolution No. 4 has been passed.

SPECIAL BUSINESSES:

Resolution No. 5: To approve alteration in Articles of Association of the Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	38,400	13,34,03,244	13,34,41,644	99.9667
Votes on against of the resolution	0	44,458	44,458	0.0333
Invalid Votes	NIL			
Total	38,400	13,34,47,702	13,34,86,102	100

Therefore, the Resolution No. 5 has been passed.

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