

March 30, 2022

To, The Manager, Listing Compliance Department National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai - 400051 <u>SYMBOL: PNBGILTS</u>	To, The Manager, Listing Compliance Department BSE Ltd. P. J. Tower, Dalal Street Mumbai – 400001 <u>Scrip Code: 532366</u>
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Sub: Voting Results and Scrutinizer's Report for Extra Ordinary General Meeting

Ref: Regulation 44(3) 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 Extra Ordinary General Meeting ("EGM") of PNB Gilts Limited ("the Company") held on Tuesday, 29th March, 2022 at 11:00 AM as **Annexure-A**.

We would like to inform you that all the resolutions set out in notice of EGM were passed with requisite majority by the members of the Company and 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 faithfully,
For PNB Gilts Ltd.



(Monika Kochar)
Company Secretary



Encl: As above

“(Annexure - A)”

PNB GILTS LIMITED								
Voting Results of 7th Extra Ordinary General Meeting								
Results of 7th Extra Ordinary General Meeting (EGM) as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:								
Date of Extra Ordinary General Meeting							Mach 29, 2022	
Total number of shareholders on record date i.e.March 22, 2022							78,916	
No. of shareholders present in the meeting either in person or through proxy:							NA	
a) Promoters and Promoter Group:								
b) Public:								
No. of shareholders present in the meeting through video conferencing:							1	
a) Promoters and Promoter Group:							52	
b) Public:								
Resolution No. 1 To increase the borrowing power of the company								
Resolution Required: (Ordinary/Special) Special								
Whether promoter/ promoter group are intersted 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	Remote E-voting	13,33,33,333	13,33,33,333	100	13,33,33,333	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	0	100	0
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	0	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,99,731	1.5296	6,96,541	3,190	99.5441	0.4559
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,99,999	1.5302	6,96,808	3,191	99.5441	0.4559
Total		18,00,10,134	13,41,08,204	74.5004	13,41,05,013	3,191	99.9976	0.0024

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



Resolution No. 2	To extend the tenure of Mr. Vikas Goel, Managing Director & CEO of the Company							
Resolution Required: (Ordinary/Special)	Ordinary							
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	Remote E-voting	13,33,33,333	13,33,33,333	100	13,33,33,333	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	0	100	0
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	22,203	52,669	29.6546	70.3454
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	22,203	52,669	29.6546	70.3454
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,461	1.5269	6,92,713	5,748	99.1770	0.8230
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,729	1.5274	6,92,980	5,749	99.1772	0.8228
Total		18,00,10,134	13,41,06,934	74.4997	13,40,48,516	58,418	99.9564	0.0436

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



Resolution No. 3	To approve entering into material related party transactions with Punjab National Bank, Promoter of the Company holding majority stake							
Resolution Required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,300	4,171	99.4028	0.5972
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,567	4,172	99.4029	0.5971
Total		18,00,10,134	7,73,611	0.4298	7,69,439	4,172	99.4607	0.5393

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 4	To approve entering into material related party transactions with Dakshin Bihar Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake							
Resolution Required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,197	4,274	99.3881	0.6119
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,464	4,275	99.3882	0.6118
Total		18,00,10,134	7,73,611	0.4298	7,69,336	4,275	99.4474	0.5526

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 5		To approve entering into material related party transactions with Sarva Haryana Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake						
Resolution Required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,271	1.5264	6,94,005	4,266	99.3891	0.6109
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,539	1.5270	6,94,272	4,267	99.3892	0.6108
Total		18,00,10,134	7,73,411	0.4296	7,69,144	4,267	99.4483	0.5517

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 6	To approve entering into material related party transactions with Punjab Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake							
Resolution Required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,205	4,266	99.3892	0.6108
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,472	4,267	99.3893	0.6107
Total		18,00,10,134	7,73,611	0.4298	7,69,344	4,267	99.4484	0.5516

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 7	To approve entering into material related party transactions with Himachal Pradesh Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake							
Resolution Required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held (1)	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,93,324	1.5156	6,89,088	4,236	99.3890	0.6110
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,93,592	1.5162	6,89,355	4,237	99.3891	0.6109
Total		18,00,10,134	7,68,464	0.4269	7,64,227	4,237	99.4486	0.5514

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 8		To approve entering into material related party transactions with Prathama UP Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake						
Resolution Required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,205	4,266	99.3892	0.6108
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		6,98,739	1.5275	6,94,472	4,267	99.3893	0.6107
Total		18,00,10,134	7,73,611	0.4298	7,69,344	4,267	99.4484	0.5516

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 9	To approve entering into material related party transactions with Assam Gramin Vikash Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake							
Resolution Required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	#REF!	#REF!	#REF!	#REF!	#REF!	#REF!
	Venue voting/ Insta Poll		#REF!	#REF!	#REF!	#REF!	#REF!	#REF!
	Postal Ballot (if applicable)		#REF!	#REF!	#REF!	#REF!	#REF!	#REF!
	Total		#REF!	#REF!	#REF!	#REF!	#REF!	#REF!
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,205	4,266	99.3892	0.6108
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,472	4,267	99.3893	0.6107
Total		18,00,10,134	#REF!	#REF!	#REF!	#REF!	#REF!	#REF!

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0

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Resolution No. 10		To approve entering into material related party transactions with Tripura Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake						
Resolution Required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,205	4,266	99.3892	0.6108
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,472	4,267	99.3893	0.6107
Total		18,00,10,134	7,73,611	0.4298	7,69,344	4,267	99.4484	0.5516

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 11		To approve entering into material related party transactions with Bangiya Gramin Vikash Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake						
Resolution Required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,205	4,266	99.3892	0.6108
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,472	4,267	99.3893	0.6107
Total		18,00,10,134	7,73,611	0.4298	7,69,344	4,267	99.4484	0.5516

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



Resolution No. 12	To approve entering into material related party transactions with PNB Housing Finance Ltd., associate of Punjab National Bank, Promoter of the Company holding majority stake							
Resolution Required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
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	Remote E-voting	13,33,33,333	-	-	-	-	-	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	Remote E-voting	9,31,890	74,872	8.0344	74,872	0	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		74,872	8.0344	74,872	0	100	0
Public-Non Institutions	Remote E-voting	4,57,44,911	6,98,471	1.5269	6,94,282	4,189	99.4003	0.5997
	Venue voting/ Insta Poll		268	0.0006	267	1	99.6269	0.3731
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,98,739	1.5275	6,94,549	4,190	99.4003	0.5997
Total		18,00,10,134	7,73,611	0.4298	7,69,421	4,190	99.4584	0.5416

Details of Invalid Votes	
Category	No. of votes
Promoters and Promoter Group	13,33,33,333
Public-Institutions	0
Public-Non Institutions	0



"Annexure - B"

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

Meeting	7 th Extra- ordinary General Meeting (EGM) of PNB Gilts Limited (the "Company")
Mode	Video Conferencing ("VC")
Date	Tuesday, 29 th March, 2022, at 11:00 a.m. (IST)

Dear Sir/Ma'am,

1. 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 7th Extra- ordinary General Meeting ("EGM") of PNB Gilts Limited ("the Company") held on **Tuesday, 29th March, 2022, at 11:00 a.m. (IST)** through Video Conferencing ("VC") 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 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated December 8, 2021 (collectively referred to as 'MCA Circulars'), with respect to the resolutions mentioned in EGM Notice dated 7th March, 2022 ('EGM Notice').
2. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting results based on the votes casted on the resolutions.
3. I submit my report as under: -
 - i. In compliance of the MCA Circulars, the EGM Notice was dispatched through electronic mode to the members of the Company on Monday, 7th March, 2022, whose e-mail address were registered with the Company's Share Transfer Agent / Depositories as on Friday, 25th February, 2022.
 - ii. The Company engaged National Securities Depositories Limited ('NSDL') for providing services related to remote e-voting and e-voting at the EGM.
 - iii. The EGM Notice was simultaneously posted on the website of the Company and that of the e-voting agency i.e. NSDL. A copy of the EGM Notice was also posted on the website of National Stock Exchange of India Ltd. and BSE Ltd.



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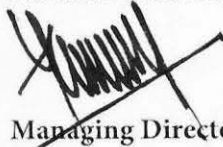


- iv. The members of the Company as on the "cut off" date i.e. Tuesday, 22nd March, 2022 were entitled to avail the facility of remote e-voting as well as e- voting at the EGM on the proposed resolutions as set out in the EGM Notice.
- v. The remote e-voting period commenced on Friday, 25th March, 2022 at 9:00 A.M. (IST) and ended on Monday, 28th March, 2022 at 5:00 P.M (IST).
- vi. After completion of e-voting at the EGM, the votes casted through remote e-voting and e-voting at the EGM were unblocked in the presence of two witnesses, i.e., Mr. Kumar Gaurav and Ms. Riya Singh.
- vii. Thereafter, the data of remote e-voting and e-voting at EGM was diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with us. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at EGM.
- viii. The consolidated summary of results of remote e- voting and e-voting at the EGM is annexed herewith as Annexure- A.
- ix. Pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, votes casted by the related parties on item no(s). 3 to 12, dealing with the approval of related party transactions have not been considered and treated as "Invalid".
- x. Based on the aforesaid results, I report that all the Twelve (12) Resolutions as contained in the Item No(s). 1 to 12 of the EGM Notice, have been passed with requisite votes.

Date: 30th March 2022


Place: New Delhi

Countersigned by:
For PNB Gilts Limited


Managing Director & CEO



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


Ankit Singhi
Partner

FCS No. 11685

CP No. 16274

UDIN: F011685C003316701

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Item No. 1: To increase the borrowing power of the company

Type of Resolution: Special 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	234	134,104,746	99.9974	26	3,190	0.0024	0	0
Venue e-voting	10	267	0.0002	1	1	0.0000	0	0
Total	244	134,105,013	99.9976	27	3,191	0.0024	0	0

Result: The special resolution has been passed with requisite consent.



Item No. 2: To extend the tenure of Mr. Vikas Goel, Managing Director & CEO of the Company

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	228	134,048,249	99.9562	29	58,417	0.0436	0	0
Venue e-voting	10	267	0.0002	1	1	0.0000	0	0
Total	238	134,048,516	99.9564	30	58,418	0.0436	0	0

Result: The ordinary resolution has been passed with requisite consent.



Item No. 3: To approve entering into material related party transactions with Punjab National Bank, Promoter of the Company holding majority stake

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	239	769,172	99.4262	18	4,171	0.5392	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	249	769,439	99.4607	19	4,172	0.5393	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.



Item No. 4: To approve entering into material related party transactions with Dakshin Bihar Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	769069	99.4129	22	4274	0.5525	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	245	769336	99.4474	23	4275	0.5526	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.



Item No. 5: To approve entering into material related party transactions with Sarva Haryana Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	234	768877	99.4138	22	4266	0.5516	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	244	769144	99.4483	23	4267	0.5517	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.

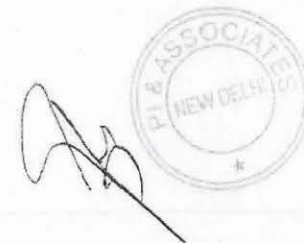


Item No. 6: To approve entering into material related party transactions with Punjab Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	769,077	99.4139	22	4,266	0.5514	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	245	769,344	99.4484	23	4,267	0.5516	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.



Item No. 7: To approve entering into material related party transactions with Himachal Pradesh Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	763960	99.4139	21	4236	0.5512	1	133,333,333
Venue e-voting	10	267	0.0347	1	1	0.0001	0	0
Total	245	764227	99.4486	22	4237	0.5514	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.



Item No. 8: To approve entering into material related party transactions with Prathama UP Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	769,077	99.4139	22	4,266	0.5514	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	245	769,344	99.4484	23	4,267	0.5516	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.



Item No. 9: To approve entering into material related party transactions with Assam Gramin Vikash Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	769,077	99.4139	22	4,266	0.5514	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	245	769,344	99.4484	23	4,267	0.5516	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.

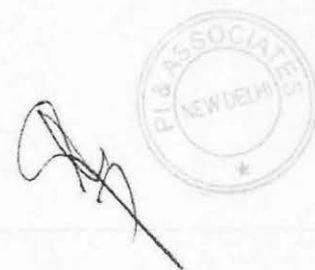


Item No. 10: To approve entering into material related party transactions with Tripura Gramin Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	769,077	99.4139	22	4,266	0.5514	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	245	769,344	99.4484	23	4,267	0.5516	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.

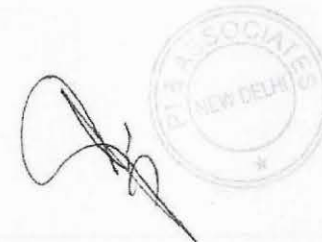


Item No. 11: To approve entering into material related party transactions with Bangiya Gramin Vikash Bank, associate of Punjab National Bank, Promoter of the Company holding majority stake

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	235	769,077	99.4139	22	4,266	0.5514	1	133,333,333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	245	769,344	99.4484	23	4,267	0.5516	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.



Item No. 12: To approve entering into material related party transactions with PNB Housing Finance Ltd., associate of Punjab National Bank, Promoter of the Company holding majority stake

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	237	769,154	99.4239	20	4,189	0.5415	1	133,333.333
Venue e-voting	10	267	0.0345	1	1	0.0001	0	0
Total	247	769,421	99.4584	21	4,190	0.5416	1	133,333,333

Result: The ordinary resolution has been passed with requisite consent.

