

Date: 23.01.2023

The Manager – Listing National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051 <u>Scrip Code: PNBGILTS</u>	The Manager – Listing BSE Limited Phiroze JeeJeebhoy Towers Dalal Street, Mumbai- 400 001 <u>Scrip Code: 532366</u>
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Sub: Disclosure and Result of Postal Ballot (through e-voting)

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

Dear Sir / Madam,

This is with reference to our intimation dated December 21, 2022, enclosing therein the Postal Ballot Notice dated December 20, 2022, along with Explanatory Statement, for obtaining the approval of Members of the Company by passing an Ordinary Resolution in respect to the re-appointment of Mr. Vikas Goel, Managing Director & CEO of the Company.

The remote e-voting period commenced from Thursday, December 22, 2022 at 9:00 a.m. (IST) and concluded on Friday, January 20, 2023 at 5:00 p.m. (IST). The Scrutinizer (Mr. Ankit Singhi, Partner, PI & Associates), as appointed by the Board of Directors, has submitted his report to the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the above- mentioned ordinary resolution has been passed by the members with requisite majority. The resolution is deemed to have been passed on the last date of e-voting period i.e. on Friday, January 20, 2023.

Accordingly, please find enclosed the following:

- Voting results of the Postal Ballot by way of E-voting, as required under Regulation 44(3) of the Listing Regulations; and
- The Scrutinizer's Report on Postal Ballot (through e-voting) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd.

(Monika Kochar)
Company Secretary

Encl: As above

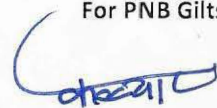
PNB GILTS LIMITED

Voting Results of Postal Ballot

Total number of shareholders on record date December 16, 2022)								85821
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:								NA
Resolution Required : Ordinary				Re-appointment of Mr. Vikas Goel, Managing Director & CEO of the Company				
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	238056	22203	9.3268	22203	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		22203	9.3268	22203	0	100	0
Public Non Institutions	E-Voting	46438745	536346	1.1550	519181	17165	96.7996	3.2004
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		536346	1.1550	519181	17165	96.7996	3.2004
Total		180010134	133891882	74.3802	133874717	17165	99.9872	0.0128

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

For PNB Gilts Limited



Kalyan Kumar
Chairman



SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)
FOR
PNB GILTS LIMITED

To,
The Chairman
PNB Gilts Limited
CIN: L74899DL1996PLC077120
5, Sansad Marg, New Delhi
Delhi- 110001

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Mr. 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") vide resolution passed on December 20, 2022, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolution mentioned in the notice of Postal Ballot dated December 20, 2022 ("Notice") under the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("Rules") and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as the "MCA Circulars"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) 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 following resolution forming part of the Notice:-



S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Re-appointment of Mr. Vikas Goel as Managing Director & CEO of the Company

In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as on Friday, December 16, 2022 ("cut-off date").
2. The Company completed the dispatch of Notice by e-mail on Wednesday, December 21, 2022. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Financial Express (in English language) and Jansatta (in Hindi language), newspapers on December 22, 2022 regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Thursday, December 22, 2022, at 09:00 A.M. (IST) and ended on Friday, January 20, 2023, at 05:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by National Securities Depository Limited ("NSDL") to provide remote e-voting facility viz.: <https://www.evoting.nsdl.com>.
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: <https://www.evoting.nsdl.com>.
6. The remote e-voting was unblocked on Friday, January 20, 2023 after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.

7. Thereafter, the details containing *inter-alia* and a list of the members who voted "For" or "Against" on the resolution was derived from the report generated from the e-voting platform provided by the NSDL in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolution set out in said Notice, and all votes cast up to Friday, January 20, 2023, at 05:00 P.M., i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. The relevant records related to this postal ballot activity will be handed over to the Company Secretary of the Company for safekeeping.
11. Based on such results, I hereby certify that the resolution as set out in Notice has been approved and passed by the requisite consent of the members.
12. The resolution specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Friday, January 20, 2023.

Thanking You
For PI & Associates
Company Secretaries



Ankit Singh
Partner

C P No.: 16274
PR: 1498/2021
UDIN: F011685D003024739

Date: January 20, 2023
Place: New Delhi

Countersigned by
For PNB Gilts Limited



Kalyan Kumar
Chairman



Annexure- A

Item No. 1: Re-appointment of Mr. Vikas Goel as 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
E – Voting	NIL							
Postal Ballot	565	13,38,74,717	99.9872	53	17,165	0.0128	NIL	
Total	565	13,38,74,717	99.9872	53	17,165	0.0128	NIL	

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

