

June 20, 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 Ltd. 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 May 17, 2023, enclosing therein the Postal Ballot Notice dated May 15, 2023, along with Explanatory Statement, for obtaining the approval of Members of the Company by passing an Special Resolution in respect to the appointment of Ms. Neharika Vohra (DIN: 06808439), as Independent Director of the Company.

The remote e-voting period commenced from Thursday, May 18, 2023 at 9:00 a.m. (IST) and concluded on Friday, June 16, 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 special 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, June 16, 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

## PNB Gilts Limited

### Voting Results of Postal Ballot

Results of Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of Postal Ballot							16-06-2023	
Total number of shareholders on record date i.e. May 12, 2023							85,761	
No. of shareholders present in the meeting either in person or through proxy:							NA	
No. of shareholders present in the meeting through video conferencing:							NA	
Resolution No. 1 To appoint Ms. Neharika Vohra (DIN: 06808439) as Independent Director of the Company								
Resolution Required: Special (Ordinary/Special)								
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	-	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>13,33,33,333</b>	<b>100</b>	<b>13,33,33,333</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	Remote E-voting	22,505	22,203	98.6581	22,203	-	100	0
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>22,203</b>	<b>98.6581</b>	<b>22,203</b>	<b>0</b>	<b>0</b>	
Public-Non Institutions	Remote E-voting	4,66,54,296	5,38,903	1.1551	5,25,358	13,545	97.4866	2.5134
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>5,38,903</b>	<b>1.1551</b>	<b>5,25,358</b>	<b>13,545</b>	<b>97.4866</b>	<b>2.5134</b>
<b>Total</b>		<b>18,00,10,134</b>	<b>13,38,94,439</b>	<b>74.3816</b>	<b>13,38,80,894</b>	<b>13,545</b>	<b>99.9899</b>	<b>0.0101</b>

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



For PNB Gilts Ltd.

  
(Vikas Goel)  
Managing Director & CEO

**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 May 03, 2023, 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 May 15, 2023 ("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 and 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:-



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CORPORATE OFFICE

D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in



S.No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Ms. Neharika Vohra (DIN: 06808439) as Independent Director 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, May 12, 2023 ("**cut-off date**").
2. The Company completed the dispatch of Notice by e-mail on Wednesday, May 17, 2023. 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 May 18, 2023 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, May 18, 2023 (9:00 AM IST) and ended on Friday, June 16, 2023 (5:00 PM 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, June 16, 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, June 16, 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, June 16, 2023.

**Thanking You  
For PI & Associates  
Company Secretaries**



**Ankit Singh**  
Partner  
C P No.: 16274  
PR: 1498/2021



**Countersigned by  
For PNB Gilts Limited**



**Vikas Goel**  
Managing Director & CEO

UDIN: Due to technical issue on ICSI website, UDIN cannot be generated.

**Date: June 20, 2023  
Place: New Delhi**

**Annexure- A**

Item No. 1: Appointment of Ms. Neharika Vohra (DIN: 06808439) as Independent Director 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
E – Voting	NIL							
Postal Ballot	526	13,38,80,894	99.9899	52	13,545	0.0101	NIL	
Total	526	13,38,80,894	99.9899	52	13,545	0.0101	NIL	

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

