

Date: 07.06.2024

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: Submission of Scrutinizer Report for Postal Ballot dated May 3, 2024

Dear Sir / Madam,

In furtherance to our letter dated 6th May 2024 in reference to the Postal Ballot Notice of PNB Gilts Limited ('the Company') for obtaining the approval of Members of the Company for appointment of Sh. Gopal Singh Gusain (DIN: 03522170) as an Independent Director of the Company, who was appointed as an Additional Director (in the category of Independent director) of the Company w.e.f. 26.03.2024, please find the enclosed herewith scrutinizer's report.

We would like to inform you that the special resolution set out in such notice was passed with requisite majority by the members of the Company.

The scrutinizer's report will also be made available on the Company's website at www.pnbgilts.com.

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: A/a

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-110 001

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, 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") on May 1, 2024 for the purpose of scrutinizing the postal ballot through e-voting process in a fair and transparent manner in respect of the resolution mentioned in the Postal Ballot Notice dated May 3, 2024 ("Notice") issued under the provisions of Section 110 of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 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, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (collectively referred to as the "MCA Circulars"), and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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.	Special Resolution	To appoint Sh. Gopal Singh Gusain (DIN: 03522170) as Independent Director of the Company



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CORPORATE OFFICE

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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 received from MCS Share Transfer Agent Limited, ("STA") as on Friday, May 3, 2024 ("cut-off date").
2. The Company completed the dispatch of Notice by e-mail on Monday, May 06, 2024. 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 advertisements in Financial Express (English) and Jansatta (Hindi), newspapers on Tuesday, May 7, 2024, 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 Tuesday, May 7, 2024 from 9:00 A.M. (IST) onwards and ended on Wednesday, June 5, 2024, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by National Securities Depository Limited ("Authorized Agency / NSDL") to provide remote e-voting facility viz.: 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.: www.evoting.nsdl.com.
6. The remote e-voting was unblocked on Wednesday, June 5, 2024, after 5:00 P.M. (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolution were derived from the report generated from the e-voting platform provided by the Authorised Agency 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 Wednesday, June 5, 2024, 5:00 P.M. (IST), 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. For preparation of this report, Permanent Account Number (PAN) based consolidation of folios of Individual Shareholders has been done.
11. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
12. Based on such result, I hereby certify that the resolution as set out in Notice has been approved and passed by the requisite consent of the members.
13. The resolution specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Wednesday, June 5, 2024.

Thanking You

Countersigned by



Vikas Goel
Managing Director & CEO
PNB Gilts Limited

For PI & Associates
Company Secretaries



Ankit Singhi
Partner

FCS No.: 11685

C P No.: 16274

PR: 1498/2021

UDIN: F011685F000543942

Date: June 7, 2024

Place: New Delhi

Annexure- A

Item No. 1: To appoint Sh. Gopal Singh Gusain (DIN: 03522170) 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	429	13,38,41,659	99.9938	49	8,357	0.0062	0	
Postal Ballot	Not Applicable							
Total	429	13,38,41,659	99.9938	49	8,357	0.0062	0	

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

