

Date: 20.09.2024

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 Phiroze JeeJeebhoy Towers Dalal Street, Mumbai- 400 001 <u>Scrip Code: 532366</u>
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Sub: Proceedings of 28th Annual General Meeting of PNB Gilts Limited.

Ref: Regulation 30(6) 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”), we wish to inform you that the 28th Annual General Meeting ("AGM") of the Company was held today viz. 20th September, 2024 at 11.00 A.M. through Video Conferencing (VC).

In this regard, please find enclosed herewith the proceedings of the 28th Annual General Meeting of the Company.

The above is for your information and records.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd

(Monika Kochar)
Company Secretary

Encl: A/a

**SUMMARY OF PROCEEDINGS OF THE 28th ANNUAL GENERAL MEETING OF THE
MEMBERS OF PNB GILTS LIMITED**

The 28th Annual General Meeting (AGM) of the members of PNB Gilts Limited (“Company”) was held today i.e. Friday, September 20, 2024 at 11:00 a.m. (IST) through Video Conferencing (VC) in compliance with Circular Nos. 14/2020 dated April 08, 2020, 17 /2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and the latest being 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars') and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2023 (hereinafter collectively referred to as SEBI Circulars') and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder.

Ms. Monika Kochar, Company Secretary welcomed the members and other attendees at virtual Annual General Meeting.

Mr. Kalyan Kumar, Chairman (Non-Executive & Non-Independent) of the Company, chaired the Annual General Meeting.

Following other Directors were also present in the meeting -

- a. Dr. T. M. Bhasin, Independent Director and Chairman of Nomination & Remuneration Committee and Stakeholders' Relationship Committee;
- b. Mr. Gopal Singh Gusain, Independent Director and Chairman of Audit Committee, Risk Management Committee and IT Strategy Committee;
- c. Dr. Neharika Vohra, Independent Director,
- d. Sh. Amit Kumar Srivastava, Non-Executive & Non-Independent Director and Chairman of Corporate Social Responsibility Committee; and
- e. Mr. Vikas Goel, Managing Director & CEO;

It was informed to the members that the Annual Report for the year 2023-24 including the Notice of 28th AGM, had been emailed to the members on August 28, 2024 and it was also informed that the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 along with other documents as referred in AGM Notice etc. were available at the NSDL's e-voting platform for electronic inspection by the members till the conclusion of the meeting.

Requisite quorum being present, the Chairman called the meeting to order. 81 members were present through VC. Since this AGM was held through VC pursuant to MCA circulars, the facility for appointment of proxies by the members was not available.

The Chairman then introduced the Directors and the Company Secretary present in the meeting. The representatives of the Statutory Auditors viz., M/s Batra Deepak & Associates, Chartered Accountants, Secretarial Auditors viz., M/s Pranav Kumar & Associates, Practicing Company Secretaries and Scrutinizer to AGM viz. Mr. Ankit Singhi (CP No. 16274), Practicing Company Secretary and Partner of PI & Associates, Company Secretaries attended the meeting through VC from their respective locations.

Following other senior management personnel of the Company were also present in the meeting-

- a. Mr. Pareed Sunil, Deputy CEO
- b. Mr. Vijay Sharma, Sr. Exec. Vice President
- c. Mr. Chandra Prakash, CFO & CISO
- d. Mr. Neeraj Aggarwal, Head-Internal Audit

The Chairman then delivered his speech and gave an overview of the performance of the Company during FY 2023-24.

With the consent of the members, the Notice convening the Annual General Meeting, the Directors' Report and the Auditor Report of Statutory Auditor & Secretarial Auditor were taken as read. The Chairman informed that there were no qualifications or observations or adverse comments or remarks in the reports of Statutory Auditor, CAG and Secretarial Auditor, which have any material bearing on the functioning of the Company.

The business items placed before the members for approval as per the Notice of the AGM were then summarized to the members present. Detail(s) of such businesses is provided below:

ORDINARY BUSINESSES

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2024 and the Reports of the Auditors and the Board of Directors thereon.
2. To declare a final dividend of Rs.1/- per Equity Share of Rs. 10/- each for the year ended 31st March, 2024.
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.
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 2024-25.

SPECIAL BUSINESS

5. To approve existing as well as the new material related party transactions with promoter and its group companies/associates (Ordinary Resolution)

On the invitation, Members who had registered themselves as speakers, addressed the meeting through VC and sought clarification on performance and financials of the Company. The members who could not register themselves as speaker shareholder were provided a communication box facility on NSDL platform for raising their queries. The Chairman/ Management responded to all the queries of the registered speaker/non-registered speaker Members and provided the clarifications.

It was informed that the members who have not cast their votes through remote e-voting were provided an opportunity to cast their votes electronically at the meeting.

The Chairman thanked the members for participating in the meeting. The e-voting facility was kept open for next 30 minutes to enable the members to cast their vote.

The businesses specified above were taken up for voting accordingly.

It was announced that the results of voting shall be declared after receiving of scrutinizer's report within 2 working days from conclusion of the meeting. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pnbgilts.com and on the website of NSDL and shall also be submitted immediately to the BSE Limited and the National Stock Exchange of India Limited.

Thereafter, the Chairman concluded the meeting at 11:34 A.M. with a vote of thanks to the participants and informed that the e- voting window shall remain open for next 30 minutes.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd

(Monika Kochar)
Company Secretary