

June 29, 2021

<p>The Manager – Listing National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai - 400051</p> <p><u>Scrip Code: PNBGILTS</u></p>	<p>The Manager – Listing BSE Limited Phiroze JeeJeebhoy Towers Dalal Street Mumbai - 400001</p> <p><u>Scrip Code: 532366</u></p>
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REG: Annual Secretarial Compliance Report for the year ended March 31, 2021

Dear Sir/Madam,

Pursuant to the provisions of Regulation 24(A) of the the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s Pranav Kumar & Associates, Company Secretaries, for the year ended March 31, 2021.

Thanking you.

Yours faithfully,
For PNB Gilts Ltd.

(Vikas Goel)
Managing Director & CEO



PRANAV KUMAR & ASSOCIATES

COMPANY SECRETARIES

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SECRETARIAL COMPLIANCE REPORT OF PNB GILTS LIMITED

FOR THE YEAR ENDED MARCH 31, 2021

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Pranav Kumar & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by PNB Gilts Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (there were no events requiring compliance during the Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities Exchange Board of India (Buyback of Securities) Regulations, 2018 (there were no events requiring compliance during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (there were no events requiring compliance during the Review Period);



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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (there were no events requiring compliance during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (there were no events requiring compliance during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Intermediaries) Regulations, 2008;
- (j) SEBI (Stock Brokers and Sub brokers) Regulations, 1992; and

and circulars/ guidelines issued thereunder

and based on the above examination, We hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There were no instances for actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) There were no observations/comments made in secretarial compliance report for the year ended March 31, 2020, hence, no action required to be taken by Company.

Further, with regards to para 6 (A) and 6 (B) of the SEBI Circular No. CIR/CFD/CM D1/114/2019 dated October 18, 2019, the statutory auditors of the Company for the Financial Year 2020-21 have been appointed by the C&AG office. The Company has suitably modified the terms of appointment of the auditor to give effect to clause 6(A) and 6(B) of above said circular. There is no resignation of the auditor during the period under consideration. Further, the Company is not having any subsidiary.

**For Pranav Kumar & Associates
Company Secretaries
ICSI Unique Code: P2005BI010400**

Arpita

**(Arpita Saxena)
Partner**

Mem. No : A23822

CP No.: 11962

UDIN: A023822C000542221



Date: 29.06.2021

Place: BHOPAL, M.P.