

September 21, 2021

The Manager - Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. <u>Scrip code: 532366</u>	The Manager Listing National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai- 400 051. <u>Scrip code: PNBGILTS</u>
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Sub: Voting Results and Scrutinizer's Report for Annual General Meeting

Ref: Regulation 44(3) 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"), please find enclosed herewith the detailed voting results for the Annual General Meeting ("AGM") of PNB Gilts Limited ("the Company") held on Monday, 20th September, 2021 at 11.00 a.m. as **Annexure- A**.

We would like to inform you that all the resolutions set out in notice of AGM were passed with requisite majority by the members of the Company and the consolidated scrutinizer's report is also attached herewith as **Annexure- B**.

Further, we wish to inform that at the aforesaid AGM of the Company the members of the Company, inter- alia, considered and approved appointments of Sh. Swarup Kumar Saha (DIN: 08963678) and Sh. Ashutosh Choudhury (DIN: 09245804), as Directors of the Company.

The details required under Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 in relation to the above were already submitted with the Stock Exchanges on 19.06.2021, 13.07.2021 and 20.07.2021.

You are requested to please take the same on record.

This is for your information and records.

Thanking you

Yours truly,
For PNB Gilts Ltd.


(Monika Kochar)
Company Secretary



PNB GILTS LIMITED

(Annexure - A)

Voting Results of 25th Annual General Meeting

Results of 25th Annual General Meeting (AGM) as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of Annual General Meeting	September 20, 2021
Total number of shareholders on record date/cut off date i.e. September 13, 2021	66,012
No. of shareholders present in the meeting either in person or through proxy: a) Promoters and Promoter Group: b) Public:	Not applicable
No. of shareholders present in the meeting through video conferencing: a) Promoters and Promoter Group: b) Public:	1 93

Resolution No. 1 To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2021 and the Reports of the Auditors and the Board of Directors thereon

Resolution Required: Ordinary (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	133,333,333	133,333,333	100	133,333,333	-	100	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		133,333,333	100	133,333,333	-	100	-
Public-Institutions	Remote E-voting	812,694	58,136	7.1535	58,136	-	100	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		58,136	7.1535	58,136	-	100	-
Public-Non Institutions	Remote E-voting	45,864,107	399,438	0.8709	396,871	2,567	99.3573	0.6427
	Venue voting/ Insta Poll		99,636	0.2172	99,636	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		499,074	1.0882	496,507	2,567	99.4856	0.5144
Total		180,010,134	133,890,543	74.3794	133,887,976	2,567	99.9981	0.0019



Resolution No. 2		To declare a final dividend of Rs. 3 per equity share of Rs. 10/- each for the year ended March 31, 2021						
Resolution Required: (Ordinary/Special)		Ordinary						
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	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	-	100	-
Public-Institutions	Remote E-voting	8,12,694	58,136	7.1535	58,136	-	100	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		58,136	7.1535	58,136	-	100	-
Public-Non Institutions	Remote E-voting	4,58,64,107	3,99,513	0.8711	3,98,275	1,238	99.6901	0.3099
	Venue voting/ Insta Poll		99,636	0.2172	99,636	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,99,149	1.0883	4,97,911	1,238	99.7520	0.2480
Total		18,00,10,134	13,38,90,618	74.3795	13,38,89,380	1,238	99.9991	0.0009

Resolution No. 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						
Resolution Required: (Ordinary/Special)		Ordinary						
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	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	-	100	-
Public-Institutions	Remote E-voting	8,12,694	58,136	7.1535	58,136	-	100	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		58,136	7.1535	58,136	-	100	-

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Public-Non Institutions	Remote E-voting	4,58,64,107	3,96,165	0.8638	3,93,076	3,089	99.2203	0.7797
	Venue voting/ Insta Poll		99,636	0.2172	99,636	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,95,801	1.0810	4,92,712	3,089	99.3770	0.6230
Total		18,00,10,134	13,38,87,270	74.3776	13,38,84,181	3,089	99.9977	0.0023

Resolution No. 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 2021-22							
Resolution Required: (Ordinary/Special)	Ordinary							
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	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	-	100	-
Public-Institutions	Remote E-voting	8,12,694	58,136	7.1535	58,136	-	100	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		58,136	7.1535	58,136	-	100	-
Public-Non Institutions	Remote E-voting	4,58,64,107	3,96,358	0.8642	3,94,799	1,559	99.6067	0.3933
	Venue voting/ Insta Poll		99,636	0	99,636	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,95,994	1.0814	4,94,435	1,559	99.6857	0.3143
Total		18,00,10,134	13,38,87,463	74.3777	13,38,85,904	1,559	99.9988	0.0012

Resolution No. 5	To appoint Sh. Swarup Kumar Saha (DIN: 08963678), as a Director							
Resolution Required: (Ordinary/Special)	Ordinary							
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	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	-	100	-
	Remote E-voting		58,136	7.1535	35,933	22,203	61.8085	38.1915
	Venue voting/ Insta Poll		-	-	-	-	-	-

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Public-Institutions	Postal Ballot (if applicable)	8,12,694	-	-	-	-	-	-
	Total		58,136	7.1535	35,933	22,203	61.8085	38.1915
Public-Non Institutions	Remote E-voting	4,58,64,107	3,95,635	0.8626	3,84,477	11,158	97.1797	2.8203
	Venue voting/ Insta Poll		99,636	0	99,636	-	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,95,271	1.0799	4,84,113	11,158	97.7471	2.2529
Total		18,00,10,134	13,38,86,740	74.3773	13,38,53,379	33,361	99.9751	0.0249

Resolution No. 6	To appoint Sh. Ashutosh Choudhury (DIN: 09245804), as a Director							
Resolution Required: (Ordinary/Special)	Ordinary							
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	-
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,33,33,333	100	13,33,33,333	-	100	-
Public-Institutions	Remote E-voting	8,12,694	58,136	7.1535	35,933	22,203	61.8085	38.1915
	Venue voting/ Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		58,136	7.1535	35,933	22,203	61.8085	38.1915
Public-Non Institutions	Remote E-voting	4,58,64,107	3,96,085	0.8636	3,90,682	5,403	98.6359	1.3641
	Venue voting/ Insta Poll		99,636	0	99,636	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,95,721	1.0808	4,90,318	5,403	98.9101	1.0899
Total		18,00,10,134	13,38,87,190	74.3776	13,38,59,584	27,606	99.9794	0.0206



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013
 and
 Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
 The Chairman

Meeting	25 th Annual General Meeting (AGM) of PNB Gilts Limited (the "Company")
Mode	Video Conferencing ("VC")
Day/Date/Time	Monday, 20th September, 2021, at 11:00 a.m. (IST)

Dear Sir/Ma'am,

1. I, Ankit Singhi, Practicing Company Secretary and Partner of M/s PI & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 25th Annual General Meeting ('AGM') of PNB Gilts Limited ('the Company') held on **Monday, 20th September, 2021, at 11:00 a.m. (IST)** through Video Conferencing ('VC') facility under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020 and January 15, 2021, with respect to the resolutions mentioned in AGM Notice dated August 25, 2021 ('AGM Notice').
2. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting results on the resolutions based on the votes casted on the resolutions.
3. I submit my report as under: -
 - i. In compliance of the SEBI Circulars and MCA Circulars, the AGM Notice was dispatched through electronic mode to 56,015 members of the Company on Saturday, August 28, 2021, whose e-mail address were registered with the Company's Share Transfer Agent / Depositories as on Friday, August 20, 2021.
 - ii. The Company engaged National Securities Depositories Limited ('NSDL') for providing services related to remote e-voting and e-voting at the AGM.



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

www.piassociates.co.in

- iii. The AGM Notice was simultaneously posted on the website of the Company and that of the e-voting agency i.e. NSDL. A copy of the AGM Notice was also posted on the website of National Stock Exchange of India Ltd and BSE Ltd.
- iv. The members of the Company as on the "cut off" date i.e. Monday, September 13, 2021 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.
- v. The remote e-voting period commenced on Thursday, September 16, 2021 at 9:00 A.M. (IST) and ended on Sunday, September 19, 2021 at 05:00 P.M. (IST).
- vi. After completion of e-voting at the AGM, the votes casted through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses, not in the employment of the Company, i.e., Mr. Kumar Gaurav and Ms. Riya Singh.
- vii. Thereafter, the data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the Share Transfer Agent of the Company and the authorizations lodged with us. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
- viii. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as Annexure- A.
- ix. Based on the aforesaid results, I report that all the Six (6) Resolutions as contained in the Item No. 1 to 6 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by


Managing Director



Thanking You
For PI & Associates
Company Secretaries



Ankit Singhi
Partner
ACS No.: A20642
C P No.: 16274
UDIN: A020642C000977356

Date: September 21, 2021

Place: New Delhi

Annexure- A

ORDINARY BUSINESSES:

Resolution No. 1: To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2021 and the Reports of the Auditors and the Board of Directors thereon:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes in favour of the resolution	99,636	13,37,88,340	13,38,87,976	99.9981
Votes against of the resolution	0	2,567	2,567	0.0019
Invalid Votes	Nil			
Total	99,636	13,37,90,907	13,38,90,543	100

Therefore, the Resolution No. 1 has been passed.

Resolution No. 2: To declare a final dividend of ₹ 3 per equity share of ₹ 10/- each for the year ended March 31, 2021:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes in favour of the resolution	99,636	13,37,89,744	13,38,89,380	99.9991
Votes against of the resolution	0	1,238	1,238	0.0009
Invalid Votes	Nil			
Total	99,636	13,37,90,982	13,38,90,618	100

Therefore, the Resolution No. 2 has been passed.



Resolution No. 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:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes in favour of the resolution	99,636	13,37,84,545	13,38,84,181	99.9977
Votes against of the resolution	0	3,089	3,089	0.0023
Invalid Votes	Nil			
Total	99,636	13,37,87,634	13,38,87,270	100

Therefore, the Resolution No. 3 has been passed.

Resolution No. 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 2021-22:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes in favour of the resolution	99,636	13,37,86,268	13,38,85,904	99.9988
Votes against of the resolution	0	1,559	1,559	0.0012
Invalid Votes	Nil			
Total	99,636	13,37,87,827	13,38,87,463	100

Therefore, the Resolution No. 4 has been passed.



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SPECIAL BUSINESSES:

Resolution No. 5: To appoint Sh. Swarup Kumar Saha (DIN: 08963678), as a Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes in favour of the resolution	99,636	13,37,53,743	13,38,53,379	99.9751
Votes against of the resolution	0	33,361	33,361	0.0249
Invalid Votes	Nil			
Total	99,636	13,37,87,104	13,38,86,740	100

Therefore, the Resolution No. 5 has been passed.

Resolution No. 6: To appoint Sh. Ashutosh Choudhury (DIN: 09245804), as a Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes in favour of the resolution	99,636	13,37,59,948	13,38,59,584	99.9794
Votes against the resolution	0	27,606	27,606	0.0206
Invalid Votes	Nil			
Total	99,636	13,37,87,554	13,38,87,190	100

Therefore, the Resolution No. 6 has been passed.

