

## MINUTE BOOK

**PNB GILTS LIMITED  
5, SANSAD MARG  
NEW DELHI**

Minutes of 16<sup>th</sup> Annual General Meeting of the company held on Saturday, 28<sup>th</sup> July, 2012 at 12:30 p.m. at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110 054

**Present :**

- |                      |                   |
|----------------------|-------------------|
| 1. Sh. K. R. Kamath  | Chairman          |
| 2. Sh. Rakesh Sethi  | Director          |
| 3. Dr. O. P. Chawla  | Director          |
| 4. Sh. S. K. Soni    | Director          |
| 5. Sh. P. P. Pareek  | Director          |
| 6. Sh. P. K. Chhokra | Director          |
| 7. Sh. S. K. Dubey   | Managing Director |
| 8. Ms. Monika Kochar | Company Secretary |

**In Attendance:**

- |  |   |
|--|---|
| 1. Sh. V. Bhutani and Sh. R. K. Mittal | Partner, M/s S. Mohan & Co.,<br>Statutory Auditors for the year 2010-11 |
|--|---|

As per attendance records, 241 members were present in person/proxy/authorized representative.

The Company Secretary welcomed the shareholders and Directors present in the meeting and briefed the shareholders about the green initiative taken by MCA and the company. Thereafter, she requested Sh. K. R. Kamath, Chairman, to take up proceedings of the meeting.

After ascertaining the quorum, the Chairman called the meeting to order and briefed the shareholders about the performance of the company during 2011-12 vis-à-vis the macroeconomic environment.

Thereafter, he proceeded with the agenda items as under :

**ORDINARY BUSINESS**

**ITEM NO. 1**

To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2012 and Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors' thereon.

With the permission of members present, the Annual Accounts and Directors' Report having already been circulated to the members were taken as read and the Auditors' Report was read by the Company Secretary. Thereafter, the Chairman responded to



CHAIRMAN'S  
INITIALS

*[Handwritten Signature]*

## MINUTE BOOK

all the queries raised by the members including those pertaining to Annual Accounts for the year 2011-12 and Directors' Report and Auditors' Report thereon.

Thereafter, Mr. Ashok Kumar Jain (DP ID - IN300118 and Client ID - 10230297) proposed the following resolution, which was seconded by Mr. Narender Singh Chauhan (DP ID - 14100 and Client ID - 1201410000008655) for adoption as an ordinary resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and Profit and Loss Account for the year ended on that date alongwith Directors' Report, Auditors' Report and CAG Comments thereon be and are hereby received, considered and adopted."

The resolution was passed unanimously.

**ITEM NO. 2**

**To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2012**

The Chairman apprised the members that as per RBI guidelines for Primary Dealers, maximum of 50% of the PAT can be distributed as dividend (PAT for FY 2011-12 was ₹ 21.05 crores and the maximum dividend which can be declared was around 7%). The Board of Directors, after seeking specific approval from RBI, has recommended a final dividend of ₹1/- per share i.e. 10% amounting to ₹ 1350.08 lakhs (excluding Dividend Distribution Tax) for the year 2011-12.

Thereafter, the resolution was taken as an ordinary resolution as under :

Proposed by : Mr. Vimal Jain (DP ID - IN300118 and Client ID - 10131690)  
Seconded by : Ms. Shashi Jain (DP ID - IN300118 and Client ID - 10227960)

"RESOLVED THAT the final dividend, as recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2012, ₹ 1/- per share be and is hereby declared for payment to those equity shareholders of the company whose name appear on the register of members as on July 20, 2012."

*It was informed that date of payment for said dividend shall be 22/08/12*

The resolution was passed unanimously.

**ITEM No. 3**

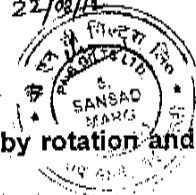
**To appoint a Director in place of Dr. Kamal Gupta, who retires by rotation and being eligible, offers himself for reappointment**

The Chairman after briefing the members with the details regarding experience, qualifications, shareholding and Directorships held by Dr. Kamal Gupta, put the resolution to vote as an ordinary resolution, which was :

Proposed by: Mr. Ratnesh Kumar Dubey (Folio No. 00018049)  
Seconded by: Ms. Suman Chandak (Folio No. 00020725)

CHAIRMAN'S  
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## MINUTE BOOK



"RESOLVED THAT Dr. Kamal Gupta, who retires by rotation in terms of Section 256 of the Companies Act, 1956 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the company."

The resolution was passed unanimously.

### ITEM NO. 4

**To appoint a Director in place of Sh. S. K. Soni, who retires by rotation and being eligible, offers himself for reappointment**

The Chairman put the resolution to vote as an ordinary resolution after briefing the shareholders about experience, qualifications, shareholding and directorships held by Sh. S. K. Soni and the resolution was :

Proposed by : Mr. Biswanath Routray (Folio No. 00024735)  
Seconded by: Mr. Vinod Sharma (Folio No. 00017664)

"RESOLVED THAT Sh. S. K. Soni, who retires by rotation in terms of Section 256 of the Companies Act, 1956 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the company."

The resolution was passed unanimously.

### ITEM NO. 5

**To appoint Auditors for the year 2012-13 and fix their remuneration**

The members were informed that as per the provisions of Section 619 B of the Companies Act, 1956, the Auditors of the company are appointed by the Comptroller and Auditor General of India (CAG). The CAG of India had appointed M/s S. Mohan & Co. as Statutory Auditors of the company for the financial year 2012-13. Therefore, Board of Directors of the company may be authorized to fix their remuneration of the Statutory Auditors for the said year. Thereafter, following resolution was passed as an ordinary resolution and the same was:

Proposed by : Mr. Naresh Chand (Folio No. 00012200)  
Seconded by : Mr. R. K. Kochar (Folio No. 00008017)

"RESOLVED THAT the Board of Directors of the company be and are hereby authorized to fix the remuneration of Auditors, M/s S. Mohan & Co., appointed by the Comptroller and Auditor General of India for the financial year 2012-13."

### SPECIAL BUSINESS

### ITEM NO. 6

**Appointment of Director – Ordinary Resolution**

After briefing the members with the details regarding experience, qualifications, directorships and shareholding of Sh. Rakesh Sethi, the Chairman put the resolution to vote as an ordinary resolution, which was :



CHAIRMAN'S  
INITIALS

## MINUTE BOOK



Proposed by : Mr. Anuj Bhargava (Folio No. 00018255)  
 Seconded by : Ms. Shashi Gupta (Folio No. 00018755)

"RESOLVED THAT Sh. Rakesh Sethi, who had been co-opted as an Additional Director of the company and who in terms of Section 260 of the Companies Act, 1956 holds office as Additional Director until this Annual General Meeting, and for the appointment of whom the company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company whose period of office will not be liable to retirement by rotation."

The resolution was passed by unanimously.

### ITEM NO. 7

#### Appointment of Director – Ordinary Resolution

The Chairman put the resolution to vote as an ordinary resolution after briefing the shareholders about experience, qualifications, shareholding and directorships held by Sh. P. K. Chhokra and the resolution was :

Proposed by : Mr. M S Gambhir (DP ID - IN300206 and Client ID - 10916305)  
 Seconded by : Mr. Arun Kumar Sharma (DP ID- IN30020 and Client ID – 10489038)

"RESOLVED THAT Sh. P. K. Chhokra, who had been co-opted as an Additional Director of the company and who in terms of Section 260 of the Companies Act, 1956 holds office as Additional Director until this Annual General Meeting, and for the appointment of whom the company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company whose period of office will not be liable to retirement by rotation."

### ITEM NO. 8

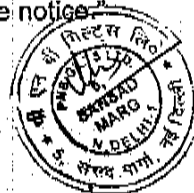
#### Appointment of Managing Director – Ordinary Resolution

The Chairman informed the members that the parent bank, Punjab National Bank had recalled the services of Sh. D.V.S.S.V. Prasad consequent to which, the Board of Directors of the company had appointed Sh. S. k. Dubey as the Managing Director of the company for a period of one year w.e.f. February 1, 2012. Thereafter, the Chairman put the resolution to vote and the same was :

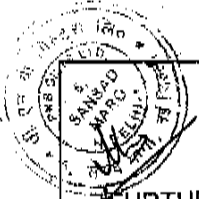
Proposed by : Mr. Jai Kumar Sharma (DP ID - IN300206 and Client ID - 10857957)  
 Seconded by : Ms. Manju Gupta (DP ID - IN300118 and Client ID - 10301627)

"RESOLVED THAT in terms of Section 269, 309, 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and Article 132-134 of the Articles of Association of the company, the consent of the company be and is hereby accorded to appointment of Sh. S. K. Dubey as the Managing Director of the company for a period of one year w.e.f. February 1, 2012 on the terms and conditions as set out in the Explanatory Statement annexed to the notice."

CHAIRMAN'S  
INITIALS



## MINUTE BOOK



FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to effect any change or modification in the terms of appointment including remuneration of the Managing Director subject to the relevant provisions of the Companies Act, 1956 including Schedule XIII of the said Act."

### ITEM NO. 9

#### Increase in borrowing powers of the company – Ordinary Resolution

The Chairman informed the members about the necessity of increasing the borrowing powers of the company to ₹ 5000 crore from ₹ 2500 crore as earlier approved by the members in their Annual General Meeting held on August 13, 2000. The matter was then considered as under –

Proposed by – Mr. R. P. Jain (DP ID - IN300781 and Client ID – 10024324)  
Seconded by – Ms. Prabha Sarin (DP ID - IN300966 and Client ID – 10038670)


"RESOLVED THAT in supersession of Resolution no. 8 passed at 3<sup>rd</sup> Annual General Meeting held on 13<sup>th</sup> August 1999 and pursuant to Section 293(1)(d) of Companies Act, 1956 or any amendment or modifications thereof and Article 64 of Articles of Association of the Company and all other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company, to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, subject to the proviso that such borrowing shall not exceed Rs. 5000 crore (Rupees Five Thousand Crores only) over and above the aggregate of the paid-up capital of the Company and its free reserves and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

The resolution was passed unanimously.

There being no other business, the Chairman declared the meeting as concluded.

The meeting ended with a vote of thanks to the Chair.

  
Company Secretary  
Date: 11-08-2012



  
Chairman

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