

April 13, 2017

<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 DCS- Listing The Stock Exchange, Mumbai Phiroz JeeJeebhoy Tower Dalal Street Mumbai- 400 001</p> <p><u>Scrip Code: 532366</u></p>
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REG: Certificate under the Reconciliation of Share Capital Audit mandated by SEBI vide its circular No. CIR/MRD/DP/30/2010 dated 6th September 2010


In pursuance of above, please find enclosed herewith the certificate obtained from qualified Chartered Accountant certifying the reconciliation of the total admitted capital with both depositories and the total issued and listed capital along with other matters as required under the said audit for the quarter ended March 31, 2017.

We further state that the admitted capital in terms of total number of shares of the company (as at 31.03.2017) stood at 18,00,10,134 [Eighteen Crore Ten Thousand One Hundred Thirty Four Only].

Kindly acknowledge the receipt.

Thanking you

Yours truly,
For PNB Gilts Ltd


(Monika Kochar)
Company Secretary





Ashu Gupta & Co.

COMPANY SECRETARIES

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CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED 31st MARCH, 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, records and other documents relating to **PNB GILTS LIMITED** (herein after referred to as Company) having its registered office at 5, Sansad Marg, New Delhi- 110001 maintained by **M/s MCS SHARE TRANSFER AGENT LIMITED** (Share Transfer Agent) having office at F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110020, pertaining to transfer of equity shares of the Company for the period from 1st October, 2016 to 31st March, 2017 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities and Exchange Board of India (listing Obligations and Disclosures Requirements) Regulations, 2015 and based on such examination as well as information and explanation furnished to me, which to the best of my knowledge and belief were necessary for the purposes of certification, I hereby certify that the Company has delivered during half year ended on 31st March, 2017:

- A) Share Certificate relating to the Share Transfer Deeds received during the period from 1st October, 2016 to 31st March, 2017 as entered in the Memorandum of Transfers, have been issued within 15 days from the respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) Share Certificates in respect of requests for consolidation, sub-division, replacement, spilt & issue of duplicate certificate during the period from 1st October, 2016 to 31st March, 2017 have been issued within stipulated time from the date of lodgment.

Place: New Delhi
Date: 13.04.2017

For Ashu Gupta & Co
Company Secretaries

(Ashu Gupta)
Prop.

C.P. No. 6646

