

September 16, 2017

<p>The Manager - Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.</p> <p><u>Scrip code: 532366</u></p>	<p>The Manager Listing National Stock Exchange Of India Ltd, Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai- 400 051.</p> <p><u>Scrip code: PNBGILTS</u></p>
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Dear Sir / Madam,

**Sub: 21<sup>th</sup> Annual General Meeting – Voting Results**

In accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the voting results in the prescribed format and report as submitted by the Scrutinizer on resolutions passed at the Annual General Meeting held on September 16, 2017.

This is for your information and records.

Thanking you

Yours truly,  
For PNB Gilts Ltd.

  
(Monika Kochar)  
Company Secretary



**21<sup>st</sup> ANNUAL GENERAL MEETING HELD ON 16<sup>TH</sup> SEPTEMBER, 2017**

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice and Addendum thereto of the 21<sup>st</sup> Annual General Meeting (AGM). The remote e-voting was open from 12<sup>th</sup> September, 2017 (9:00 a.m.) to 15<sup>th</sup> September, 2017 (5:00 p.m.).

In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands was not permitted at the general meeting where remote e-voting has been offered to the shareholders. Therefore, at the 21<sup>st</sup> AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Nitesh Latwal, Practising Company Secretary bearing CP No. 16276, as the Scrutinizer for remote e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 5:00 p.m. of 15<sup>th</sup> September, 2017 and poll received till the conclusion of the meeting and submitted their Reports (enclosed).

Based on the consolidated Report of the Scrutinizer (enclosed), all resolutions no. 1 to 7 as set out in Notice and Addendum thereto of 21<sup>st</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority.

September 16, 2017

For PNB Gilts Limited



  
(S. K. Dubey)  
Managing Director  
DIN: 001770805

**Details of Voting Results – 21st Annual General Meeting of PNB Gilts Limited**

Date of the AGM:	16-Sep-17
Total number of shareholders on record date (i.e. September 09, 2017 - cut - off date for voting purpose):	44041
No. of shareholders present in the meeting either in person or through proxy:	Promoter & Promoter Group : 1 Public : 87
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	NIL
Promoters and Promoter Group:	
Public:	

**Ordinary Business**

Resolution No. 1		Adoption of Audited Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.						
Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	133,333,333	133,333,333	100	133,333,333	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>133,333,333</b>	<b>133,333,333</b>	<b>100</b>	<b>133,333,333</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	4,744,802	386,006	8	386,006	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>4,744,802</b>	<b>386,006</b>	<b>8</b>	<b>386,006</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	41,931,999	62,791	0.15	62,791	0	100	0
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0
	<b>Total</b>	<b>41,931,999</b>	<b>65,239</b>	<b>0</b>	<b>65,239</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>180,010,134</b>	<b>133,784,578</b>	<b>74</b>	<b>133,784,578</b>	<b>0</b>	<b>100</b>	<b>0</b>



Resolution No. 2										
Declaration of final dividend of Rs. 2.50 per Equity Share for the year ended March 31, 2017.										
Resolution required: (Ordinary/Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting Poll	133,333,333	133,333,333	100	133,333,333	0	100	0	0	
	Postal Ballot (if applicable)		0	0			0	0	0	
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0	0	
Public Institutions	E-Voting Poll	4,744,802	386,006	8	386,006	0	100	0	0	
	Postal Ballot (if applicable)		0	0			0	0	0	
	Total	4,744,802	386,006	8	386,006	0	100	0	0	
Public Non Institutions	E-Voting Poll	41,931,999	62,585	0.15	62,585	0	100	0	0	
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0	0	
	Total	41,931,999	65,033	0.16	65,033	0	100	0	0	
	Total	180,010,134	133,784,372	74	133,784,372	0	100	0	0	

Resolution No. 3										
Appointment of Director in place of Sh. K. V. Brahmaji Rao (DIN: 068661202), who retires by rotation and being eligible, offers himself for reappointment.										
Resolution required: (Ordinary/Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting Poll	133,333,333	133,333,333	100	133,333,333	0	100	0	0	
	Postal Ballot (if applicable)		0	0			0	0	0	
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0	0	
Public Institutions	E-Voting Poll	4,744,802	386,006	8	386,006	0	100	0	0	
	Postal Ballot (if applicable)		0	0			0	0	0	
	Total	4,744,802	386,006	8	386,006	0	100	0	0	
Public Non Institutions	E-Voting Poll	41,931,999	62,185	0	61,535	650	98.95	1.05	0	
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0	0	
	Total	41,931,999	64,633	0	63,983	650	98.99	1.01	0	
	Total	180,010,134	133,783,972	74	133,783,322	650	99.9995	0.0005	0	



Resolution No. 4										
Authorization to Board of Directors to fix the remuneration of the Statutory Auditor(s) of the Company as and when appointed by the Comptroller and Auditor General of India for Financial Year 2017-18.										
Resolution required: (Ordinary/Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting Poll	133,333,333	133,333,333	100	133,333,333	0	100	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	<b>Total</b>	<b>133,333,333</b>	<b>133,333,333</b>	<b>100</b>	<b>133,333,333</b>	<b>0</b>	<b>100</b>	<b>0</b>		
Public Institutions	E-Voting Poll	4,744,802	386,006	8	386,006	0	100	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	<b>Total</b>	<b>4,744,802</b>	<b>386,006</b>	<b>8</b>	<b>386,006</b>	<b>0</b>	<b>100</b>	<b>0</b>		
Public Non Institutions	E-Voting Poll	41,931,999	62,385	0	62,251	134	99.79	0.21		
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0		
	<b>Total</b>	<b>41,931,999</b>	<b>64,833</b>	<b>0.15</b>	<b>64,699</b>	<b>134</b>	<b>99.79</b>	<b>0.21</b>		
<b>Total</b>		<b>180,010,134</b>	<b>133,784,172</b>	<b>74</b>	<b>133,784,038</b>	<b>134</b>	<b>99.9999</b>	<b>0.0001</b>		

**Special Business**

133,781,590

Resolution No. 5										
Appointment of Sh. Sunil Mehta (DIN: 07430460) as Director of the Company.										
Resolution required: (Ordinary/Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting Poll	133,333,333	133,333,333	100	133,333,333	0	100	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	<b>Total</b>	<b>133,333,333</b>	<b>133,333,333</b>	<b>100</b>	<b>133,333,333</b>	<b>0</b>	<b>100</b>	<b>0</b>		
Public Institutions	E-Voting Poll	4,744,802	386,006	8	386,006	0	100	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	<b>Total</b>	<b>4,744,802</b>	<b>386,006</b>	<b>8</b>	<b>386,006</b>	<b>0</b>	<b>100</b>	<b>0</b>		
Public Non Institutions	E-Voting Poll	41,931,999	62,285	0	60,280	2,005	96.78	3		
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0		
	<b>Total</b>	<b>41,931,999</b>	<b>64,733</b>	<b>0</b>	<b>62,728</b>	<b>2,005</b>	<b>96.90</b>	<b>3.10</b>		
<b>Total</b>		<b>180,010,134</b>	<b>133,784,072</b>	<b>74</b>	<b>133,782,067</b>	<b>2,005</b>	<b>99.9985</b>	<b>0.0015</b>		



Resolution No. 6										
Re-appointment of Sh. S. K. Dubey (DIN: 01770805) as the Managing Director of the Company for a period effective from 01.02.2018 to 31.01.2019										
Resolution required: (Ordinary/Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
Ordinary Resolution										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting Poll	133,333,333	133,333,333	100	133,333,333	0	100	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>	<b>133,333,333</b>	<b>133,333,333</b>	<b>100</b>	<b>133,333,333</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting Poll	4,744,802	386,006	8	386,006	0	100	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>	<b>4,744,802</b>	<b>386,006</b>	<b>8</b>	<b>386,006</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting Poll	41,931,999	62,755	0	60,931	1,824	97.093	2.907	0	3
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0	0	0
	<b>Total</b>	<b>41,931,999</b>	<b>65,203</b>	<b>0.16</b>	<b>63,379</b>	<b>1,824</b>	<b>97.20</b>	<b>2.803</b>	<b>0</b>	<b>3</b>
<b>Total</b>		<b>180,010,134</b>	<b>133,784,542</b>	<b>74</b>	<b>133,782,718</b>	<b>1,824</b>	<b>99.9986</b>	<b>0.0014</b>		

Resolution No. 7										
Re-appointment of Smt. Sunita Gupta (DIN: 06902258) as the Whole-time Director (with designation 'Executive Director & CFO') of the Company for a period effective from 01.09.2017 to 31.08.2020										
Resolution required: (Ordinary/Special)										
Whether promoter/ promoter group are interested in the agenda/ resolution?										
Ordinary Resolution										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting Poll	133,333,333	133,333,333.00	100	133,333,333.00	0	100	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>	<b>133,333,333</b>	<b>133,333,333</b>	<b>100</b>	<b>133,333,333</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting Poll	4,744,802	386,006	8	386,006	0	100	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>	<b>4,744,802</b>	<b>386,006</b>	<b>8</b>	<b>386,006</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting Poll	41,931,999	62,885	0	61,407	1,478	97.65	2.35	0	2
	Postal Ballot (if applicable)		2,448	0	2,448	0	100	0	0	0
	<b>Total</b>	<b>41,931,999</b>	<b>65,333</b>	<b>0.16</b>	<b>63,855</b>	<b>1,478</b>	<b>97.74</b>	<b>2.26</b>	<b>0</b>	<b>2</b>
<b>Total</b>		<b>180,010,134</b>	<b>133,784,672</b>	<b>74</b>	<b>133,783,194</b>	<b>1,478</b>	<b>99.9989</b>	<b>0.0011</b>		



**SCRUTINIZER'S REPORT**

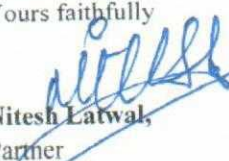
To,  
The Chairman  
**PNB Gilts Limited**

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 21<sup>st</sup> Annual General Meeting of your Company held on Saturday, September 16, 2017 at 11:00 A.M. at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you  
Yours faithfully

  
**Nitesh Latwal,**  
Partner  
PI & Associates  
ACS No. A32109, CP No. 16276



Date: 16/09/2017  
Place: New Delhi

**For PNB GILTS LIMITED**

  
**S.K. Dubey**  
Managing Director

**CORPORATE OFFICE**

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**LOCATIONS**

Hyderabad | Trivandrum | Vadodara

[www.piassociates.co.in](http://www.piassociates.co.in)

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairperson of the 21<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders' of PNB Gilts Limited held on Saturday, September 16, 2017 at 11:00 A.M. at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054.

Madam,

I, Nitesh Latwal, Practising Company Secretary (CP No. 16276), was appointed by the Board of Directors of the Company to act as the Scrutinizer in terms of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of remote e – voting and physical votes through ballot paper at the 21<sup>st</sup> Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM.

My responsibility as a scrutinizer is to ensure that for voting process of both through electronic means and by poll at the meeting are conducted in a fair and transparent manner and to give scrutinizer's report(s) of the votes cast in "Favour" or "Against" on the resolutions, based on the reports generated from the e – voting system provided by NSDL, the Agency authorized under the Rules and from the Poll Papers received at the venue of the AGM of the Company.

I submit my report as under:-

1. The Remote e – voting period remained open from 9:00 a.m. Tuesday, September 12, 2017 upto 5:00 p.m. Friday, September 15, 2017.
2. The members of the Company as on the "cut off" date i.e. September 9, 2017, were entitled to vote on the resolutions as set out in the notice of the 21<sup>st</sup> AGM and Addendum thereto.
3. After the time fixed for closing of the poll at the 21<sup>st</sup> AGM by the Chairman, one ballot box kept for poll was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

For PNB GILTS LIMITED

*S.K. Dubey*  
S.K. Dubey  
Managing Director



*Nitesh Latwal*



5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After this, the votes cast on remote e – voting were unblocked in the presence of two witnesses who were not in employment of the Company and e – voting result/ list of equity shareholders who have voted “ FOR” and “AGAINST” were downloaded from the e–voting website of National Securities Depository Limited i.e. website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
7. The combined results of the voting i.e. remote e – voting through e – voting services by NSDL and poll at the 21<sup>st</sup> AGM is annexed herewith in **Annexure I**
8. A Compact Disc (CD) containing a list of Equity shareholders who voted “FOR, “AGAINST” and those votes were declared invalid for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
10. Based on the aforesaid results, I report that all the 7 Ordinary Resolutions as contained in the Item No. 1 to 7 of Notice of 21<sup>st</sup> AGM of the company and Addendum to the said Notice, have been passed with requisite majority.

Thanking you  
Yours faithfully

**Nitesh Latwal,**  
Partner  
PI & Associates  
ACS No. A32109, CP No. 16276

Date: 16.09.2017  
Place: New Delhi



**For PNB GILTS LIMITED**

*S.K. Dubey*  
**S.K. Dubey**  
Managing Director

Combined Results of Remote E-Voting and Poll – 21<sup>st</sup> Annual General Meeting of PNB Gilts Limited**A) Ordinary Business:****Item No. 1 – Ordinary resolution**

**Adoption of Audited Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	105	1,33,782,130	13	2,448	118	1,33,784,578	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	2*	71, 236			
<b>Total</b>	<b>105</b>	<b>1,33,782,130</b>	<b>15</b>	<b>73,684</b>	<b>118</b>	<b>1,33,784,578</b>	<b>100</b>

*The above resolution was passed with requisite majority.*

**Item No. 2 – Ordinary resolution**

**Declaration of final dividend of Rs. 2.50 per Equity Share for the year ended March 31, 2017.**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	106	1,33,781,924	13	2,448	119	1,33,784,372	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	2*	71, 236			



Total	106	1,33,781,924	15	73,684	119	1,33,784,372	100
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*The above resolution was passed with requisite majority.*

**Item No. 3 – Ordinary resolution**  
**Appointment of Director in place of Sh. K. V. Brahmaji Rao (DIN: 06861202), who retires by rotation and being eligible, offers himself for reappointment.**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	100	1,33,780,874	13	2,448	113	1,33,783,322	99.9995
Voted against the resolution	4	650	0	0	4	650	0.0005
Invalid Votes	0	0	2*	71,236			
<b>Total</b>	<b>104</b>	<b>1,33,781,524</b>	<b>15</b>	<b>73,684</b>	<b>117</b>	<b>1,33,783,972</b>	<b>100</b>

*The above resolution was passed with requisite majority.*

**Item No. 4 – Ordinary resolution**  
**Authorization to Board of Directors to fix the remuneration of the Statutory Auditor(s) of the Company as and when appointed by the Comptroller and Auditor General of India for FY 2017-18.**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	103	1,33,781,590	13	2,448	116	1,33,784,038	99.9999
Voted against the resolution	2	134	0	0	2	134	0.0001
Invalid Votes	0	0	2*	71,236			



Total	105	1,33,781,724	15	73,684	118	133,784,172	100
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*The above resolution was passed with requisite majority.*

**B) SPECIAL BUSINESS:**

**Item No. 5 – Ordinary resolution  
Appointment of Sh. Sunil Mehta (DIN: 07430460), as Director of the Company.**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	99	133,779,619	13	2,448	112	133,782,067	99.9985
Voted against the resolution	6	2005	0	0	6	2005	0.0015
Invalid Votes	0	0	2*	71,236			
<b>Total</b>	<b>105</b>	<b>1,33,781,624</b>	<b>15</b>	<b>73,684</b>	<b>118</b>	<b>133,784,072</b>	<b>100.0000</b>

*The above resolution was passed with requisite majority.*

**Item No. 6 – Ordinary resolution  
Re-appointment of Sh. S. K. Dubey (DIN: 01770805) as Managing Director for a period effective from 01.02.2018 to 31.01.2019**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	100	133,780,270	13	2,448	113	133,782,718	99.9986
Voted against the resolution	5	1824	0	0	5	1824	0.0014



Invalid Votes	0	0	71,236	118	133,784,542	100.0000
<b>Total</b>	<b>105</b>	<b>15</b>	<b>73,684</b>	<b>118</b>	<b>133,784,542</b>	<b>100.0000</b>

*The above resolution was passed with requisite majority.*

**Item No. 7 – Ordinary Resolution**  
**Re-appointment of Smt. Sunita Gupta (DIN: 06902258) as Whole-time Director (with designation ‘Executive Director & CFO’) for a period effective from 01.09.2017 to 31.08.2020**

	Remote e – voting		Voting by Poll		Consolidated valid voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	101	133,780,746	13	2,448	114	133,783,194	99.9989
Voted against the resolution	6	1478	0	0	6	1478	0.0011
Invalid Votes	0	0	2*	71,236			
<b>Total</b>	<b>107</b>	<b>133,782,224</b>	<b>15</b>	<b>73,684</b>	<b>120</b>	<b>133,784,672</b>	<b>100.0000</b>

*The above resolution was passed with requisite majority.*

*\*I have not considered the vote cast by the Promoters by ballot paper at the meeting since they had already cast their vote through remote e-voting*

**Nitesh Latwal**

Partner

PI & Associates

ACS No. A32109, CPN No. 16276



**For PNB GILTS LIMITED**

*S.K. Dubey*

**S.K. Dubey**

Managing Director