

September 15, 2018

<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: 22nd 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 15, 2018.

This is for your information and records.

Thanking you

Yours truly,
For PNB Gilts Ltd.


(Monika Kochar)
Company Secretary



22nd ANNUAL GENERAL MEETING HELD ON 15TH SEPTEMBER, 2018

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 22nd Annual General Meeting (AGM). The remote e-voting was open from 11th September, 2018 (9:00 a.m.) to 14th September, 2018 (5:00 p.m.).

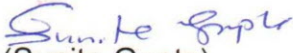
In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands was not permitted at the general meeting where remote e-voting has been offered to the shareholders. Therefore, at the 22nd AGM, voting was conducted by means of poll.

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 14th September, 2018 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 6 as set out in Notice and Addendum thereto of 22nd Annual General Meeting have been duly approved by the shareholders with requisite majority.

September 15, 2018

For PNB Gilts Limited


(Sunita Gupta)

Executive Director & CFO
DIN: 06902258



Details of Voting Results - 22nd Annual General Meeting of PNB Gilts Limited

Date of the AGM:	15-Sep-18
Total number of shareholders on record date (i.e. September 08, 2018 - cut - off date for voting purpose):	48692
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Promoter & Promoter Group : 1
Public:	Public : 165
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public:	

Ordinary Business

Resolution No. 1				Adoption of Audited Financial Statements of the Company for the year ended March 31, 2018 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
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0
Public Institutions	E-Voting	1,427,715	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	1,427,715	0	0	0	0	0	0
Public Non Institutions	E-Voting	45,249,086	65,224	0.1441	65,212	12	99.9816	0.0184
	Poll		1,567	0.0035	1,567	0	100	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	45,249,086	66,791	0.1476	66,779	12	99.9820	0.0180
Total		180,010,134	133,400,124	74.1070	133,400,112	12	100.00	0



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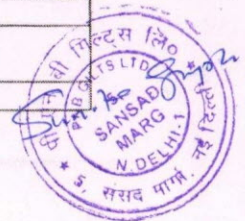


Resolution No. 2				Declaration of final dividend of Re. 1/- per Equity Share for the year ended March 31, 2018.				
Resolution required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No. of shares 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
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0
Public Institutions	E-Voting	1,427,715	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	1,427,715	0	0	0	0	0	0
Public Non Institutions	E-Voting	45,249,086	65,224	0.1441	65,212	12	99.9816	0.0184
	Poll		1,567	0.0035	1,567	0	100	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	45,249,086	66,791	0.1476	66,779	12	99.9820	0.0180
Total		180,010,134	133,400,124	74.1070	133,400,112	12	100	0

Resolution No. 3				Appointment of Director in place of Smt. Sunita Gupta (DIN: 06902258), who retires by rotation and being eligible, offers herself for reappointment.				
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	133333333	133,333,333	100	133,333,333	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0
Public Institutions	E-Voting	1,427,715	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	1,427,715	0	0	0	0	0	0



Sunita



Public Non Institutions	E-Voting	45,249,086	65,224	0.1441	63,692	1,532	97.6512	2.3488
	Poll		1,567	0.0035	1,567	0	100	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	45,249,086	66,791	0.1476	65,259	1,532	97.7063	2.2937
Total		180,010,134	133,400,124	74.1070	133,398,592	1,532	99.9989	0.0011

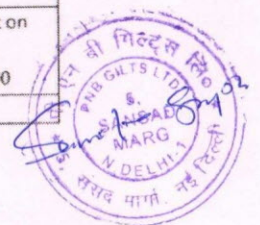
Resolution No. 4				Authorization to Board of Directors to fix the remuneration of the Statutory Auditor(s) of the Company as and when appointed by the Comptroller and Auditor General of India for Financial Year 2018-19.				
Resolution required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ 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
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0
Public Institutions	E-Voting	1,427,715	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	Not Applicable						
	Total	1,427,715	0	0	0	0	0	0
Public Non Institutions	E-Voting	45,249,086	65,224	0.1441	64,326	898	98.6232	1.3768
	Poll		1,567	0.0035	1,567	0	100	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	45,249,086	66,791	0.1476	65,893	898	98.6555	1.3445
Total		180,010,134	133,400,124	74.1070	133,399,226	898	99.9993	0.0007

Special Business

Resolution No. 5				Appointment of Sh. Ashok Kumar Pradhan (DIN:06777880) as Director of the Company, whose office shall be liable to retire by rotation.				
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
	E-Voting	133,333,333	133,333,333	100	133,333,333	0	100	0



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Promoter and Promoter Group	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0
Public Institutions	E-Voting	1,427,715	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	1,427,715	0	0	0	0	0	0
Public Non Institutions	E-Voting	45,249,086	65,206	0.1441	63,795	1,411	97.8361	2.1639
	Poll		1,567	0.0035	1,567	0	100	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	45,249,086	66,773	0.1476	65,362	1,411	97.8869	2.1131
Total	180,010,134	133,400,106	74.1070	133,398,695	1,411	99.9989	0.0011	

Resolution No. 6				Appointment of Sh. Satish Kumar Kalra (DIN: 01952165) as Independent Director for a tenure of 5 years w.e.f. 15.09.2018, whose office shall not be liable to retire by rotation				
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
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	133,333,333	133,333,333	100	133,333,333	0	100	0
Public Institutions	E-Voting	1,427,715	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	1,427,715	0	0	0	0	0	0
Public Non Institutions	E-Voting	45,249,086	65,224	0.1441	53,993	11,231	82.7809	17.2191
	Poll		1,567	0.0035	1,567	0	100	0
	Postal Ballot (if applicable)	Not Applicable						
	Total	45,249,086	66,791	0.1476	55,560	11,231	83.1849	16.8151
Total	180,010,134	133,400,124	74.1070	133,388,893	11,231	99.9916	0.0084	

Note: All the aforesaid resolutions were passed with requisite majority



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COMBINED SCRUTINIZER REPORT FOR E - VOTING AND POLL FOR PNB GILTS LIMITED

To,

The Chairman
PNB Gilts Limited
5, Sansad Marg,
New Delhi - 110001

Dear Sir,

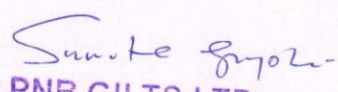
At the outset, I would like to thank you for appointing me as a scrutinizer for the voting through remote e-voting and ballot voting by your members, at the 22nd Annual General Meeting of your Company held on Saturday, September 15, 2018 at 11:00 A.M. at Punjab National Bank, Head Office, Plot No. 4, Sector 10, Dwarka, New Delhi – 110 075.

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




For PNB GILTS LTD.

(Sunita Gupta)
Executive Director

Date: 15/09/2018
Place: New Delhi

CORPORATE OFFICE

D-28 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

LOCATIONS

Hyderabad | Trivandrum | Vadodara

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 Chairman of the 22nd Annual General Meeting (AGM) of the Equity Shareholders' of PNB Gilts Limited held on Saturday, September 15, 2018 at 11:00 A.M. at Punjab National Bank, Head Office, Plot No. 4, Sector 10, Dwarka, New Delhi – 110 075.

Dear Sir,

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 and 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 22nd 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 ballot paper at the AGM 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 Ballot Papers received at the venue of the AGM of the Company.

I submit my report as under:-

1. The Remote e - voting period was commenced from 9:00 a.m. Tuesday, September 11, 2018 and ended on 5:00 p.m. Friday, September 14, 2018.
2. The members of the Company as on the "cut off" date i.e. September 8, 2018, were entitled to vote on the resolutions as set out in the notice of the 22nd AGM and Addendum thereto.
3. After the time fixed for closing of the poll at the 22nd 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.



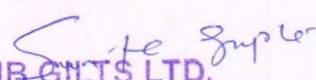
5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After this, the votes cast on remote e - voting were unblocked in the presence of two witnesses who were not in employment of the Company and e - voting result/ list 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.
7. The combined results of the voting i.e. remote e - voting through e - voting services by NSDL and poll at the 22nd AGM is annexed herewith in **Annexure I**.
8. The poll papers and all other relevant records will be handed over to the Company Secretary/Director in a sealed cover for safe keeping.
9. Based on the aforesaid results, I report that all the six (6) Resolutions as contained in the Item No. 1 to 6 of Notice of 22nd AGM of the company and Addendum to the said Notice, have been passed with requisite majority.

Thanking You,

For PI & Associates


Nitesh Latwal
M.No. A32109
COP: 16276




For PNB GILTS LTD.

(Sunita Gupta)
Executive Director

Date: 15/09/2018
Place: New Delhi

Combined Results of Remote E-Voting and Poll – 22nd 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, 2018 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 favor of the resolution	75	133,398,545	40	1567	115	133,400,112	100.00
Voted against the resolution	1	12	0	0	1	12	0.00
Invalid Votes	0	0	4	133,333,501	0	0	0
Total	76	133,398,557	44	133,335,068	116	133,400,124	100.00

Item No . 2: Ordinary Resolution							
Declaration of final dividend of Rs. 1/- per Equity Share for the year ended March 31, 2018.							
	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 favor of the resolution	75	133,398,545	40	1567	115	133,400,112	100.00
Voted against the resolution	1	12	0	0	1	12	0.00
Invalid Votes	0	0	4	133,333,501	0	0	0
Total	76	133,398,557	44	133,335,068	116	133,400,124	100.00



Item No . 3: Ordinary Resolution
Appointment of Director in place of Smt. Sunita Gupta (DIN: 06902258), who retires by rotation and being eligible, offers herself 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 favor of the resolution	70	133,397,025	40	1567	110	133,398,592	99.9989
Voted against the resolution	6	1532	0	0	6	1532	0.0011
Invalid Votes	0	0	4	133,333,501	0	0	0
Total	76	133,398,557	44	133,335,068	116	133,400,124	100.00

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 Financial Year 2018-19.

	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 favor of the resolution	72	133,397,659	40	1567	112	133,399,226	99.9993
Voted against the resolution	4	898	0	0	4	898	0.0007
Invalid Votes	0	0	4	133,333,501	0	0	0
Total	76	133,398,557	44	133,335,068	116	133,400,124	100.00



B. Special Business

Item No . 5: Ordinary Resolution

Appointment of Sh. Ashok Kumar Pradhan (DIN: 06777880) as Director of the Company, whose office shall be liable to retire by rotation.

	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 favor of the resolution	70	133,397,128	40	1567	110	133,398,695	99.9989
Voted against the resolution	4	1411	0	0	4	1411	0.0011
Invalid Votes	0	0	4	133,333,501	0	0	0
Total	74	133,398,539	44	133,335,068	114	133,400,106	100.00

Item No . 6: Ordinary Resolution

Appointment of Sh. Satish Kumar Kalra (DIN: 01952165) as Independent Director for a tenure of 5 years w.e.f. 15.09.2018, whose office shall not be liable to retire by rotation

	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 favor of the resolution	68	133,387,326	40	1567	108	133,388,893	99.9916
Voted against the resolution	8	11231	0	0	8	11231	0.0084
Invalid Votes	0	0	4	133,333,501	0	0	0
Total	76	133,398,557	44	133,335,068	116	133,400,124	100.00

