

Date: 06.01.2025

The Manager – Listing National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051 <u>Scrip Code: PNBGILTS</u>	The Manager – Listing BSE Ltd. Phiroze JeeJeebhoy Towers Dalal Street Mumbai- 400 001 <u>Scrip Code: 532366</u>
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Sub: Submission of Scrutinizer Report for Postal Ballot dated December 4, 2024

Dear Sir / Madam,

This is in furtherance to our letter dated December 4, 2024, wherein the Postal Ballot Notice of PNB Gilts Limited ('the Company') for obtaining the approval of Members of the Company for appointment of the following persons was submitted :

- Sh. Raj Kamal Verma (DIN: 07847454) as an Independent Director of the Company, who was appointed as an Additional Director (in the category of Independent director) of the Company w.e.f. 10.10.2024,
- Dr. Rekha Jain (DIN: 01586688) as an Independent Director of the Company, who was appointed as an Additional Director (in the category of Independent director) of the Company w.e.f. 07.11.2024,

Please note that the scrutiner has submitted his report on the postal ballot, copy of which is attached. We may also inform you that the special resolutions set out in such notice were passed with requisite majority by the members of the Company.

The scrutiner's report will also be made available on the Company's website at : www.pnbgilts.com

You are requested to please take the same on record.

This is for your information and records.

Yours faithfully,
For PNB Gilts Ltd.

(Monika Kochar)
Company Secretary

Encl: A/a

SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)
FOR
PNB GILTS LIMITED

To,

The Chairman

PNB Gilts Limited

CIN: L74899DL1996PLC077120

Sansad Marg,

New Delhi - 110001

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Ankit Singhi, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **PNB Gilts Limited** ("the Company") on November 28, 2024, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolutions mentioned in the notice of Postal Ballot dated December 4, 2024 ("Notice") under the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("Rules") and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 (collectively referred to as the "MCA Circulars"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-

S.No.	Type of Resolution	Particulars
1.	Special Resolution	To appoint Sh. Raj Kamal Verma (DIN: 07847454) as an Independent Director of the Company
2.	Special Resolution	To appoint Dr. Rekha Jain (DIN: 01586688) as an Independent Director of the Company.

In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from MCS Share Transfer Agent ("**RTA**") as on Friday, November 29, 2024 ("**cut-off date**").
2. The Company completed the dispatch of Notice by e-mail on Wednesday, December 04, 2024. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Financial Express and Jansatta newspaper on Thursday, December 05, 2024, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Thursday, December 05, 2024 from 9:00 A.M. (IST) onwards and ended on Friday, January 03, 2025, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by National Security Depositories Limited ("**Authorized Agency**") to provide remote e-voting facility viz.: www.evoting.nsdl.com.
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: www.evoting.nsdl.com.
6. The remote e-voting was unblocked on Friday, January 03, 2025, after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for the resolutions set out in said Notice, and all votes cast up to Friday, January 03, 2025, 5:00 P.M. (IST), i.e., the last date and

time fixed by the Company for postal ballot process have been considered for the purpose of this report.

9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
11. Based on such results, I hereby certify that the resolutions as set out in Notice has been approved and passed by the requisite consent of the members.
12. The resolutions specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Friday, January 03, 2025.

Thanking You

Countersigned by



Chandra Prakash

**Chief Financial Officer
PNB Gilts Limited**



Date: 06.01.2025

Place: New Delhi

**For PI & Associates
Company Secretaries**



Ankit Singhi

Partner

FCS No.: 11685

C P No.: 16276

PR: 1498/2021

UDIN: F011685F003582912

Annexure- A

Item No. 1: To appoint Sh. Raj Kamal Verma (DIN: 07847454) as an Independent Director of the Company

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	373	13,40,78,666	99.9944	44	7,503	0.0056		
Postal Ballot	Not Applicable							
Total	373	13,40,78,666	99.9944	44	7,503	0.0056		

Result: The special resolution has been passed with requisite consent.



Item No. 2: To appoint Dr. Rekha Jain (DIN: 01586688) as an Independent Director of the Company.

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	370	13,40,77,045	99.9931	46	9,208	0.0069		
Postal Ballot	Not Applicable							
Total	370	13,40,77,045	99.9931	46	9,208	0.0069		

Result: The special resolution has been passed with requisite consent.

