

Date: 02.09.2022

The Manager – Listing National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051  Scrip Code: PNBGILTS	The Manager – Listing DCS- Listing BSE Limited Phiroze JeeJeebhoy Towers Dalal Street, Mumbai- 400 001  Scrip Code: 532366
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**Sub: Proceedings of 26<sup>th</sup> Annual General Meeting of PNB Gilts Limited.**

**Ref: Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sir / Madam,

In accordance with above referred provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), we wish to inform you that the 26<sup>th</sup> Annual General Meeting ("AGM") of the Company was held today viz. 2<sup>nd</sup> September, 2022 at 11.00 A.M. through Video Conferencing (VC).

In this regard, please find enclosed herewith the proceedings of the 26<sup>th</sup> Annual General Meeting of the Company.

The above is for your information and records.

Thanking You,

Yours faithfully,  
For PNB Gilts Ltd

(Monika Kochar)  
Company Secretary

Encl: A/a

**SUMMARY OF PROCEEDINGS OF THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF THE  
MEMBERS OF PNB GILTS LIMITED**

The 26th Annual General Meeting (AGM) of the members of PNB Gilts Limited (“Company”) was held today i.e. Friday, September 2, 2022 at 11:00 a.m. (IST) through Video Conferencing (VC) in compliance with Circular No. 14/2020 dated April 08, 2020, Circular No. 17 /2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs (hereinafter collectively referred to as 'Circulars') and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder.

Ms. Monika Kochar, Company Secretary welcomed the members and other attendees at virtual Annual General Meeting.

Mr. Kalyan Kumar, Chairman (Non-Executive & Non-Independent) of the Company, chaired the Annual General Meeting.

Following other Directors, Company Secretary and Chief Financial Officer were also present in the meeting -

- a. Mr. P P Pareek, Independent Director and Chairman of the Audit Committee & IT Committee;
- b. Mr. S. K. Kalra, Independent Director and Chairman of Risk Management Committee & IT Strategy Committee;
- c. Ms. Uma Ajay Relan, Independent Director and Chairperson of the Stakeholders' Relationship Committee & Corporate Social Responsibility Committee;
- d. Dr. T. M. Bhasin, Independent Director and Chairman of Nomination and Remuneration Committee;
- e. Mr. Ashutosh Choudhury, Non-Executive & Non-Independent Director;
- f. Mr. Vikas Goel, Managing Director & CEO;
- g. Ms. Monika Kochar, Company Secretary; and
- h. Mr. Chandra Prakash, Chief Financial Officer.

It was informed to the members that the Annual Report for the year 2021-22 including the Notice of AGM, had been emailed to the members on August 5, 2022 and it was also informed that the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 along with other documents as referred in AGM Notice etc. were available at the NSDL's e-voting platform for electronic inspection by the members till the conclusion of the meeting.

Requisite quorum being present, the Chairman called the meeting to order. 79 members were present through VC. Since this AGM was held through VC pursuant to MCA circulars, the facility for appointment of proxies by the members was not available.

The Chairman then introduced the Directors, Company Secretary and Chief Financial Officer present in the meeting. The representatives of the Statutory Auditors viz., M/s Rasool Singhal & Co., Chartered Accountants, Secretarial Auditors viz., M/s Pranav Kumar & Associates, Practicing Company Secretaries and Scrutinizer to AGM viz. Mr. Ankit Singhi (CP No. 16274), Practicing Company Secretary and Partner of PI & Associates, Company Secretaries attended the meeting through VC from their respective locations.

Other senior management personnel of the Company were also present in the meeting.

The Chairman then delivered his speech and gave an overview of the performance of the Company during FY 2021-22.

With the consent of the members, the Notice convening the Annual General Meeting, the Directors' Report and the Auditor Report of Statutory Auditor & Secretarial Auditor were taken as read. The Chairman informed that there were no qualifications or observations or adverse comments or remarks in the reports of Statutory Auditor and Secretarial Auditor. Thereafter, the Chairman directed the CFO to read the comments of the Comptroller & Auditor General of India on the financial statements of the Company for the year ended March, 2022 and explanations thereof. The CFO read the same and informed the members that these comments do not have any material impact on the financial position of the Company.

The business items placed before the members for approval as per the Notice of the AGM were then summarized to the members present. Detail(s) of such businesses is provided below:

### **ORDINARY BUSINESSES**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2022 and the Reports of the Auditors and the Board of Directors thereon.
2. To declare a final dividend of Rs. 5/- per Equity Share of Rs. 10/- each for the year ended 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Sh. Ashutosh Choudhury (holding DIN: 09245804), who is liable to retire by rotation and being eligible, offers himself for reappointment.
4. To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2022-23.

### **SPECIAL BUSINESS**

5. To appoint Sh. Kalyan Kumar (DIN: 09631251), as a Director, liable to retire by rotation (Ordinary Resolution)

On the invitation, Members who had registered themselves as speakers, addressed the meeting through VC and sought clarification on financials of the Company. The members who could not register themselves as speaker shareholder were provided a communication box facility on NSDL platform for raising their queries. The Chairman/ Management responded to all the queries of the registered speaker/non-registered speaker Members and provided the clarifications.

It was informed that the members who have not cast their votes through remote e-voting were provided an opportunity to cast their votes electronically at the meeting.

The Company Secretary thanked the members for participating in the meeting. The e-voting facility was kept open for next 30 minutes to enable the members to cast their vote.

The businesses specified above were taken up for voting accordingly.

It was announced that the results of voting shall be declared after receiving of scrutinizer's report within 2 working days from conclusion of the meeting. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.pnbgilts.com](http://www.pnbgilts.com) and on the website of NSDL and shall also be submitted immediately to the BSE Limited and the National Stock Exchange of India Limited.

Thereafter, the Chairman concluded the meeting at 11:56 P.M. with a vote of thanks to the participants and informed that the e- voting window shall remain open for next 30 minutes.

Thanking You,

Yours faithfully,  
For PNB Gilts Ltd

(Monika Kochar)  
Company Secretary