

June 23, 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 May 21, 2025**

Dear Sir / Madam,

This is in furtherance to our letter dated May 21, 2025, wherein the Postal Ballot Notice of PNB Gilts Limited ('the Company'), for obtaining the approval of Members of the Company for an increase in the borrowing powers of the Company via special resolution, was submitted.

We wish to inform you that the Scrutinizer has submitted his report on the postal ballot, a copy of which is attached. We further inform you that the special resolution, as set out in such notice, was passed with the requisite majority by the Members of the Company.

The scrutinizer's report will also be made available on the Company's website at: [www.pnbgilts.com](http://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 & Chief Compliance Officer

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, Nitesh Latwal, 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 May 15, 2025, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolution mentioned in the notice of Postal Ballot dated May 21, 2025 ("**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 resolution forming part of the Notice:-

S.No.	Type of Resolution	Particulars
1.	Special Resolution	To increase the borrowing power of the Company

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

  
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CORPORATE OFFICE

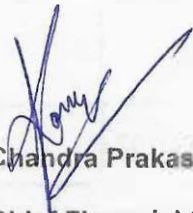
D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

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 resolution 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 Ltd. (“**STA**”) as on Friday, May 16, 2025 (“**cut-off date**”).
2. The Company completed the dispatch of Notice by e-mail on Wednesday, May 21, 2025. 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, May 22, 2025, 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, May 22, 2025 from 9:00 A.M. (IST) onwards and ended on Friday, June 20, 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](http://www.evoting.nsdl.com).
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution 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](http://www.evoting.nsdl.com).
6. The remote e-voting was unblocked on Friday, June 20, 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 resolution 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 resolution set out in said Notice, and all votes cast up to Friday, June 20, 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 resolution as set out in Notice has been approved and passed by the requisite consent of the members.
12. The resolution specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Friday, June 20, 2025.

Thanking You

Countersigned by



**Chandra Prakash**

**Chief Financial Officer  
PNB Gilts Limited**



**For PI & Associates  
Company Secretaries**



**Nitesh Latwal**

**Partner**

**ACS No.: A32109**

**C P No.: 16276**

**PR: 1498/2021**

**UDIN: A032109G000646096**

**Date: 23.06.2025**

**Place: New Delhi**

Item No. 1: To increase the borrowing power 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	364	13,38,54,244	99.9893	45	14,334	0.0107	-	
Postal Ballot	Not Applicable							
<b>Total</b>	<b>364</b>	<b>13,38,54,244</b>	<b>99.9893</b>	<b>45</b>	<b>14,334</b>	<b>0.0107</b>	<b>-</b>	

**Result:** The Special Resolution has been passed with requisite consent.

