

Date: 17.09.2025

The Manager – Listing National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051  <u>Scrip Code: PNBGILTS</u>	The Manager – Listing DCS- Listing BSE Limited Phiroze JeeJeebhoy Towers Dalal Street, Mumbai- 400 001  <u>Scrip Code: 532366</u>
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**Sub: Proceedings of 29<sup>th</sup> Annual General Meeting of PNB Gilts Limited.**

**Ref: Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”)**

Dear Sir / Madam,

In accordance with above referred provisions of the Listing Regulations, we wish to inform you that the 29<sup>th</sup> Annual General Meeting ("AGM") of the Company was held today viz. September 17, 2025 at 11.00 A.M. (IST) through Video Conferencing (VC).

In this regard, please find enclosed herewith the proceedings of the 29<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 & Chief Compliance Officer

Encl: A/a

**SUMMARY OF PROCEEDINGS OF THE 29<sup>th</sup> ANNUAL GENERAL MEETING OF THE  
MEMBERS OF PNB GILTS LIMITED HELD ON SEPTEMBER 17, 2025**

The 29<sup>th</sup> Annual General Meeting (AGM) of the members of PNB Gilts Limited (“Company”) was held today i.e. Wednesday, September 17, 2025 at 11:00 a.m. (IST) through Video Conferencing (“VC”) in compliance with Circular Nos. 14/2020 dated April 08, 2020, 17 /2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and the latest being 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred to as “SEBI Circulars”) and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder.

Ms. Monika Kochar, Company Secretary and Chief Compliance Officer welcomed the members and other attendees at virtual Annual General Meeting and made necessary statutory disclosures. She informed that the Company while conducting the AGM has adhered to the MCA Circulars read with the SEBI Circulars.

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

Following other Directors were also present in the meeting -

- a. Dr. T. M. Bhasin, Independent Director and Chairman of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Special Committee of Board for monitoring and follow up of cases of Frauds;
- b. Mr. Gopal Singh Gusain, Independent Director and Chairman of Audit Committee and Risk Management Committee;
- c. Mr. Raj Kamal Verma, Independent Director and Chairman of Stakeholders Relationship Committee;
- d. Mrs. Rekha Jain, Independent Director and Chairperson of IT Strategy Committee;
- e. Sh. Amit Kumar Srivastava, Non-Executive & Non-Independent Director; and
- f. Sh. Pareed Sunil, Managing Director & Chief Executive Officer (“CEO”).

It was informed to the members that the Annual Report for the financial year 2024-25, including the Notice of the 29<sup>th</sup> AGM, was emailed on August 22, 2025, to those members whose email addresses were registered with the Company, Share Transfer Agent, Depository Participant(s), or Depository(ies). For members whose email addresses were not registered, a physical letter containing the web link and exact path to access the complete Annual Report and AGM Notice was sent.

It was also informed that the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements, maintained under Section 189 of the Companies Act, 2013 along with other documents as referred in AGM Notice were available at the NSDL’s e-voting platform for electronic inspection by the members till the conclusion of the meeting.

Regd. Office : 5, Sansad Marg, New Delhi-110 001. Ph. : 23325759, 23325779

Website : [www.pnbgilts.com](http://www.pnbgilts.com) E-mail : [pnbgilts@pnbgilts.com](mailto:pnbgilts@pnbgilts.com) CIN : L74899DL1996PLC077120

Requisite quorum being present, the Chairman called the meeting to order. 106 members were present through VC. Since this AGM was held through VC pursuant to MCA circulars read with SEBI Circulars, the facility for appointment of proxies by the members was not available.

The Chairman then introduced the Directors and the Company Secretary & Chief Compliance Officer present in the meeting. The representatives of the Statutory Auditor viz., M/s Batra Deepak & Associates, Chartered Accountants, Secretarial Auditor viz., M/s AKP & Associates, Practicing Company Secretaries and Scrutinizer to AGM viz. Mr. Nitesh Latwal (CP No. 16276), Practicing Company Secretary and Partner of PI & Associates, Company Secretaries attended the meeting through VC from their respective locations.

Following other senior management personnel of the Company were also present in the meeting-

- a. Mr. Vijay Sharma, Sr. Exec. Vice President
- b. Mr. Chandra Prakash, Chief Financial Officer & CISO
- c. Mr. Neeraj Aggarwal, Head-Internal Audit

The Chairman then delivered his speech and gave an overview of the performance of the Company during FY 2024-25.

With the consent of the members, the Notice convening the Annual General Meeting, the Directors' Report and the Auditor Report of Statutory Auditor, CAG & 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, which have any material bearing on the functioning of the Company.

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, 2025 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, 2025 and the Reports of the Auditors and the Board of Directors thereon. (Ordinary Resolution).
2. To declare a final dividend of ₹1 per equity share of ₹10/- each for the year ended March 31, 2025. (Ordinary Resolution).
3. To appoint a Director in place of Sh. Kalyan Kumar (holding DIN: 09631251), who is liable to retire by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution).
4. To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) / Joint Statutory Auditors of the Company, as appointed by the Comptroller and Auditor General of India for the financial year 2025-26. (Ordinary Resolution).

## **SPECIAL BUSINESS**

5. To appoint Secretarial Auditor of the Company for a period of five (5) years. (Ordinary Resolution).
6. To appoint Sh. Pareed Sunil as the Managing Director and CEO of the Company and fix his remuneration for a period of three (3) years. (Ordinary Resolution).
7. To approve existing as well as the new material related party transactions with promoter and its group companies/associates (Ordinary Resolution).

On the invitation, Members who had registered themselves as speakers, addressed the meeting through VC and sought clarification on performance and 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 Chairman 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 consolidated Results of voting shall be declared after receiving of scrutinizer's report within 2 working days from conclusion of the meeting. The consolidated Results declared along with 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. The Chairman authorized the Company Secretary to carry out the voting process and declare the results.

Thereafter, the Chairman concluded the meeting at 11:50 A.M. with a vote of thanks to the participants and informed that the e- voting window shall remain open for next 30 minutes.

The e-voting concluded at 12:20 P.M. (IST).

Thanking You,

Yours faithfully,  
For PNB Gilts Ltd

(Monika Kochar)  
Company Secretary & Chief Compliance Officer