

**Transcript of  
26<sup>th</sup> Annual General Meeting of  
PNB GILTS LIMITED  
held on 02.09.2022**

**Commenced at 11:00 A.M.**

**Deeba Hasan** – A very good morning and a warm welcome to all of you, today at the 26th Annual General Meeting of PNB Gilts Limited. I am Deeba Hasan, Vice President, PNB Gilts Limited, and I will be taking over the moderation of this meeting. For now, I will request Ms. Monika to take over the proceedings of the meeting.

**Monika Kochar**- Thank you Deeba. Good morning to all of you. I welcome you all on behalf of your company PNB Gilts Limited to its 26th Annual General Meeting which is being held today through video conferencing. Before I hand over the proceedings to the Chairman to declare the meeting open, I would like to highlight certain points here. The joining to this meeting open 30 minutes before the scheduled time of the commencement, which is 11:00 am and it will remain open for another 30 minutes thereafter for joining. Members are encouraged to join the meeting through their laptops and headphones for a better experience and use the internet at a good speed to avoid any kind of disturbance during the meeting. Participants connecting through mobile hotspots may experience some audio or video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches. As mentioned in the AGM notice, the facility of participation at the AGM through video conferencing has been made available for 1000 members on a first come first serve basis except for the large shareholders, Promoters, Institutional Investors, Director, Key Management Personnel, the Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as well as to the auditors who are allowed to attend this AGM without any restriction on account of first come first serve basis.

Subsequent to MCA circulars of 8th & 13th April 2020 and 5th May 2022 issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, a body corporate is entitled to appoint an authorized representative to attend the AGM through VC and cast their vote through E-voting as well. To transact the

businesses as mentioned in the AGM notice, the members were provided an opportunity to inspect all the documents with the notice in the manner described therein. We have received requests from 11 members for registration as a speaker shareholder in the AGM. All those shareholders have been provided specific links to log into the meeting, and we shall be allowing them to speak once the Chairman directs the same. We request the speakers to limit their speeches to three minutes for the benefit of other shareholders. At the end of two minutes, you will hear a prompt in the form of a bell sound. You may start concluding your remarks thereafter. After three minutes, another prompt will be issued in the form of a bell. The moderator will take up the next question then. I would also like to highlight to the speakers that when the moderator will take your name, your mike will be opened by the moderator and you will also be required to unmute yourself from your end and start giving your views or opinion.

Non-registered shareholders who are attending this meeting through VC today can also express your views or raise your questions, if you have any, through the communication box facility provided.

The Chairman would be responding to the queries at the end of the question-answer session and if some queries are left unanswered due to paucity of time, then members can post it again or can also mail me at [m.kochar@pnbgilts.com](mailto:m.kochar@pnbgilts.com) for reply afterwards.

I may inform you all that your Board has appointed Mr. Kalyan Kumar, Executive Director, Punjab National Bank as Executive and Non-Independent Director on the Board of Directors of your company with effect to 7th of July 2022. In terms of Article 98(2) of the Articles of Association of the company, Mr. Kalyan Kumar is the Chairman. With this, I hand over the proceedings to the Chairman Sir. Over to you Sir.

**Kalyan Kumar**- Thank you, Monika.

Dear members, on my personal behalf and on behalf of the Board of Directors of the company, I extend a warm welcome to all shareholders and authorized representatives in this 26th Annual General Meeting of your company. I hope each one of you is safe and healthy. Technology has provided extraordinary solutions to us and hence in these unprecedented times of the COVID-19 pandemic we are able to meet you through video conferencing. Our company

has made all required efforts to enable the members to participate at the meeting through the video conferencing facility and vote electronically. The requisite quorum being present, I call the meeting to order.

Before I proceed further, I would like to introduce my colleagues on the dais and also those who are attending the meeting through video conferencing. I would request each director to acknowledge when I introduced you here.

Mr. P.P. Pareek, Independent Director and Chairman of Audit Committee and IT Committee, joining through VC.

**P.P. Pareek-** Good morning to all. Good morning to the Chair and I'm attending this meeting on the video.

**Kalyan Kumar-** Mr. S.K. Kalra, Independent Director and Chairman of Risk Management Committee and IT strategy Committee.

**S.K. Kalra-** Good morning, everybody. I am S.K. Kalra.

**Kalyan Kumar-** Madam Uma Ajay Relan, Independent Director and Chairperson of Stakeholders Relationship Committee and CSR committee.

**Uma Ajay Relan-** Good morning.

**Kalyan Kumar-** Dr. T.M. Bhasin, Independent Director and Chairman of Nomination and Remuneration Committee.

**Dr. TM. Bhasin-** Good Morning all of you.

**Kalyan Kumar-** Mr. Ashutosh Choudhury, Non-Executive and Non-Independent Director. He is also CGM & Group Chief Risk Officer of Punjab National Bank.

**Ashutosh Choudhury-** Good Morning all of you.

**Kalyan Kumar-** Mr. Vikas Goel, MD and CEO of the Company.

**Vikas Goel-** Good Morning all.

**Kalyan Kumar-** You already heard Madam Monika Kochar, Company Secretary.

**Monika Kochar-** Good Morning everyone.

**Kalyan Kumar-** Apart from them, we also have Mr. Vijay Sharma, Senior Executive Vice President, Ms. Seema Misra, Senior Executive Vice President and Mr. Chandra Prakash, CFO present here.

Representatives of Statutory Auditor - Rasool Singhal and Co., Secretarial Auditor - Pranav Kumar and Associates and Internal Auditor - Lodha and Co. have also joined this meeting through VC. Before we take up the items as per the notice, I would like to share with you the general outlook for the primary dealer industry and for the performance of the company during the financial year 2022.

The notice calling the 26th AGM of the company and the audited annual financial statements for the year ended 31st March 2022 together with auditors' and directors' reports there on have been with you for quite some time. There were no qualifications or observations or adverse comments or remarks in the reports of the Statutory Auditor and Secretarial Auditor. With your permission, all these are being taken as read. Further, the supplementary audit of the financial statements for the year 2021-2022 conducted by the CAG under section 143(6)(a) of the Companies Act 2013, CAG vide their letter dated 30th June 2022 has issued two comments. As required under SS-2 read with sections 134 and 143 of the Companies Act 2013, I will request Mr. Chandra Prakash, CFO of the company to read out these comments and the explanations thereon given in the Board's report.

**Chandra Prakash-** Thank you Sir. Before reading the comments and explanation thereon, I may inform that these comments, that is, comment number A and comment number B both are given at page number 23 to 25 of the annual report. Both the comments relate to an integrated treasury management solution which is being procured from TCS.

Comment number A - The company awarded the work of supply integration, implementation, maintenance and management of ITMS to TCS. Bill was of Rs. 2.17 crore, which was paid on 05.04.2022, has not been accounted as on 31st March 2022. The explanation given to the above in the Board report is -As per Ind AS - 38 on intangible assets, the recognition of intangible assets under

development can be done if and only if all the conditions as per para number 57 are complied with. In terms of the said para, the availability of all resources to complete the development of the intangible assets and the probability of generation of future economic benefits are the two conditions out of the six conditions which need to be fulfilled. In this particular case, the virtualization software, license and ATS of RDBMS which was applied before the end of the financial year have no future economic benefit in the integral capacity. All the other resources which are required to generate future economic benefits comprise of the hardware, integrated treasury management software, and the other technical requirement which was not available as on 31st March 2022. Hardware was delivered to the company on 18 May 2022. When all the above mentioned requirements are gathered together, then only it is probable that the future economic benefits will flow to the entity. Thus, keeping in view the company has not accounted Rs. 2.17 crore as on 31.03.2022. I may inform that in this regard necessary disclosure has been made in the note number 37 of notes to annual accounts.

Comment Number B - the disclosure of contractual commitments.

Explanation to the above is, that the company has disclosed contractual commitment for the acquisition of intangible assets for Rs. 15.45 crore in addition to Rs. 2.17 cr as per Comment No. A above. Total contractual commitment to the TCS is Rs. 17.29 Cr. and the same has been disclosed under Note no. 37 – Contingent Liabilities and Commitments (to the extent not provided for).

Please take note that the comments made by the CAG as discussed doesn't have any material impact on the financial position of the company. Now, I request the Chairman Sir to take the proceedings further.

**Kalyan Kumar-** Thank you Chandra Prakash. Now, before mentioning the salient features of the Company's performance during the year under review, I consider it obligatory on my part to apprise all of you with the key developments in the Indian economy and the general conditions in the money and securities market in particular. During the financial year 2021-2022, the economy recovered most of the losses suffered on account of the pandemic with the real GDP growing by 1.5% over the pre-pandemic level of GDP. So, first quarter's high GDP growth rate came as a respite, despite a brutal second wave of the pandemic, which peaked in the month of April-

May 2021. The economy grew at a record pace of 20.1% during Q1 as compared to an acute contraction of 24.4% during the corresponding period of last year. Data related to certain high-frequency indicators, such as power generation, coal consumption and railway freight for Q1 indicated that the rebound has been faster after COVID-2 than after COVID-1. Lower GDP growth was posted in Q2, Q3, and Q4 at 8.4%, 5.4%, and 4.1%, respectively, on account of supply shortages, localized restrictions due to Omicron, third wave and high inflationary pressure during private consumption due to Russia-Ukraine conflict. However, the Indian economy posted its overall growth for the financial year at 8.7% as against a contraction of 6.6% in the financial year 2021.

Even before the Russia-Ukraine war, the monetary policy response to the rising inflationary pressures in the advanced countries had begun with the increase in policy rates and various measures to tighten the easy liquidity conditions were introduced. The monetary policy tightening in the advanced countries is expected to continue in order to bring down the inflation rates, but it would also have a significant impact on trade and investment flows for the developing world. RBI's monetary policy started rebalancing access to durable liquidity from early 2021 with the introduction of the variable rate reverse repo auction and the reversal of the CRR cut while communicating that ample liquidity will be ensured. The impact of supply disruptions, rise in commodity prices and the higher inflation rate has guided RBI to raise the policy rates and withdraw an accommodative stance to ensure that inflation remains within the target going forward, while supporting growth. The fiscal deficit for the financial year 2021-2022 also moderated to 6.7% of the GDP as against the previous year's fiscal deficit of 9.3 % though gross government borrowings remained high. Amidst the aforesaid macro-economic conditions, the 10-yr yield touched a high and low of 6.90% and 5.97% respectively and closed the year at 6.84%.

Now, I will deliberate upon company's performance.

I am pleased to state that your Company, despite operating in a highly challenging and uncertain environment, recorded a profit that was driven by a healthy interest income. Your company posted a PBT of Rs. 210.15 crore in the financial year 2021-2022. The company remained adequately capitalized during the entire year and the capital adequacy ratio as of March 31st, 2022, stood at 66.41% against RBI's minimum stipulation of 15%. Your Company

also successfully fulfilled its regulatory mandate as a primary dealer in both primary and secondary markets during the year.

Regarding dividend, this year's achievement would not have been possible without the continued trust of our stakeholders who have reposed their faith and contributed towards building of a vibrant organization. I am pleased to announce that the Board of Directors has recommended a final dividend of 50% on May 5, 2022, which will be subject to approval in this Annual General Meeting. As of March 31st, 2022, Company's net owned funds stood at Rs. 1,425.64 crore as against Rs. 1,305.69 crore as on March 31st, 2021. Going forward, your company stands committed to making the best use of its competencies to improve the bottom line and shall hold the value further in the years to come.

Now, our forward guidance- rising geopolitical issues elevated commodity prices and supply-side pressures due to recent COVID-19-related lockdowns in China have led the RBI to revise its inflation projection to 6.7% for the financial year 2022-23. Feeble growth, high inflation and high unemployment raise the risk of stagflation but domestic economic activities picking up gradually with the Government of India's policy to improve logistics infrastructure, incentives to facilitate industrial production, measures to improve farms' income and a vigorous countrywide COVID-19 vaccination drive support the country's accelerated recovery. RBI in its recent policy measures increased the policy rate by 40 basis points in May 2022 and by 50 basis points in June 2022 to 4.9% and further to 5.4% in the August 2022 policy meeting. With a deteriorating outlook of inflation and global economies tightening their monetary policy, we expect RBI to lift rates further to bring inflation back within the inflation target range. While inflation is expected to be sharply above the comfort zone of various central banks, including RBI, the structural and supply-side nature of the current bout of inflation may prevent a sharp rise in policy rates.

Your company is well positioned with a healthy balance sheet and robust capital base. We intend to continue charting the growth path that we envisage for ourselves and for our stakeholders, with the right blend of a strong team and strategies leveraged with appropriate technological

enhancements. We are confident that with the guidance of our directors, a dynamic and proactive management and the trust of our stakeholders, your Company shall continue to deliver value in the years to come.

I would like to take this opportunity to extend my sincere gratitude to all the shareholders for their continued patronage and belief in the Company and its initiatives through all these years. The interests of shareholders have always been the Company's prime focus and we will endeavour to maximize value for all our shareholders. I thank the Directors for their invaluable suggestions and continuous guidance. I would also like to thank all valued clients and the parent bank for their wholehearted patronage and relentless support and cooperation. I place on record gratitude to Reserve Bank of India, SEBI, Stock Exchanges, FIMMDA and the Primary Dealers' Association of India (PDAI) for their continued guidance to the Company. I finally acknowledge the dedicated service of all the employees of the Company and their passionate involvement in building a stronger and dynamic organization. Thank you.

Before proceeding further, I may inform that as required under the Companies Act, 2013 and SEBI guidelines, the company has provided you the facility to cast your vote electronically on all resolutions set forth in the notice. Members who have not cast their vote electronically and who are participating in this meeting will have an opportunity to cast their votes through an E-voting system provided by NSDL. Members may please note that there will be no voting by show of hands. We now take up the resolutions as set forth in the notice. We'll open the floor for any questions by members after all the resolutions are tabled. Now, the following are the items as set out in the notice convening the meeting. The objective and rationale of the same are explained in the explanatory statement attached to the notice.

Item number 1 - To receive, consider and adopt the financial statements of the company for the year ended March 31st, 2022, and the reports of Auditors and Board of Directors thereon.

These have already been provided to the members.

Now Item number 2 - To declare a final dividend of Rs. 5 per equity share of Rs. 10/- each for the year ended March 31st, 2022.

Item number 3 - To appoint a Director in place of Mr. Ashutosh Choudhury who retires by rotation and being eligible seeks re-appointment.

Item number 4- To authorize the Board of Directors to fix the remuneration of the Statutory Auditor(s) of the Company appointed by the Comptroller and Auditor General of India for the financial year 2022-2023.

I may inform you that in terms of section 139 (5) of the Companies Act 2013, the CAG of India is yet to appoint is to the auditors of the company for financial year 2022-2023. As such, the shareholders may authorize the Board of Directors to fix the remuneration of Statutory Auditor(s), as may be appointed by CAG of India.

Item number 5 relates to my appointment. Therefore, I request Shri Pareek Ji to take up this matter. Over to Mr. Pareek.

**P.P. Pareek-** To be very frank can it be taken by somebody else because I don't have the papers related to you with me right now readily in hand?

**T.M Bhasin-** So I will take up item number five, being the Chairman of NRC and the proposal is for the appointment of Mr. Kalyan Kumar as Director. Mr. Kalyan Kumar is Executive Director of Punjab National Bank since October 2021. Prior to PNB, he served the Union Bank of India for 26 years. His experience and contribution is spread across multiple domains of Branch Banking, Credit and MSME, Vigilance, Business Re-engineering and Analytics, Amalgamation Management and Human Resources Management including learning and development and training management. He is the Chairman of the company July 7, 2022. So with this brief introduction, now I request the Chairman to take the proceedings further.

**Kalyan Kumar-** Thank you, sir. Now I hand back to the Company Secretary to brief you on E-voting and the questions and answers session.

**Monika Kochar-** Thank you sir. The E-voting at AGM at the NSDL platform has already been activated for those members who are participating in this meeting and have not yet voted through remove E-voting. This e-voting facility will remain active till 30 minutes after the meeting. Now before we commence the question-answer session, I may inform you again that we will begin with those members who have pre-registered themselves as a speaker for the meeting. If any member desires to ask any questions pertaining to any item on

the notice, he or she may do so now on the communication box provided. Please note that the company reserves the right to limit the number of members asking questions depending upon the availability of time. Members are once again requested to keep their questions brief and specific. Now I request Deeba to commence with Q&A session.

**Deeba Hasan-** Thank you Monika. So, we'll be first taking up the questions by registered shareholder speaker as Monika just specified. I'll be calling out the names of the registered shareholder speakers who are there live with us and I'll request them to ask their questions and I will also request the Chairman Sir to respond simultaneously to this question. So, we'll go ahead with our first shareholder. We have Mr. Sarvjeet Singh with us.

**Sarvjeet Singh-** Hello. Am I audible Sir?

**Kalyan Kumar-** Yeah, you are audible.

**Sarvjeet Singh-** I am Sarvjeet, joint account holder of Sarvjeet Singh and Manjeet Singh. My account number is IN30020610997625, also my account Manjeet Singh is IN30282210002719. Your secretarial department mail not mention of account number. Aapka jo secretarial department hai, naam ke sath jab mail bhejta ha toh wo jo ha account number ni bhejta. Toh humne jo registration Manjeet Singh wala karwaya tha, uska jo account holder tha 30282210002719 tha jo mistake se dusre account ka mail se chali gayi thi. Halanki mai ab joint account se bol raha hoon Sarvjeet Singh, Manjeet Singh ke account se or already mein alag se bhi independent bhi hoon aapke shareholder mei. 1996 mei jis tarah se hamari company ka gathan hua, 26 saal hamari company ko ho gaye hai. Last year ka jo result hai, humne bahut acha pesh kia, iski mei aapko Mubarak baat dena chahonga management ko. Or sir ye jo itna acha record pesh karne ke baad apne ye jo June quarter ke result diye hai, ye kis stage par hai? Iski kya wajah rahi hai? Kya jo interest rate mein badhotari hui hai uska effect aaya hai hamare pass ya kuch board ki policy fail hui hai is wajah se hamare is tarah ke result aaye hai? Ye toh yahi hua ji jo 1983 mei jo Kapil Dev ne cup jeeta tha world cup uske baad aakar West Indies ki team ne hmari team ko yahan India mai aakar dhoya tha. Ye toh June quarter ke result issi tarah se aapne pesh kie ha. Aap thoda is baare mei dhyaan kariye, aage hamare teen quarter or hai toh unme hamara kaisa rahega? Aap is baare mei bataiye. Aapne last year ka jo dividend dia hai Rs 5 iski mei aapko Mubarak baat dena chahonga or aap last waale aage ke jo teen quarter hai, usme mei

kya karenge kuch apni policy is baare mei bataiye ki kis tarah aage result ache honge? Haanji chal rahe hai ji abhi toh.

**Kalyan Kumar-** Acha. Toh mai ruku abhi ki jawab du aapko?

**Sarvjeet Singh-** Ni abhi chalne do ji thoda sa abhi. Kabhi toh saal mei ek mauka milta hai ji aapse milne ka. Hamari jo parents' company hai PNB Bank wo already pichle kahi saalon se dividend ni de paari thi. Abhi unhone dividend dia or aapke quarter ka result usme doob gaya, toh ek badi nirasha janak baat hai shareholder ke lie. Apke Director se umeed rakhenge ki Monika Kochar ji, Vikas Goyal Ji, Ashutosh Choudhury Ji, TM Bhasin, Uma Ajay, S.K. Kalra, P.P Pareek or bhi hai kai aapke director. Ye jo aapne team banai hui hai directors ki, company hamari choti hi gini jaati hai, toh kuch isme kuch cuts aa sakte hai? Kuch aap aapne Board jo hai chota kar sakte hai kyunki isse aapki jo tankhaon ka bhoj ha kam padega or company or zyada profitable ki taraf jayegi. Toh hamara board kuch chota ho sakta hai? Aap zara is baarein mei bataiyega. Promoter holding hamari bahut hi handsome hai ji, dikhai jaa rahi hai jo points mein, 74 point se up hai, lekin jo shareholder ka vishwas hai na ji ki is June quarter ke result ke karan hamare jo FII's ne bhi jo shares beche hai, decline hui ha unki holding or yaha jo investor hai jo apne ghar ke idhar ke home investor hai unhone bhi decline kara hai. Share mei bikwali aayi hai. Toh iska kya effect aane wale time mei padega? Book value hamari bahut achi hai or hamari parent company already jo ha wo Rs 2 face value mei chal rahi hai mere shayad. Aapka share jo hai Rs 10 face value mei hai. Toh kuch aisa corporate action aa sakta hai haalanki aapne year 2000 ke andar bhi bonus dia tha or year 2013 ke andar bhi bonus dia tha, ab aap aane wale time mei ye jo in teen quarter hai inka result or acha pesh kariye, toh fir 25 saal toh hume ho hi chuke hai hamari company ko, toh aane wale 30 saal mei hum umeed karen ki aap ek bonus de paayenge. Aap company ki karya shakti badhaye. Jo ye result aapne pesh kia hai wo bada hi niraash janak raha hai, isse effect padhta hai ji shareholders ke upar bhi kyunki aapka share jo hai Rs 88 ya Rs 90 ke aas pass ka high banane ke baad ab isne low banaya hai khareeb Rs 60 ke khareeb ka. Ye company ki jo karya disha hoti ha ussi wajah se jo hai bazar ma share ka rate tay hota hai. Aap toh sarkari employees ho, aaj is company mei ho kal kisi or company mei chale jaaoge, toh aap yaha rehte hue apni karya shamta badhae or jo koi is tarah ka aapka koi jo rating toh di ni jayegi aap logo ki ye jo June quarter ka result acha ni raha toh use koi negative rating toh aapko milni ni hai. Aapne jahan jana hai wahan ache tarah se hi kaam karna hai lekin is company mei bhi achi tarah se kaam kariye. Or jis tarah se pehle aap ye meeting physical karte rahe hai, ab corona se ubhar

ke huma aye hai toh aane wale time mei aapse umeed karenge ki aap physical meeting shayad rakh paae agar aisa kuch sambhav ho paae toh acha hai or aapke jo secretarial department ne acha arrangement kia hai. Badia hai thoda coordinate karte hue shareholder ko or agar btate speaker number wagrah bhi, par jab already inke pass Manjeet Singh shareholder mentioned tha or uska jo ha PAN number bhi wohi tha, phone number bhi wohi tha, email bhi wohi thi, toh inko chahie ni tha ki aapse mistake ho gayi hai ki aapne jo ye speaker ke lie jo registration karaya hai isme aapne jo hai account number galat daal dia hai. Ye secretarial department ki thodi zimmedari rehti ha isme ki already jab aap shareholder hai, email aapka wahi hai, PAN number aapka wahi hai or bank account bhi wahi hai toh agar kisike do account hai toh aane wale time mei toh sabko merge ho jaane hai. Aisi koi agar hamari taraf se laparwahi hui hai toh aapko bhi chahie ki aapko sandesha dena chahie jab mail number same hai, account number ka different hai or bank account same hai, naam wohi hai, PAN number wohi hai, toh aapko is taraf dhayan dena chahie. Secretarial department ko jo hai shareholder ke saath ye jo communication gap hai ye ni rakhni chahie. Already hum aapke bahut purane shareholder hai. Aapki meetings FICCI se lekar Dwarka take attend karte rahe hai or hum chahenge ki company ki disha sudhare. Or aane wale jo teen quarter ka jo result hai wo aap acha pesh karo. Jab aapne ek heavy dividend dia hai ussi raste pe aap chalte raho or gaadi hamari rail ki patri pe daudti rahe. Thank you to the PNB GILTS's secretarial team and thank you for the PNB GILT'S management team.

**Deeba Hasan:** Thank you Mr Singh. All your concerns are being noted. Thank you so much. So, next we have Mr Ajay Kumar Jain.

**Ajay Kumar Jain:** Haan Namaskar. Main Ajay Kumar Jain, company ka shareholder bol rha hoon. Aur jo Chairman speech hamare adhyaksh mahoday ne di usme unhone kafi hadd tak sare facts clear kare, chahe paristhiti sam rhi chahe visham rahi, unhone kisi baat ko chupaya nahi. Har baat ko clear kiya, chahe CAG ke notes hon, usko bhi unhone bataya. Ye toh issue corporate governance ka rha. Company ka past track itna accha hai aur itne tough time ke bawajood bhi dividend 50% jo diya hai, wo solid company ko darshata hai, ki company kitni mazboot hai, financial trackers me, ye apko dikhata hai. Baaki koi bhi technical baat rhi hai to company wo hamesha shareholder ko batati rhi hai. Kabhi bhi shareholder ko loss hua hai, har samay company ka samay accha aata hai, bura aata hai, lekin company ke jo fundamentals hain, aur jo past track hai, usi ko dekh kar shareholder unke sath juda rehta hai. Aaj aapka netratarav me hamare board ke jitne bhi directors hain, unka jo paramarsh aur jo sehyog hamare Chairman sahab ko milta rehta hai, uska natija aaj nahi to kal

aur accha aayega aur jo agla samay aayega, wo is se bhi jyada dividend ya anya cheezien jo company ki hame milengi. Sir main aaj sabha me jitne bhi prastav rakhein hain, aaj jo adhyaksh ji ka reappointment prastav hai, uss par vishesh roop se khushi zahir karta hoon, kyuki mujhe lagta hai ki unke dobara aane se, board me join karne se, reappointment hone ke baad ka jo margdarshan hai aur jo vision hai, wo company ko nayi unchayi par le ke jayega aur jiska laabh shareholders aur company ko bhi milega kyunki inki chhavi ek acche, karmath karykari nideshak ke roop me rhi hai, aur wo accha management ko chalayenge. Ye to Sir management ke bare me rha, main Bank ke bare me kehna chahunga. Unhone is meeting ko chalane me, hum logon ko jodne me, opcharikta na nibha ke ek zimmedari nibhayi hai aur pursue bhi kiya hai. Ye nahi ki aap ko keh diya ke meeting ko join kar lijiye. Unhone technical roop se bhi hame pursue kiya. Ye lagta hai aapka vision, maine poocha bank ke staff se ke aap hi hame jodne ki koshish kar rhe hain, wo bole ke nahi, Chairman sahab ka nirdesh hai ki sare shareholders judein. Appke netratarav mein company aage unchayon par jayegi aur shareholders ko labh milega, aisi mujhe aasha hai. Namaskar. Jai Hind.

**Deeba Hasan:** Thank you Mr. Jain. Next, we have Mr. Surendra Kumar Arora. Mr. Surendra Kumar Arora.

**Surendra Kumar Arora:** Namashkar Chairman Sahab. Mein Surendra Kumar Arora is meeting ko Noida se attend kar raha hoon. Sir, sabse pehle mein aap ko badhai dena chahta hoon very informative and very transparent, aapki speech ke liye. Sir aaj ke liye bohot bohot badhai. Second sir aap ne jo dividend diya uske liye bohot bohot badhai. Sir mera question hai ke kya hum kuch bonus share issue karne ki plan kar sakte hai aaisa sir mera sujhav hain aur enquiry hai. Baaki Sir jitne bhi resolution company ne present kiye hai unka mein support karta hoon. Seceretaryial department ka mein support karta hoon sir aur unka dhanyawaad karta hoon ke unhone mijhe iss meeting mein judne ke liye mera sahyog diya. Thank you very much sir.

**Deeba Hasan:** Thank you Mr. Surendra Kumar Gupta. We will go ahead with next speaker Mr.Vimal Jain.

**Vimal Jain:** Good morning, Chairman Sir, board of directors and the members attending the e-meeting. Congratulations to the management for providing us with the great results for the year 2022. But in the first quarter of the financial year 22-23, the results are not as good as the last year. So, my point is that in

this improved scenario after the Covid-19 pandemic, how would you reward the shareholders in the financial year 22-23 as earlier shareholder has already spoken about the bonus issue. Shall we expect a bonus issue in this year? Rest is Ok. Thank you to the secretarial department and the team for allowing me to speak and put up my query in front of the management. Thank you. All the best.

**Deeba Hasan:** Thank you Mr. Jain. The next speaker is Mr. Praveen Kumar.

**Praveen Kumar:** A very good morning to respected Chairman and esteemed board of directors. I am Praveen Kumar. I wish all the very best for the future sir. I wish all the very best to the company. 38:49 In this regard, I would love to thank our KMP Mr. Chandra Prakash. I will pray that God will bless the company to greater heights in the future sir. Thank you, sir. Thank you very much for providing me this platform. I wish you all the very best. Thank you very much.

**Kalyan Kumar:** Praveen Kumar ji aap ka sawaal samajh nahi aaya, thoda spasht kariye.

**Praveen Kumar:** Sir, I only have compliments for the management. I do not really have any queries. Even if I do have any queries our CS, they are very prompt and they will solve us all the queries that we have in mind, but this is the opportunity to praise the management because you are doing a fantabulous job. May God bless you so that you can take our company to the newer heights in the future. God bless you Sir. All the very best Sir. Thank you, Sir.

**Deeba Hasan:** Thank you Mr. Praveen Kumar. Next is Mr. Gagan Kumar.

**Gagan Kumar:** Myself Gagan Kumar. I am joining this meeting from Delhi. My almost all point are already covered. So, I am not going to repeat them Sir. And I just want to know the road map of our company for the next couple of 2-3 years. That is, it from my side. Thank you

**Deeba Hasan:** We do have some questions on the communication box as well. So, I will just read out all the questions including the ones that were presented by our shareholders here. I think I will start with the recent questions that were raised just now. Mr. Surendra Kumar Arora, his concern, his question was

on issue of bonus share and same was the question by Mr. Vimal Jain regarding the issue of bonus shares.

**Chairman:** Thank you. First of all, please accept my heartfelt thanks for being so loyal to this company and giving patronage to us. Regarding your first questions, there were some issues regarding your account number. It was well taken and we are sure that our company will provide you the statement with the account number. You asked questions regarding why profits were less in June 2022. You know our profitability depends upon interest rate movement that is the main reason and during the first quarter, as you see, our interest rates were effectively raised by 140 basis points by RBI. That was the main reason that resulted in MTM losses during the quarter. But I am very happy to share that your company is 26-year-old, have seen all the ups and downs and stable market conditions. Have faith in us, our top management is committed to our value to the shareholders. Remain connected with us. In coming days, you will see that with the expertise and the kind of experience our team has got, it will certainly add value to you all. Regarding bonus share, most of the questions were related to bonus shares. I can say that we are always open to help you all in issuing all these things, but you know that this depends upon our performance in coming days. So here also, in the coming days it will depend upon our performance, and it will be taken care. One request was regarding convening physical meetings. I leave it to the management of PNB GILTS to take decision in this regard in the future. And regarding most of the questions were regarding bonus shares and also adding shareholder value and one last question was regarding road map of company for next 2-3 years. Here I request the MD and CEO Mr Vikas Goel Ji to give answer to this question regarding the road map of the future 2-3 years of the company.

**Vikas Goel:** Sir, our road map is very clear. What we have done in the last three years, it is work in progress and we will continue to do what they have been doing in the last 2-3 years and what we have been doing in the last 2-3 years is building our business, expanding our balance sheet, our capacities, both in terms of technology and human resource, so that we can do larger share of the business, grow more complex business, which is higher margin and will provides added value to the company and to the shareholders. That is the intent. The other thing which we are working on and we continue to work on is making balance sheet more resilient. As Chairman Sir said, we are exposed to the interest rate risk. So the result is hugely dependent on interest rate movements. If interest rates go up as they did in quarter one, then obviously it

has an adverse impact. Our endeavor continues to be to insulate the balance sheet as much as possible, as much as we can do, from adverse interest rate movements. So, that is also work in progress. The adverse environment which you are seeing now is quickly going to dissipate is what it looks like. And hopefully from next year and may be from second half of this year conditions for our business will improve. But there are a lot of moving parts including geopolitical risk, global economic conditions and what is happening in India. So, that all those factors are there and as you all know our business is driven by a lot of uncertain factors. So, the predictability of the business is low. Despite that we try to insulate from uncertainties as much as we can and we continue to do so and we will be doing so in the next 2-3 years. So, you will see a larger business, adequately capitalized with the best technology and the best human resource which we can find in the country working for the shareholders of the PNB Gilts.

**Chairman:** Thank You.

**Deeba Hasan:** We have some questions from non-registered shareholders speakers. Mr. Mahendra Pal Bhutani- his question is why the link for speaker was not being sent and what are the steps that the company will take to approve asset quality and capital going ahead.

**Chairman:** Mr. Mahendra Pal Bhutani's question.

**Deeba Hasan:** Yes, Mahendra Pal Bhutani.

**Chairman:** Yes, so, Mr. Bhutani Good morning. The last date for registration was 26th August and the same conveyed to him as well by the Company. His queries have to be addressed in the same way that he supposed to convey his queries over the communication box. The questions that were not registered till now will be answered through email by next week. Oh, he has already been replied. Ok.

**Deeba Hasan:** And Sir we have another shareholder now live with us. Mr. Ankur Chanda.

**Vikas Goel:** He is a registered speaker?

**Deeba Hasan:** Yes Sir. Mr Ankur Chanda, please unmute yourself.

**Ankur Chanda:** Hello, am I audible now? Good morning, Sir. I just want to say our corporate governance is good but sir ek thodi dikkat hai ke hamara thoda communication gap hai Sir hamare secretarial department mein aur hamare mein. Kyunki thik hai unhone mujhe mail bheja mujhe speaker ka lekin koi banda communicate nahi karta. Agar maine koshish kari wahan pe phone karke kissi se baat karne ki toh kissi se baat nahi hoti. Thik hai. Aur nahi speaker mein ye bataya gaya hai ki konsa speaker number hai toh thodi se yeh dikkat hai baaki hamari management badhiya kaam kar rahi hai koi dikkat nahi hai lekin iss cheez mein thodi si dikkat hai. Agar aap iss ko thoda sa vo karva de toh baaki sab thik hai. Dhanyawad.

**Chairman:** Dhanyawad Ankur ji. Aap ke sujhaav ko hum bohot hi ghambhirda se lete hai aur nischit roop se aap hamare communication mein sudhar payenge. Halankee hamara prayatna hamesha aap ko santusht karne ka aur satisfaction dene ka rahta hai. The company will take care of this issue in future.

**Ankur Chanda:** Thank you Sir.

**Chairman:** Anyone else?

**Deeba Hasan:** Sir, we are done with all the questions now.

**Vikas Goel:** Even the chat box questions?

**Deeba Hasan:** Yes Sir.

**Chairman:** Chat box questions are to be answered here or you will send?

**Vikas Goyal:** What we can answer here, we will answer.

**Deeba Hasan:** Sir, one question by Mr Mahendra Pal Bhutani on capital improvement and asset quality improvement.

**Chairman:** Regarding steps to increase asset quality and capital improvement in the remaining period of this financial year, actually, the company stays invested in SLR securities to the extent of more than 80%. The remaining investments in non-SLR segments are also restricted to high quality and high rated capital bonds. As far as capital position is concerned, the company is

adequately capitalized with CRAR of 45.09% as on 30th June as against regulatory requirement of 15%. Hope this answers your query.

**Deeba Hasan:** With this, we can conclude our Question-and-Answer session. If any of our shareholder still feels that their queries have not been answered they can email us on [m.kochar@pnbgilts.com](mailto:m.kochar@pnbgilts.com). Now over to you Monika Mam.

**Monika:** Thank you Deeba. Members may please note that voting on NSDL platform will remain available for the next 30 minutes. Therefore, those who have yet not cast their vote are requested to do so. Your Board of Directors has appointed Mr. Ankit Singhi, Practicing Company Secretary bearing CP No. 16274 as the scrutinizer to supervise the entire e-voting process. The results of the voting will be declared within prescribed timelines and the same shall also be posted on the company's website and the websites of NSDL, NSE and BSE. The resolutions as set forth in the notice shall be deemed to be passed today, subject to receipt of requisite number of votes. Now I request the Chairman to declare the meeting closed.

**Chairman:** Thank You Monika. I once again thank all the shareholders for attending this meeting and also giving their valuable suggestions to the Company for improvement. I also thank my Board colleagues and the staff members for making this meeting successful. I now declare the proceedings as closed. Thank you very much and see you next year.