PNB GILTS LTD
(Subsidiary of Punjab National Bank)

Scrip Code: PNBGILTS

September 21, 2015

Manager-Listing
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra (E)
Mumbai

Dear Sir,

Fax No. 91-22-265982 37 / 38 / 47 / 48, 66418124 / 25 / 26

Sub: 19th Annual General Meeting (AGM) of Shareholders of PNB Gilts Ltd. held on 19/09/2015 – details regarding voting results in accordance with Clause 3A of Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, given below are the details of the voting results of the 19th Annual General Meeting of the Company held on Saturday, 19th September, 2015 at 11:00 a.m. at Punjab National Bank, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi-110054 as per the prescribed format.

S.No.	Particulars	Details
1	**Date of AGM**	19th September, 2015
2	**Total numbers of shareholders on record date** Cut-off date for remote e-voting: 11th September, 2015	35723
3	**Total number of shareholders present in the meeting either in person or through proxy –** Promoters & Promoter Group : Public :	 1* 103
4	**Number of shareholders attending the meeting through video conferencing:** Promoters & Promoter Group : Public :	Not applicable

* through authorized representative.

Contd...

PNB GILTS LTD
(Subsidiary of Punjab National Bank)

AGENDA-WISE

Item No.	Details of Agenda	Resolution Required: (Ordinary / Special)	Mode of Voting (Show of hands/Poll/ Postal Ballot/ Remote e-voting)	Remarks
1	Adoption of Financial Statements of the Company for the year ended 31st March, 2015, and the Reports of the Directors' and Auditors' thereon.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
2	Declaration of Final Dividend of Rs.1.50 per Equity share for the year ended March 31, 2015.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
3	Appoint a director in place of Smt. Sunita Gupta (DIN: 06902258), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
4	Authorise Board of Directors to fix remuneration of the Statutory Auditors, as and when appointed by the Comptroller and General of India for the financial year 2015-16.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
5	Appoint Sh. Gauri Shankar (DIN: 06764026), as a Director liable to retire by rotation.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
6	Appoint Sh. K.V.Brahmaji Rao (DIN: 06861202), as a Director liable to retire by rotation.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
7	Re-appoint Sh. S.K. Dubey (DIN: 01770805) as Managing Director for a period effective from July 1, 2015 to June 30, 2016.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.

Contd. . . .

PNB GILTS LTD
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8	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.
9	Appoint Smt. Usha Ananthasubramanian (DIN: 02784580), as a Director.	Ordinary Resolution	Remote e-voting and Poll	The resolution was passed with requisite majority.

The voting details are annexed herewith in the prescribed format. Reports submitted by the Scrutinizer are also enclosed herewith. The same are also being uploaded on the company's website.

Thanking you.

Yours truly,
For PNB Gilts Ltd.

(Monika Kochar)
Company Secretary

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Form No. MGT- 13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairperson
PNB Gilts Limited
5, Sansad Marg,
New Delhi- 110001

For 19th Annual General Meeting of the equity shareholders of the Company, held on 19th September, 2015 at 11:00 A.M at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054

Dear Ma'am,

I, Advocate, Abhishek Bansal, Senior Associate at ***Corporate Professionals, Advisors & Advocates,*** having its office at D-28, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of the poll conducted in respect of each matter which become the agenda of 19th Annual General Meeting of the Equity Shareholders of PNB Gilts Limited held on 19th September, 2015 at 11:00 A.M. at, Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054, submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Share Transfer Agent of the Company and Authorizations/Proxies lodged with the Company.

3. I did not find any poll papers invalid.

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www.corporateprofessionals.com

4. The voting at the Annual General Meeting was conducted through Poll for the members who have not cast their vote through remote e-voting.

5. The shareholding was confirmed with the Register of Members as on 11th September, 2015, being maintained by the Share Transfer Agent of the Company.

6. The Poll process was conducted in accordance with the procedures prescribed.

7. The result of the Poll is as under:-

(a) Resolution 1: Adoption of financial statements of the Company for the year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(b) Resolution 2: Declaration of final dividend of Rs. 1.50 per Equity Share for the year ended March 31, 2015

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	781	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(c) Resolution 3: To appoint a Director in place of Smt. Sunita Gupta (holding DIN: 06902258), who retires by rotation and being eligible, offers herself for reappointment.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

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14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(d) Resolution 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 2015-16.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

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(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(e) Resolution 5: To appoint Sh. Gauri Shankar (DIN: 06764026), as a Director liable to retire by rotation:.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

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*No Ballot paper was considered invalid.

(f) Resolution 6: To appoint Sh. K. V. Brahmaji Rao (DIN: 06861202), as a Director liable to retire by rotation:

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(g) Resolution 7: To re-appoint Sh. S. K. Dubey (DIN: 01770805) as the Managing Director for a period from 01.07.2015 to 30.06.2016

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

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14	752	96.2868

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	29	3.7132

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(h) Resolution 8: To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

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(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.

(i) Resolution 9: To appoint Smt. Usha Ananthasubramanian (DIN: 02784580) as a Director.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	726	92.9577

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

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*No Ballot paper was considered invalid.

8. A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose vote were declared invalid for each resolution is enclosed for your perusal.

9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safekeeping.

Thanking You

Yours faithfully,

Corporate Professionals * Advisors & Advocates * New Delhi

Adv. Abhishek Bansal
Senior Associate
Corporate Professionals
Advisors & Advocates

Dated: 21/09/2015
Place: New Delhi

For PNB GILTS LTD.
Sunita Gupta
(Sunita Gupta)
Executive Director & CFO

Corporate Professionals
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Consolidated Report of Scrutinizer

For 19th Annual General Meeting of the equity shareholders of PNB Gilts Limited (hereinafter referred to as 'the Company'), held on 19th September, 2015 at 11:00 A.M at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054

To
The Chairperson
PNB Gilts Limited
5, Sansad Marg,
New Delhi- 110001

Dear Ma'am,

I, Advocate, Abhishek Bansal, Senior Associate at ***Corporate Professionals, Advisors & Advocates,*** having its office at D-28, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of remote e-voting as well as poll conducted at the 19th Annual General Meeting (hereinafter referred to as 'the AGM') of the Equity Shareholders of PNB Gilts Limited held on 19th September, 2015 at 11:00 A.M. at, Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110 054 submit Consolidated Report in terms of Section 108 read with Rule 20 of The Companies (Management and Administration) Rules 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as under:

1. The Company dispatched a notice of the AGM dated 30th June, 2015 to all the shareholders, along with the draft resolutions explaining the reasons thereof and requesting them to send their assent or dissent through electronic means during the period of remote e-voting which was open w.e.f. 15th September, 2015 (09:00 A.M.) to 18th September, 2015 (5:00 P.M.)

2. The notice was duly sent by the following means: (a) through electronic means like registered e-mail id and (b) through Registered post.

PNB GILTS LTD. SANSAD MARG DELHI-1

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3. The Company had completed the dispatch of notice to its members, on 12th August, 2015. The Company published public notice by way of an advertisement in Jansatta on 13th August, 2015, a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated and having a wide circulation, and in Financial Express on 13th August, 2015, an English newspaper having a wide circulation in the district, with respect to the e-voting and specifying the details required to be mentioned therein in accordance with the Companies (Management and Administration) Amendment Rules, 2015.

4. The Company had also issued a notice by way of an advertisement in Jansatta on 5th September, 2015, a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated and having wide circulation in that district, and in Financial Express on 5th September, 2015, an English newspaper having a wide circulation in the district, in terms of Section 160 of the Companies Act, 2013 and Rules made thereunder, intimating therein that the Company has received a notice of candidature of Smt. Usha Ananthasubramanian for appointment as Director. It was also informed that Ordinary resolution on proposing the appointment of Smt. Usha Ananthasubramanian as Director shall be put to vote as Special Business in the AGM through remote e-voting facility and Ballot paper at AGM vide resolution no. 9. An addendum to the Notice on this resolution was also circulated in the Meeting.

5. **Cut off date:** The Voting rights were reckoned as on 11th September, 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote evoting and voting at the Meeting.

6. A notice of the AGM and addendum thereto was also placed on the website of the Company and the website of NSDL forthwith and the same remained on the website of the Company and NSDL till the last date of e-voting from the members.

7. The remote e-voting conducted during 15th September, 2015 from 9:00 a.m. up to the close of working hours, 5:00 p.m. on 18th September, 2015 the day and time fixed by the Company for closing of remote e-voting, were considered for scrutiny.

8. The voting at the Annual General Meeting was conducted through Poll for the members who have not cast their vote through remote e-voting.

9. The ballot box was shown empty to the shareholders present in the AGM and then closed and sealed in my presence before the AGM before polling. The ballot box after polling was opened and ballot papers were scrutinized in my presence and in the presence of two witnesses, Mr. Deepak Ahuja and Mr. Krishna Kant Sharma, the shareholders of the Company.

10. On completion of Voting through Ballot paper at the meeting, the votes were counted and reconciled with the records maintained by the Share Transfer Agents of the Company;

11. The e-voting carried out on the NSDL platform were unblocked by me in the AGM in the presence of the shareholders, of which Mr. Deepak Ahuja and Mr. Krishna Kant Sharma, the shareholders of the Company have witnessed;

12. The e-voting & Poll process were conducted in accordance with the procedures prescribed

13. Results –
    a. The consolidated results with respect to each items on the agenda as set out in the Notice of 19th AGM of the Company and addendum thereto is enclosed herewith.
    b. Based on the aforesaid results, all the eight ordinary resolutions and one special resolution as contained in the Item No. 1 to 9 of the Notice of AGM and addendum thereto, have been passed with requisite majority.
    c. Soft copy of the list of members, for both voting at the AGM as well as remote e-voting containing the members who voted "FOR", "AGAINST" and those votes which were considered as invalid, if any, for each resolution will be e-mailed to the authorized person of the company, after announcement of the results by the Company.

Thanking You

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Yours faithfully,

Adv. Abhishek Bansal
Senior Associate
Corporate Professionals
Advisors & Advocates

Dated: 21/09/2015
Place: New Delhi

For **PNB GILTS LTD.**
Sunita Gupta
(Sunita Gupta)
Executive Director & CFO

FROM :PNB GILTS FAX NO. : 21 Sep. 2015 17:42 P 16

PNB GILTS LIMITED

Annexure I to Consolidated Scrutinizer's Report

Mode of Voting: e-voting and Polling

Remote E-Voting (During 15th September, 2015, 9:00 a.m. to 18th September, 2015, 5:00 p.m.)

Total number of shareholders on cut-off date as on 11.09.2015 for E-voting: 35723

Poll at AGM dated 19th September, 2015

Total number of shareholders on record date as on 11.09.2015 for Poll conducted on AGM: 35723

No. of Shareholders attended the meeting through Video Conferancing

Promoters and Promoter Group	0
Public - Institutional holders	0
Public - Others	0
Total	0

Note- The meeting was not conducted through video-conferencing mode

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. : 1 - Adoption of audited financial statements of the Company for the year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	86032	0.1947	85831	201	99.7664	0.2336
Total (A)	**180010134**	**133719365**	**74.2844**	**133719164**	**201**	**99.9998**	**0.0002**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	**0.0004**	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133720146**	**74.2848**	**133719890**	**256**	**99.9998**	**0.0002**

* 0 Ballot papers considered invalid

For PNB GILTS LTD.

Sunita Gupta

(Sunita Gupta)
Executive Director & CFO

Corporate Professionals Advisors & Advocates New Delhi

Resolution No. : 2 -Declaration of final dividend of Rs. 1.50 per Equity Share for the year ended March 31, 2015							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	94530	0.2139	94529	1	99.9989	0.0011
Total (A)	**180010134**	**133727863**	**74.2891**	**133727862**	**1**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	781	0	100.0000	0.0000
Total (B)*	**180010134**	**781**	**0.0004**	**781**	**0**	**100.0000**	**0.0000**
Result E-voting and Poll	**180010134**	**133728644**	**74.2895**	**133728643**	**1**	**100.0000**	**0.0000**

* 0 Ballot papers considered invalid

Resolution No. : 3 - To appoint a Director in place of Smt. Sunita Gupta (holding DIN: 06902258), who retires by rotation and being eligible, offers herself for reappointment.							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	89149	0.2017	89009	140	99.8430	0.1570
Total (A)	**180010134**	**133722482**	**74.2861**	**133722342**	**140**	**99.9999**	**0.0001**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	**0.0004**	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133723263**	**74.2865**	**133723068**	**195**	**99.9999**	**0.0001**

* 0 Ballot papers considered invalid

For PNB GILTS LTD.

(Sunita Gupta)
Director & CFO

For PNB GILTS LTD.

Sunita Gupta

(Sunita Gupta)
Executive Director & CFO

Corporate Professionals Advisors & Advocates New Delhi

Resolution No. : 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 2015-16							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	84781	0.1918	84780	1	99.9988	0.0012
Total (A)	**180010134**	**133718114**	**74.2837**	**133718113**	**1**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	**0.0004**	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133718895**	**74.2841**	**133718839**	**56**	**100.0000**	**0.0000**

* 0 Ballot papers considered invalid

Resolution No. : 5 - To appoint Sh. Gauri Shankar (DIN: 06764026), as a Director who is liable to retire by rotation							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	89149	0.2017	88549	600	99.3270	0.6730
Total (A)	**180010134**	**133722482**	**74.2861**	**133721882**	**600**	**99.9996**	**0.0004**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	**0.0004**	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133723263**	**74.2865**	**133722608**	**655**	**99.9995**	**0.0005**

* 0 Ballot papers considered invalid

For PNB GILTS LTD.
Sunita Gupta
(Sunita Gupta)
Executive Director & CFO

Corporate Professionals * Advisors & Advocates * New Delhi

Resolution No. : 6 - To appoint Sh. K. V. Brahmaji Rao (DIN: 06861202), as a Director who is liable to retire by rotation							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	87687	0.1984	86786	901	98.9725	1.0275
Total (A)	**180010134**	**133721020**	**74.2853**	**133720119**	**901**	**99.9993**	**0.0007**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	**0.0004**	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133721801**	**74.2857**	**133720845**	**956**	**99.9993**	**0.0007**

* 0 Ballot papers considered invalid

Resolution No. : 7- To re-appoint Sh. S. K. Dubey (DIN: 01770805) as the Managing Director from 1st July 2015 to 30 June 2016							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	83368	0.1886	66295	17073	79.5209	20.4791
Total (A)	**180010134**	**133716701**	**74.2829**	**133699628**	**17073**	**99.9872**	**0.0128**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	752	29	96.2868	3.7132
Total (B)*	**180010134**	**781**	**0.0004**	**752**	**29**	**96.2868**	**3.7132**
Result E-voting and Poll	**180010134**	**133717482**	**74.2833**	**133700380**	**17102**	**99.9872**	**0.0128**

* 0 Ballot papers considered invalid

for PNB GILTS LTD.

Sunita Gupta

(Sunita Gupta)
Executive Director & CFO

Corporate Professionals * Advisors & Advocates * New Delhi

FROM :PNB GILTS FAX NO. : 21 Sep. 2015 17:43 P 19

FROM :PNB GILTS FAX NO. : 21 Sep. 2015 17:44 P 20

Resolution No. : 8- To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013							
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	92149	0.2085	92148	1	99.9989	0.0011
Total (A)	**180010134**	**133725482**	**74.2878**	**133725481**	1	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	**0.0004**	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133726263**	**74.2882**	**133726207**	**56**	**100.0000**	**0.0000**

* 0 Ballot papers considered invalid

Resolution No. : 9- To appoint Smt. Usha Ananthasubramanian (DIN: 02784580) as a Director							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public - Institutional holders	2483186	300000	12.0813	300000	0	100.0000	0.0000
Public - Others	44193615	90482	0.2047	90415	67	99.9260	0.0740
Total (A)	**180010134**	**133723815**	**74.2868**	**133723748**	**67**	**99.9999**	**0.0001**
Mode of voting: (Poll)							
Promoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	2483186	0	0.0000	0	0	0.0000	0.0000
Public - Others*	44193615	781	0.0018	726	55	92.9577	7.0423
Total (B)*	**180010134**	**781**	0.0004	**726**	**55**	**92.9577**	**7.0423**
Result E-voting and Poll	**180010134**	**133724596**	**74.2873**	**133724474**	**122**	**99.9999**	**0.0001**

* 0 Ballot papers considered invalid

Adv. Abhishek Bansal
Senior Associate
Corporate Professionals,
Advisors & Advocates

Corporate Professionals * Advisors & Advocates * New Delhi

Dated: 21/09/2015
Place: New Delhi

For PNB GILTS LTD.

(Sunita Gupta)
Executive Director & CFO