PNB GILTS LTD
(Subsidiary of Punjab National Bank)

August 8, 2016

The Manager – Listing National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051 Scrip Code: PNBGILTS	The Manager – Listing BSE Ltd. Phiroz JeeJeebhoy Tower Dalal Street Mumbai- 400 001 Scrip Code: 532366

Sub: Notice of 20th Annual General Meeting and addendum thereto

Dear Sir/Madam,

Please find attached the Notice of 20th Annual General Meeting scheduled on September 17, 2016 alongwith Addendum to the Notice.

This will also be placed on our website www.pnbgilts.com.

This is for your information and records.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd

(Monika Kochar)
Company Secretary

NOTICE

PNB Gilts Ltd.
Regd. Office : 5, Sansad Marg, New Delhi - 110 001
Tel : 011-23325759, 23325779, **Fax** : 011-23325751, 23325763
Website - www.pnbgilts.com, **E-mail ID** - pnbgilts@pnbgilts.com
CIN : L74899DL1996PLC077120

Notice is hereby given that the 20th Annual General Meeting (AGM) of members of PNB Gilts Limited will be held on Saturday, September 17, 2016, at 11:00 a.m. at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054, to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. To declare a final dividend of ₹ 1.10 per Equity Share for the year ended March 31, 2016.

3. To appoint a Director in place of Sh. S. K. Dubey (holding DIN: 01770805), who retires 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 2016-17 and in this regard, if thought fit, to pass the following resolution as an ordinary resolution :

   "RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of Statutory Auditor(s), as and when appointed by the Comptroller and Auditor General of India for the financial year 2016-17."

SPECIAL BUSINESS

5. To appoint Sh. R. S. Ramasubramaniam (DIN: 00008937), as a Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law, if any, Sh. R. S. Ramasubramaniam (holding DIN: 00008937), Independent Director, who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 3, 2016 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f February 3, 2016 to hold office upto February 2, 2021."

6. To re-appoint Sh. S. K. Dubey (DIN: 01770805) as the Managing Director, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the re-appointment of Sh. S. K. Dubey (holding DIN: 01770805) as the "Managing Director" of the Company for a period effective from July 1, 2016 to January 31, 2018, on the terms and conditions as set out in the Explanatory Statement attached to the notice."

"RESOLVED FURTHER THAT the Board of Directors including its Committee(s) be and is hereby authorized to alter/ modify and vary such terms and conditions of re-appointment including remuneration, subject to the relevant provisions of the Companies Act, 2013 including Schedule V of the said Act and Rules made thereunder."

By Order of the Board of Directors

(Monika Kochar)
Company Secretary
FCS 6514

May 16, 2016

Regd. Off.: 5, Sansad Marg, New Delhi -110001
CIN: L74899DL1996PLC077120
E-mail: m.kochar@pnbgilts.com
Website: www.pnbgilts.com

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

   Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as may be applicable.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting atleast 48 hours before the meeting .

4. 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 in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

5. The Company has notified closure of Register of Members and the Share Transfer books from Saturday, September 10, 2016 to Saturday, September 17, 2016 (both days inclusive) in connection with (a) AGM and (b) to determine the entitlement of shareholders to receive the Final Dividend for the Financial Year 2015-16, if declared at the 20th AGM of the Company.

6. The Transfer Deed(s) along with Share Certificate(s) received upto Friday, September 9, 2016 i.e. the previous day of the opening of Book Closure Dates shall be considered for entitlement of shareholders to receive the Final Dividend for FY 2015-16.

7. The dividend, as recommended by the Board, if declared, at the AGM, will be paid within 30 days to those members or their mandates whose names stand registered on the Company's Register of Members -

   a) As Beneficial Owners as at the end of the business on September 9, 2016 as per the lists and details (including bank details) to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form ; and

   b) As Members in the Register of Members of the Company on September 9, 2016, after giving effect to valid share transfers in physical form lodged with the Company on or before above said date.

8. Members holding shares in physical form are requested to notify the change of address (with pincode), dividend mandate, bank details (including complete details of bank account, branch & bank name, address of branch etc), nomination etc. quoting reference of their folio number to the Share Transfer Agents at the following address :

   MCS Share Transfer Agent Ltd.
   (Unit - PNB Gilts Ltd.)
   F-65, 1st Floor, Okhla Industrial Area
   Phase - I, New Delhi-110 020
   Tel : 011-41406149-52, Fax: 011-41709881
   Email ID– helpdeskdelhi@mcsregistrars.com

9. In case the mailing address mentioned on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.

10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Share Transfer Agent cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Further, the members holding shares in the dematerialised mode may intimate all changes with respect to nomination, power of attorney, etc. to their depository participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to members.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

12. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. As such, while lodging the Securities Transfer Deed and share certificate, in original, to Share Transfer Agent of the Company i.e. MCS Share Transfer Agent Ltd., submit copy of PAN card of both transferee(s) and transferor(s).

13. Details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment. None of Directors is related to the other.

14. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2015-16 is being sent in the permitted mode.

15. Electronic copy of the Notice of the 20th AGM of the Company inter-alia indicating the process and manner of electronic voting ('e-voting') alongwith Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 20th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent as per the permitted mode.

16. Members may also note that the Notice of the 20th AGM and the Annual Report for 2015-16 will be available on the Company's website www.pnbgilts.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: m.kochar@pnbgilts.com.

17. The Company's shares are listed on BSE Ltd. and National Stock Exchange of India Ltd. The listing fees of these Exchanges have been paid on time.

18. E-COMMUNICATION FACILITY

Shareholders are requested to avail E-Communication facility by registering their Email ID with MCS Share Transfer Agent Ltd, Share Transfer Agent (in case the shareholding is in physical form) or with their Depository Participant (if the shareholding is in demat form) so as to enable the Company to send notice of AGM, annual report and such other important communication directly by e-mail. A format in this respect for shareholders holding shares in physical form is available at page no. 13. Shareholders holding shares in demat form may also submit similar information to their Depository Participant to avail this facility.

19. NATIONAL ELECTRONIC CLEARING SERVICES (NECS)

The Reserve Bank of India has introduced National Electronic Clearing Services i.e. NECS to bring in further efficiency and uniformity in electronic credit and has instructed the banks to move to the NECS platform. The advantages of NECS over ECS (Electronic Clearing Services) include faster credit of remittance to beneficiary's account, wider coverage with no limitations of location in India besides ease of operations for remitting agencies.

NECS, for the purpose of centralized processing of instructions and efficiency in handling bulk transactions, is operational only for banks/bank branches leveraging on Core Banking Solution (CBS), which provide upto 35 digit

bank account numbers to its customers. Shareholders who wish to avail the NECS facility should therefore send the new bank account numbers, allotted by banks post implementation of CBS, to our Share Transfer Agents, MCS Share Transfer Agent Ltd. by filling up the NECS Mandate Form where shares are held in physical form or to their Depository Participant (DP) where shares are held in electronic form, in the event they have not done so earlier. A format of NECS mandate form is also available at page no. 15. Shareholders are therefore requested to fill the same and submit to MCS Share Transfer Agent Ltd. or to their DP, as the case may be.

20. NON-RECEIPT OF DIVIDEND

The Company has received back some undelivered envelopes containing dividend warrants in the past due to various reasons. As such, shareholders who have not received dividend(s) of previous years, are requested to contact the Company by giving details like Folio No./DP ID & Client ID, Address, Contact No. etc. Please refer 'Report on Corporate Governance' section in Annual Report for detailed explanation/procedure.

21. REQUEST TO SHAREHOLDERS

a) Due to strict security reasons, Mobile Phones, brief cases, eatables and other belongings are not allowed inside the auditorium.

b) Shareholders may kindly note that no gift /coupon will be distributed at the Annual General Meeting in view of the strict guidelines issued by SEBI and Secretarial Standard – 2 on General Meetings ('SS-2') notified by Ministry of Corporate Affairs, Govt. of India.

c) Shareholders are advised to bring their attendance slip along with the copy of the Annual Report, as the same will not be distributed at the venue of the Annual General Meeting.

22. Voting through Electronic means

I. In compliance with provisions of Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard – 2 (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 20thAnnual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on September 13, 2016 (9:00 a.m.) and ends on September 16, 2016 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 10, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

VI. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and then open PDF file viz; "PNB Gilts remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Enter the user ID and password as initial password/PIN noted in step (i) above. Click on Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of PNB Gilts Limited.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and Remember to "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to abhishek@indiacp.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the Remote E-voting Slip for the AGM:

EVEN (Remote e-voting Event Number)	**USER ID**	**PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VII. In case of any queries or grievances , you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email IDs evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91 22 2499 4600 / +91 22 2499 4369.

VIII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

X. The voting/remote e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date which is September 10, 2016.

XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 10, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/STA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Abhishek Bansal, Advocate (Bar Council No. D/2726/2008) or in his absence/non-availability, Mr. Ashutosh Gupta, Advocate (Bar Council No. D/2497/2010) will act as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pnbgilts.com and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.

23. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9:30 a.m. to 5:30 p.m.) on all working days except Saturdays, upto and including the date of Annual General Meeting of the Company.

24. ATTENDANCE SLIP-CUM-ENTRY PASS

Shareholders/ Proxies/ Authorised Representatives are requested to affix their signatures at the space provided on the Attendance Slip-cum-Entry Pass and surrender the same at the AGM venue.

ANNEXURE TO NOTICE

I. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

Item No. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Sh. R. S. Ramasubramaniam as an Additional Director of the Company with effect from February 3, 2016 under Section 161 (1) of the Companies Act, 2013 and as an Independent Director of the Company under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regualtions') to hold office upto February 2, 2021. His appointment is subject to approval of members. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sh. R. S. Ramasubramaniam for the office of Director of the company.

Brief profile of Sh. R. S. Ramasubramaniam, including nature of expertise, is provided at page no. 11 and 12 of the Notice.

Sh. R. S. Ramasubramaniam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Sh. R. S. Ramasubramaniam does not hold by himself or for any other person, on a beneficial basis, any shares in the Company.

Sh. R. S. Ramasubramaniam has given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board, Sh. R. S. Ramasubramaniam fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management. Copy of draft letter of appointment (which includes remuneration payable) as an independent director is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Sh. R. S. Ramasubramaniam as an Independent Director. Sh. R. S. Ramasubramaniam would bring with him immense experience to the Company in the areas of administration, finance etc. Accordingly, the Board recommends the resolution in relation to appointment of Sh. R. S. Ramasubramaniam as an Independent Director for a period upto February 2, 2021.

Except Sh. R. S. Ramasubramaniam, being an appointee, none of other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board commends the resolution set forth in Item No. 5 for the approval of members.

Item No. 6

The Board of Directors in its meeting held on May 16, 2016, has, subject to the approval of members, re-appointed Sh. S. K. Dubey as Managing Director for a period effective from July 1, 2016 to January 31, 2018. The terms and conditions of re-appointment of Sh. S. K. Dubey, Managing Director are given as under :

The Managing Director shall be vested with powers of management of the Company subject to the supervision and control of the Board of Directors and shall also perform such duties and services as shall be entrusted to him, from time to time, by the Board.

The remuneration of Sh. S. K. Dubey shall be governed by the policies/ provisions / service regulations of the Company as applicable to the Managing Director of the Company and any modifications, revision therein that may

take place from time to time, subject to the limits prescribed under Schedule V of the Companies Act, 2013. The Board of Directors or Committee or delegation thereof may, in their discretion, revise/modify/alter any of the terms from time to time, within the limits stipulated under Schedule V of the Companies Act, 2013.

The total remuneration of Managing Director shall be ₹ 3,93,763/- p.m. (However, this will include the pension of ₹ 49282/- p.m. being paid by PNB, bringing the effective Cost to the Company (CTC) at ₹ 344481/- p.m.). The breakup of effective CTC is as under-

1. Basic Pay : ₹ 150000/- p.m.
2. Special Allowance : ₹ 57872/- p.m.
3. Fixed Allowance : ₹ 90000/- p.m.
4. Accommodation : In case he opts for Company provided accommodation, an amount of ₹ 8000/- p.m. will be recovered from salary.
5. Other Allowances/ facilities/ perquisites:

a. Entertainment expenses (reimbursement)	₹ 9000 p.m.
b. Newspaper & periodical expenses (reimbursement)	₹ 744 p.m.
c. Medical Expenses(reimbursement)	₹ 1250 p.m.
d. Updation expenses(reimbursement)	₹ 7500 p.m.
e. Telephone expenses(reimbursement)	₹ 6000 p.m. on an average
f. Conveyance	Car with driver will be provided by the company. Notional cost of petrol and driver to the extent of ₹ 7000/- p.m. and ₹ 7500/- p.m. will be charged towards CTC. Use of Car for official purpose will be free. Journey to and from residence will be treated as official duty.
g. Leave Travel Concession	Once in two years to home town /anywhere in India by AC First class or air economy class for self and spouse. In case of LTC encashment, his entitlement is one month's basic pay, which works out to ₹ 6250/- p.m. and which is also charged towards CTC.
h. Annual Health check up	Annual Health check up for self and spouse at company's cost. Notional Cost (for the purpose of calculation of CTC) towards this facility is ₹ 865/- p.m.
i. Canteen Facility	Canteen Facility will be provided. Notional Cost (for the purpose of calculation of CTC) towards this facility is ₹ 500/- p.m.
j. Leave Encashment	Permissible upto one month at the time of availment/encashment of LTC. Only Privilege leave can be encashed.
k. Leave	As per company rules
l. Travel	He may travel by train AC 1st Class or by Air (Economy class)

The Managing Director shall not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company or any committee or sub-committee thereof.

At present, he is one of the Key Managerial Personnel of the company.

Sh. S. K. Dubey satisfies all the conditions set out in Part – I of Schedule V to the Act and also conditions set out under Section 196(3) of Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 and 196 of the Act and has given his consent to act as Director.

Brief profile of Sh. S. K. Dubey, including nature of expertise, is provided at page no. 11 and 12 of the Notice.

Sh. S. K. Dubey, being an appointee, may be deemed to be interested or concerned in the Resolution at Item No. 6

None of other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out in Item No. 6 of the Notice.

The above may be treated as memorandum setting out the terms of re-appointment of Sh. S. K. Dubey under Section 190 of the Act.

The Board recommends the resolution set forth in Item No. 6 for the approval of members.

By Order of the Board of Directors

(Monika Kochar)
Company Secretary
FCS 6514

May 16, 2016

Regd. Off.: 5, Sansad Marg, New Delhi -110001
CIN: L74899DL1996PLC077120
E-mail: m.kochar@pnbgilts.com
Website: www.pnbgilts.com

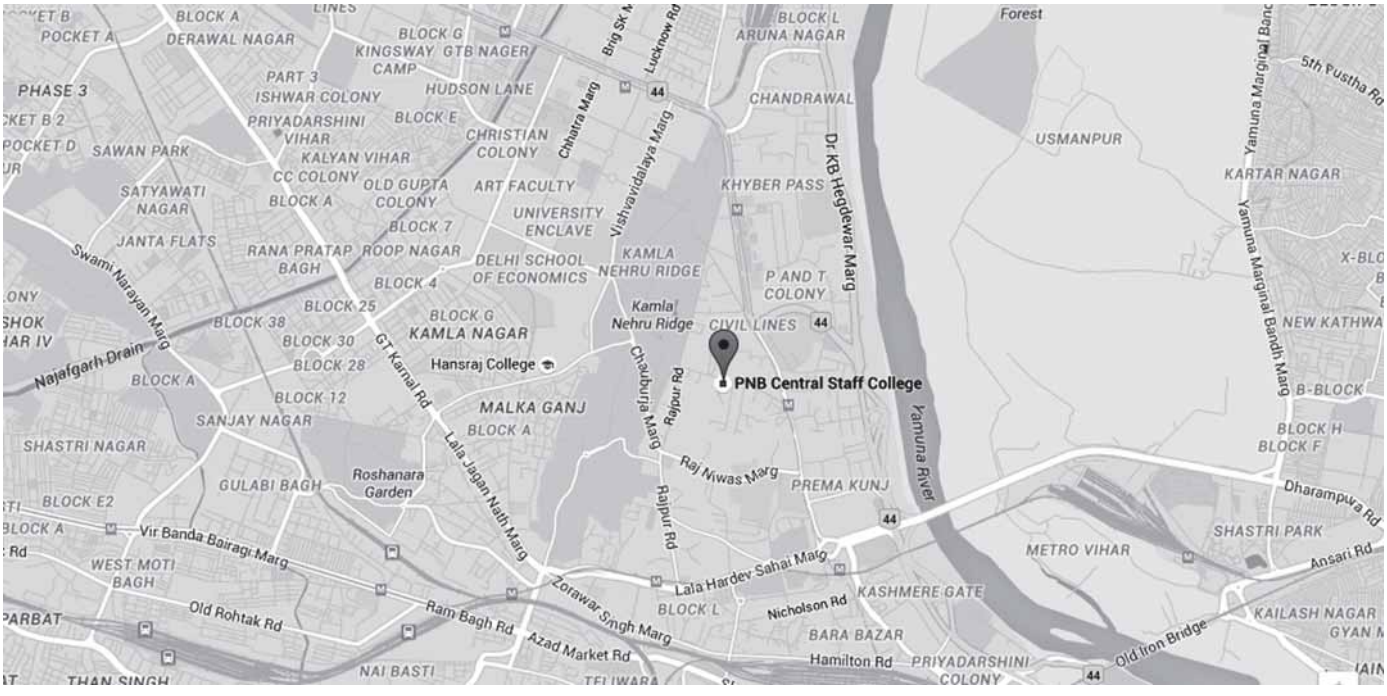
PURSUANT TO REGULATION 36 OF LISTING REGULATIONS, THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/ RE-APPOINTED ARE AS UNDER:

Name of Director	**Sh. R. S. Ramasubramaniam**	**Sh. S. K. Dubey**
Date of Birth (Age)	07/03/1956 (60)	16/12/1951 (64)
Nationality	Indian	Indian
Date of first Appointment on Board of Company	03/02/2016	03/06/2009
Qualifications	MBA (IIM-Ahmedabad), B.Tech (Mech. Eng., IIT Madras)	M.Sc., CAIIB
Experience/Expertise in Specific functional Area	He is having experience of more than 27 years in the areas of finance and infrastructure sector. He is managing the business affairs of Feedback Infra Pvt. Ltd and its subsidiaries.	He is having rich experience of around 36 years in senior capacities in PNB group especially in treasury and international banking operations. He is with PNB Gilts Ltd. as Managing Director since February 1, 2012.
Directorship held in other Companies	• Feedback Infra Pvt. Ltd. • Mission Holdings Pvt. Ltd. • Feedback Ventures & Gosh Bose Associates Pvt. Ltd. • Feedback Energy Distribution Company Limited • Feedback power Operations & Maintenance Services Ltd.	• Primary Dealers' Association of India.
Chairperson / Member of the Committee of the Board of Directors of the Company	The Board has inducted him as a member in the following Committees of Board w.e.f. 22/03/2016 • Audit Committee • Nomination and Remuneration Committee • Stakeholders' Relationship Committee • Share Transfer and Issue of Duplicate Shares Committee	• Member – Stakeholders' Relationship Committee • Member – CSR Committee • Member – Share Transfer and Issue of Duplicate Shares Committee
Membership/ Chairmanship of Committee of other Companies	• Member - Executive Committee of Feedback Infra Pvt. Ltd. • Member - Audit, Remuneration and Nominations Committee of Feedback Infra Pvt. Ltd. • Member - Audit Committee of Feedback Energy Distribution Company Ltd. • Member - Executive Committee – Finance & Governance of Feedback Brisa Highways OMT Pvt. Ltd.	Nil
Number of Board/ Committee Meetings attended during the year	• He attended both the two Board meetings held since his appointment on the Board. • He attended one Share Transfer and Issue of Duplicate Shares Committee Meeting held since his induction in the Committee.	• Board Meeting - He attended all the 6 Meetings held during the FY 2015-16. • CSR Committee Meeting - He attended all the 3 CSR Committee Meetings held in FY 2015-16. • Stakeholders' Relationship Committee Meeting- He attended all the 12 Stakeholders Relationship Committee Meetings held in FY 2015-16.

		• Share Transfer and Issue of Duplicate Shares Committee Meeting - He attended all the 27 Share Transfer and Issue of Duplicate Shares Committee Meetings held in FY 2015-16.
Number of Shares Held	Nil	Nil
Terms & Conditions of Appointment/Reappointment	He will be entitled to a sitting fee for attending various meetings of the Board / its Committees, as may be fixed by the Board, from time-to-time, subject to the ceiling prescribed from time to time under Companies Act, 2013 and rules made thereunder and other applicable laws. In addition, out of pocket expenses incurred, if any, in connection with performance of duties as a Director are also reimbursable.	Refer page no. 9 and 10 of this Notice.
Remuneration last drawn	For remuneration paid in FY 2015-16, refer page no. 19 of the Annual Report	For remuneration paid in FY 2015-16, refer page no. 19 of the Annual Report
Relationship between Directors	Nil	Nil

ROUTE MAP TO THE AGM VENUE

Venue : Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi-110054



Landmark : Near Sant Parmanand Hospital

Distance from Civil Lines Metro Station : 2 km.

E-COMMUNICATION REGISTRATION FORM*

(For Shareholders Holding Shares in Physical Form)

To,
MCS Share Transfer Agent Ltd.
(Unit : PNB GILTS)
F-65, 1st Floor, Okhla Industrial Area
Phase-1, New Delhi-110020.

Dear Sir,

REG : Green Initiative in Corporate Governance

I agree to receive all communication from the company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No. : .....

Name of 1st Registered Holder (In Block Letters) : .....

Name of Joint Holder(s) : .....

.....

Registered Address : .....

.....

.....

Contact No. (In Block Letters) : .....

E-mail ID : .....

Date:..... Signature of the first holder.....

Shareholders holding shares in Demat form - Please send same information by quoting your DP ID & Client ID to your Depository Participant to avail this facility.

REQUEST - In addition to above, please send a test mail from your Email ID (mentioning therein your folio no. and your intention to avail e-communication facility) to our email id (m.kochar@pnbgilts.com) so that punching errors be avoided at the time of feeding of information in the system, which will be done on receipt of duly signed format.

Important Notes :

1) On registration, all the communication will be sent to the e-mail ID registered in the folio.

2) The form is also available on the website of the company www.pnbgilts.com

3) Shareholders are requested to keep Company informed, as and when there is any change in the e-mail address. Unless the email id given hereabove is changed by you by sending another communication in writing, the Company will continue to send the notices/documents to you on the above mentioned email ID.

NECS (NATIONAL ELECTRONIC CLEARING SYSTEM) MANDATE FORM FOR PAYMENT OF DIVIDEND ON EQUITY SHARES*

(For Shareholders holding shares in Physical Form)

To,

MCS Share Transfer Agent Ltd.

(Unit : PNB GILTS)

F-65, 1st Floor, Okhla Industrial Area, Phase-1,

New Delhi-110020

Dear Sir,

I hereby authorize PNB Gilts Ltd. to credit dividend (to be declared in future, if any) amount directly to my bank account through NECS, details of which are as under:

1. First / Sole Shareholder's Name (in Block letters) :
2. Address :
3. Regd. Folio No. :

   (If shares are in Physical Form)

   DP ID No. and Client ID No. :

   (If shares are in Dematerialised Form)
4. Telephone No. :
5. E-mail ID :
6. Particulars of Bank Account :
   - A. Bank Name
   - B. Branch Name & Address (with Pin code & Tel. No.) :
   - C. Bank Account No. (as appearing on the Cheque Book) :
   - D. Account Type (Please tick ✓) : SB ☐ Current ☐ Cash Credit ☐ Others ☐
   - E. 9 Digit MICR Code No. of the Bank & Branch appearing on the MICR cheque issued by the bank : ☐☐☐ ☐☐☐ ☐☐☐
7. Please attach a photocopy of a cheque leaf or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the above mentioned code numbers.

Shareholders holding shares in Demat Form - Please send a similar duly filled in form to your Depository Participant

DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reason of incomplete or incorrect information, I would not hold PNB Gilts Ltd. responsible. In case of NECS facility not being available for any reason, the account details provided above may be incorporated in the payment instrument.

Place: Signature of the first / sole shareholder

Date :

Notes :

1. If above mandate has already been submitted, please ignore this communication.
2. Kindly fll all columns. Incomplete forms shall not be entertained.
3. Please note that NECS facility is available only at Core Banking Solution Branches (CBS Branches) of the Banks. Therefore, please ensure that you provide only your new bank account number (not more than 35 digits), allotted by your Bank post implementation of Core Banking System, to avail NECS.

..... Tear Here .....

In case the shareholder is not in a position to give bank "cancelled" cheque or a photocopy thereof, a certifcate of the shareholder's Bank may be furnished as under:

Certificate of the Shareholder's Bank

(To be submitted only if blank "cancelled" cheque or a photocopy thereof is not enclosed)

Certifed that the particulars furnished above are correct as per our records.

Bank's Stamp :

Date : Signature of the Authorised offcial of the Bank

ADDENDUM TO NOTICE

PNB Gilts Ltd.
Regd. Office : 5, Sansad Marg, New Delhi - 110 001
Tel : 011-23325759, 23325779, **Fax** : 011-23325751, 23325763
Website - www.pnbgilts.com, **E-mail ID** - pnbgilts@pnbgilts.com
CIN : L74899DL1996PLC077120

An Addendum to the Notice of 20th Annual General Meeting (AGM) dated May 16, 2016 of PNB Gilts Limited ('the Company') is hereby given for increase in borrowing powers of the Company. Accordingly, the following resolution will be taken up for consideration of the members in the ensuing 20th AGM of the Company, scheduled to be held on Saturday, September 17, 2016 at 11:00 A.M. at Punjab National Bank Auditorium, Central Staff College, 8 , Under Hill Road, Civil Lines, Delhi-110054, as part of the Special Businesses of the AGM, in the form of Special Resolution, as set forth below :

Item No. 7

For Increase in Borrowing Power Limits of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of Resolution no. 13 passed at 18th Annual General Meeting held on August 30, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee or delegation thereof) to borrow and raise such sum or sums of money from time to time as may be required for the purpose of the business of the Company, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that total amount borrowed at any point of time, apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business, shall not be in excess of ₹ 7000 crores over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors

(Monika Kochar)
Company Secretary
FCS 6514

July 30, 2016

Regd. Off.: 5, Sansad Marg, New Delhi -110001
CIN: L74899DL1996PLC077120
E-mail: m.kochar@pnbgilts.com
Website: www.pnbgilts.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Business to be transacted at the AGM, is annexed hereto.

2. Notes and other information mentioned in the Notice of 20th AGM forms integral part of this Addendum to Notice.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

Item No. 7

The Company is a Primary Dealer (PD) in Government Securities (G-Sec) and its main objective is to support the Government Borrowing programme. In fulfillment of its commitment as PD, it has to participate in the T-Bills and G-sec auctions conducted by RBI. The Company is a regular borrower under call money market, repo market, CBLO and all other money markets etc.

The members of the Company at their 16th Annual General Meeting held on July 28, 2012 by way of an Ordinary Resolution under the erstwhile Section 293(1)(d) of the Companies Act, 1956 authorized the Board to borrow over and above the aggregate of paid-up share capital and free reserves of the Company, provided the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time, apart from temporary loans obtained in ordinary course of business, shall not be in excess of ₹ 5000 crore in excess of the aggregate of paid-up share capital and free reserves of the Company, apart from temporary loans obtained in ordinary course of business.

Post enactment of Section 180(1)(c) of the Companies Act, 2013 on September 12, 2013 and in view of clarification issued by Ministry of Corporate Affairs, Govt. of India vide circular no. 4/2014 dated March 25, 2014 requiring the Company to pass Special Resolution, the members of the Company at their 18th Annual General Meeting passed the special resolution enabling the Board of Directors to borrow money upto ₹ 5000 crore in excess of the aggregate of paid-up share capital and free reserves of the Company, apart from temporary loans obtained in ordinary course of business. Thus the limit was not changed.

In view of the significant increase in the government borrowing and Company's commitment thereto since then, it is proposed that the borrowing powers of the Board be raised to ₹ 7000 crore in excess of the aggregate of paid-up share capital and free reserves of the Company, apart from temporary loans obtained in ordinary course of business.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company, the Board of Directors of the Company cannot borrow moneys together with the moneys already borrowed by the company in excess of the paid-up capital and free reserves of the Company unless the consent to borrow in excess is accorded to by the members in the general meeting by way of special resolution. Hence the approval of members is sought to increase the borrowing powers up to ₹ 7000 crore in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained in ordinary course of its business.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the Notice.

By Order of the Board of Directors

(Monika Kochar)
Company Secretary
FCS 6514

July 30, 2016

Regd. Off.: 5, Sansad Marg, New Delhi -110001
CIN: L74899DL1996PLC077120
E-mail: m.kochar@pnbgilts.com
Website: www.pnbgilts.com

PNB GILTS LTD.
CIN : L74899DL1996PLC077120
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Website: www.pnbgilts.com, E-mail ID: pnbgilts@pnbgilts.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

Regd. Folio No./DP.ID.No._____ Client ID.No. _____

No. of Shares held _____

I _____S/o/W/oD/o_____

Resident of_____certify that I am a Member / Proxy for the member of the company.

I hereby record my presence at the Twentieth Annual General Meeting of the Company at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi - 110054 on September 17, 2016 at 11:00 a.m.

_____ _____

Member's / Proxy's Name in Block Letter Signature of Member/Proxy

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

ENTRY PASS

_____

Member's / Proxy's Signature

Notes:

1. **Please retain this till the conclusion of the meeting.**
2. **For strict security reasons mobile phones, brief cases and other belongings are not allowed inside the Auditorium.**
3. **Please bring your copy of the enclosed Annual Report.**
4. **In view of the strict guidelines issued by SEBI, no gifts/coupons will be distributed at the meeting.**

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PNB GILTS LTD.

CIN : L74899DL1996PLC077120
Regd. Ofice : 5, Sansad Marg, New Delhi – 110001
Tel: 011-23325759, 23325779
Fax: 011-23325751, 23325763
E-mail ID: pnbgilts@pnbgilts.com Website: www.pnbgilts.com

Name of the member(s):

Registered Address:

E-mail ID:

Folio No./Client ID:

DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

1. Name: .....
   Address: .....
   E-mail ID:..... Signature: ....., or failing him
2. Name: .....
   Address: .....
   E-mail ID:..... Signature: ....., or failing him
3. Name: .....
   Address: .....
   E-mail ID:..... Signature: ....

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 20th Annual General meeting of the Company to be held on Saturday, the 17th day of September, 2016 at 11:00 a.m. at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110 054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	For	Against
Ordinary Business			
1	Adoption of financial statements of the Company for the year ended March 31, 2016, and the Reports of the Directors' and Auditors' thereon.		
2	Declaration of final dividend of ₹ 1.10 per Equity Share for the year ended March 31, 2016		
3	Appointment of Director in place of Sh. S. K. Dubey (DIN: 01770805), who retires by rotation and being eligible, offers himself for reappointment.		
4	Authorization to Board of Directors to fix the remuneration of the Statutory Auditor(s) of the Company as and when appointed by the Comptroller and Auditor General of India for FY 2016-17		
Special Business			
5	Appointment of Sh. R. S. Ramasubramaniam (DIN: 00008937) as an Independent Director for a term upto February 2, 2021.		
6	Re-appointment of Sh. S. K. Dubey (DIN: 01770805) as Managing Director for a period effective from July 1, 2016 to January 31, 2018		
7	Increase in Borrowing Powers of the Company		

Signed this ..... day of ....., 2016

Affx Revenue Stamp (not less than Rs. 0.15)

Signature of Member: ..... Signature of Proxy holder(s): .....

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered ofice of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. Please put 'X' in the appropriate column against the resolution indicated in the Box. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be suficient, but names of all the joint holders should be stated.

PNB GILTS LTD.
Registered Office: 5, Sansad Marg, New Delhi -110001
Phone: 011-23325759, 23325779, **Fax :** 011-23325751, 23325763
Website: www.pnbgilts.com, **E-mail Id:** pnbgilts@pnbgilts.com, **CIN:** L74899DL1996PLC077120

Folio No./DPID./Client ID:

Name:

Address:

Joint Holder(s):
No of share(s) held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, PNB Gilts Ltd. ("the Company") is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the 20th Annual General Meeting, scheduled to be held on Saturday, September 17, 2016 at 11:00 a.m. by electronic means ('remote e-voting').

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting facilities. The remote e-voting particulars are set out below:

REMOTE E-VOTING SLIP		
EVEN(Remote E-voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	:	From 9:00 a.m. (IST) on September 13, 2016
End of remote e-voting	:	Up to 5:00 p.m. (IST) on September 16, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by the NSDL upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is September 10, 2016.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the enclosed Notice dated May 16, 2016 for the 20th Annual General Meeting scheduled to be held on September 17, 2016. The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.pnbgilts.com.

New Delhi
May 16, 2016

Yours faithfully,
For **PNB Gilts Ltd.**

(Monika Kochar)
Company Secretary

Instructions and other information relating to e-voting are as under:

1. A. **In case a Member receives an email from NSDL** [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
   (i) Open email and then open PDF file viz; PNB Gilts "remote e-Voting.pdf" with your Client ID or Folio No. as password.
   The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
   (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
   (iii) Click on Shareholder – Login
   (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
   (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
   (vii) Select "EVEN" of PNB Gilts Limited.
   (viii) Now you are ready for remote e-voting as Cast Vote page opens.
   (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
   (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
   (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
   (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to abhishek@indiacp.com with a copy marked to evoting@nsdl.co.in

   B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
   (i) User ID and initial password as provided overleaf.
   (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. In case of any clarification(s)/grievance(s) connected with the remote e-voting, you may contact Mr. Amit Vishal, Senior Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Phone No. 022-24994738, E-mail: evoting@nsdl.co.in or AmitV@nsdl.co.in or Toll Free No. 1800-222-990.
3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The remote e-voting period commences on September 13, 2016 (9:00 a.m.) and ends on September 16, 2016 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 10, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
6. The voting and e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 10, 2016.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 10, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/STA.
8. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
10. Mr. Abhishek Bansal, Advocate (Bar Council No. D/2726/2008) or in his absence/non-availability, Mr. Ashutosh Gupta, Advocate (Bar Council No. D/2497/2010) will act as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
12. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pnbgilts.com and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him in writing. The results shall also be immediately communicated to the BSE Limited and the National Stock Exchange of India Limited.