

Date: 18.09.2025

The Manager – Listing National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai -400051 <u>Scrip Code: PNBGILTS</u>	The Manager – Listing BSE Limited Phiroze JeeJeebhoy Towers Dalal Street Mumbai- 400 001 <u>Scrip Code: 532366</u>
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Sub: Submission of Scrutinizer Report and Voting Results - 29th Annual General Meeting

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir / Madam,

In accordance with above referred provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the scrutinizer's report for the 29th Annual General Meeting (AGM) of the Company held on 17th September, 2025 as Annexure A.

Voting Results are also attached as Annexure B.

We would like to inform you that all the resolutions set out in such notice of AGM were passed with requisite majority by the members of the Company.

You are requested to please take the same on record.

The above is for your information and records.

Thanking You,

Yours faithfully,
For PNB Gilts Ltd

(Monika Kochar)
Company Secretary & Chief Compliance Officer

Encl: A/a

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

PNB Gilts Limited

(CIN: L74899DL1996PLC077120)

5, Sansad Marg

New Delhi-110001

Subject: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting during the 29th Annual General Meeting ("AGM") of PNB Gilts Limited held on Wednesday, 17th September, 2025 at 11:00 A.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Nitesh Latwal, Partner of M/s. PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **PNB Gilts Limited** ("the Company") on **23rd July, 2025** for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting during the AGM of the Company held on **Wednesday, 17th September, 2025 at 11:00 A.M. (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("Rule") and in accordance with the terms of General Circulars issued by Ministry of Corporate Affairs i.e. General Circular No. 09/2024 dated 19th September 2024 and other applicable circulars issued in this regard (collectively referred to as "**MCA Circular**") and in accordance with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 and other applicable circulars issued in this regard (collectively referred to as "**SEBI Circulars**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated 23rd July, 2025 ("**AGM Notice**").

1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting during the AGM, for the resolutions set out in the AGM Notice to the chairman of the Company or any person authorized by him.



2. I submit my report as under: -

- i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year ("F.Y.") 2024-25 was dispatched by the Company on Friday, 22nd August, 2025 to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depository Participant(s)/Depository(ies).
- ii. A letter containing the weblink, including the exact path, where complete details of Annual Report along with AGM Notice are available, was sent to members whose emails address were not registered with the Company/ Registrar and Share Transfer Agent/ Depository Participant(s)/Depository(ies).
- iii. The Company has engaged National Securities Depository Limited (NSDL) to provide services related to remote e-voting and e-voting during the AGM.
- iv. The AGM Notice was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Limited (ii) posted on the website of the Company.
- v. The members of the Company as on the "cut off" date i.e. Wednesday, 10th September, 2025 were entitled to avail the facility of remote e-voting as well as e- voting during the AGM on the proposed resolutions as set out in the AGM Notice.
- vi. The remote e-voting period commenced on Saturday, 13th September, 2025 at 9:00 A.M. (IST) and ended on Tuesday, 16th September, 2025 at 5:00 P.M. (IST).
- vii. After completion of e-voting during the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses who are not in employment of the Company.
- viii. The data of remote e-voting and e-voting during AGM was diligently scrutinized and reconciled with the records maintained by the NSDL and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during the AGM.



- ix. The consolidated summary of results of remote e- voting and e-voting during the AGM is annexed herewith as **Annexure- A**.
- x. For preparation of this report, Permanent Account Number (PAN) based consolidation of folios of Individual Shareholders has not been done.
- xi. Pursuant to provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 no votes were casted by the related parties (as per the list provided by the Company) on item no. 7 of the AGM Notice, dealing with the approval of material related party transaction.
- xii. Based on the aforesaid results, I report that all the Resolutions as contained in Item No(s). 1 to 7 of the AGM Notice of the Company, have been passed with requisite majority.

Countersigned by

Chandra Prakash (CFO)

**Authorised Signatory
PNB Gilts Limited**

**For PI & Associates
Company Secretaries**



**Nitesh Latwal
Partner**

ACS No.: 32109

C P No.: 16276

PR: 1498/2021

UDIN: A032109G001277496

Date: 18.09.2025

Place: Kolkata



Item No. 1: To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2025 and the Reports of the Auditors and the Board of Directors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percent age of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	235	13,40,56,717	99.9991	39	1,195	0.0009		
E-voting at AGM	2	14	100.0000	0	0	0.0000		
Total	237	13,40,56,731	99.9991	39	1,195	0.0009		

Result: Based on the above, the resolution has been passed with requisite majority.




Item No. 2: Declaration of final dividend of INR 1 (One Indian rupee only) per equity share of the Company having face value of INR 10/- (Rupees ten only) each, for the Financial Year ended on 31st March 2025.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	239	13,40,56,939	99.9991	36	1,143	0.0009		
E-voting at AGM	2	14	100.0000	0	0	0.0000		
Total	241	13,40,56,953	99.9991	36	1,143	0.0009		

Result: Based on the above, the resolution has been passed with requisite majority.



Item No. 3: To appoint a Director in place of Sh. Kalyan Kumar (holding DIN: 09631251), who is liable to retire by rotation and being eligible, offers himself for reappointment.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	231	13,40,55,069	99.9979	43	2,843	0.0021	-	-
E-voting at AGM	2	14	100.0000	0	0	0.0000	-	-
Total	233	13,40,55,083	99.9979	43	2,843	0.0021		

Result: Based on the above, the resolution has been passed with requisite majority.




Item No. 4: To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) / Joint Statutory Auditors of the Company, as appointed by the Comptroller and Auditor General of India for the financial year 2025-26.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percent age of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percenta ge of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	231	13,40,55,891	99.9985	43	2,021	0.0015		
E-voting at AGM	2	14	100.000 0	0	0	0.0000	-	-
Total	233	13,40,55,905	99.9985	43	2,021	0.0015		

Result: Based on the above, the resolution has been passed with requisite majority.



Item No. 5: To appoint Secretarial Auditor of the Company for a period of five (5) years.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	235	13,40,56,633	99.9990	39	1,279	0.0010	-	-
E-voting at AGM	2	14	100.0000	0	0	0.0000	-	-
Total	237	13,40,56,647	99.9990	39	1,279	0.0010		

Result: Based on the above, the resolution has been passed with requisite majority.



Item No. 6: To appoint Sh. Pareed Sunil as the Managing Director and CEO of the Company and fix his remuneration for a period of three (3) years.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E -- Voting	233	13,40,55,835	99.9983	42	2,247	0.0017		
E-voting at AGM	2	14	100.0000	0	0	0.0000		
Total	235	13,40,55,849	99.9983	42	2,247	0.0017		

Result: Based on the above, the resolution has been passed with requisite majority.



Item No. 7: To approve existing as well as the new material related party transactions with promoter and its group companies/associates.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes casted	Percentage of total votes casted	Number of members who voted	Number of shares for which votes casted	Percentage of total votes cast	Number of members who voted	Number of shares for which votes casted
Remote E – Voting	231	7,21,677	99.5995	42	2,902	0.4005		
E-voting at AGM	2	14	100.0000	0	0	0.0000		
Total	233	7,21,691	99.5995	42	2,902	0.4005		

Result: Based on the above, the resolution has been passed with requisite majority.



Annexure B

General information about company	
Scrip code	532366
NSE Symbol	PNBGILTS
MSEI Symbol	NOTLISTED
ISIN	INE859A01011
Name of the company	PNB Gilts Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	17-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM

Scrutinizer Details

Name of the Scrutinizer	Nitesh Latwal
Firms Name	M/s PI & Associates
Qualification	CS
Membership Number	32109
Date of Board Meeting in which appointed	23-07-2025
Date of Issuance of Report to the company	18-09-2025

Voting results

Record date	10-09-2025
Total number of shareholders on record date	87692
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	106
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2025 and the Reports of the Auditors and the Board of Directors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	133333333	100	133333333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	133333333	100	133333333	0	100
Public-Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243158	0.5351	241963	1195	99.5085	0.4915
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243158	0.5351	241963	1195	99.5085
Total		180010134	134057926	74.4724	134056731	1195	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a final dividend of `1 per equity share of `10/- each for the year ended March 31, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	133333333	100	133333333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	133333333	100	133333333	0	100
Public- Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243328	0.5355	242185	1143	99.5303	0.4697
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243328	0.5355	242185	1143	99.5303
Total		180010134	134058096	74.4725	134056953	1143	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Sh. Kalyan Kumar (holding DIN: 09631251), who is liable to retire by rotation and being eligible, offers himself for reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	133333333	100	133333333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	133333333	100	133333333	0	100
Public- Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243158	0.5351	240315	2843	98.8308	1.1692
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243158	0.5351	240315	2843	98.8308
Total		180010134	134057926	74.4724	134055083	2843	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To authorize the Board of Directors to fix the remuneration of the Statutory Auditor(s) / Joint Statutory Auditors of the Company, as appointed by the Comptroller and Auditor General of India, for the financial year 2025-26				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	133333333	100	133333333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	133333333	100	133333333	0	100
Public-Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243158	0.5351	241137	2021	99.1689	0.8311
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243158	0.5351	241137	2021	99.1689
Total		180010134	134057926	74.4724	134055905	2021	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Secretarial Auditor of the Company for a period of five (5) years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	133333333	100	133333333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	133333333	100	133333333	0	100
Public- Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243158	0.5351	241879	1279	99.474	0.526
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243158	0.5351	241879	1279	99.474
Total		180010134	134057926	74.4724	134056647	1279	99.999	0.001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Sh. Pareed Sunil as the Managing Director and CEO of the Company and fix his remuneration for a period of three (3) years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	133333333	100	133333333	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	133333333	100	133333333	0	100
Public- Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243328	0.5355	241081	2247	99.0766	0.9234
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243328	0.5355	241081	2247	99.0766
Total		180010134	134058096	74.4725	134055849	2247	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve existing as well as the new material related party transactions with promoter and its group companies/ associates				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	133333333	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		133333333	0	0	0	0	0
Public- Institutions	E-Voting	1238078	481435	38.8857	481435	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1238078	481435	38.8857	481435	0	100
Public- Non Institutions	E-Voting	45438723	243158	0.5351	240256	2902	98.8065	1.1935
	Poll							
	Postal Ballot (if applicable)							
	Total		45438723	243158	0.5351	240256	2902	98.8065
Total		180010134	724593	0.4025	721691	2902	99.5995	0.4005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0