

NOTICE



Regd. Office : 5, Sansad Marg, New Delhi - 110 001
Tel : 011-23325759, 23325779; **Fax :** 011-23325751, 233252763
Website - www.pnbgilts.com, **E-mail ID -** pnbgilts@pnbgilts.com
CIN : L74899DL1996PLC077120

Notice is hereby given that the 19th Annual General Meeting (AGM) of members of PNB Gilts Limited will be held on Saturday, September 19, 2015, 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, 2015 and the Reports of the Directors and Auditors thereon.
2. To declare a final dividend of ₹ 1.50 per Equity Share for the year ended March 31, 2015.
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.
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 and in this regard, if thought fit, to pass the following 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 2015-16.”

SPECIAL BUSINESS

5. To appoint Sh. Gauri Shankar (DIN: 06764026), 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 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Gauri Shankar (holding DIN : 06764026), Managing Director and CEO of Punjab National Bank, who was appointed as an Additional Director of the Company 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 a Director of the Company whose period of office shall be liable to retire by rotation.”

6. To appoint Sh. K. V. Brahmaji Rao (DIN: 06861202), 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 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. K. V. Brahmaji Rao (DIN: 06861202), Executive Director of Punjab National Bank, who was appointed as an Additional Director of the Company 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 a Director of the Company whose period of office shall be liable to retire by rotation.”

7. 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, 2015 to June 30, 2016, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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.”

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors



(Monika Kochar)
Company Secretary
FCS 6514

June 30, 2015

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, (“the Act”) which sets out details relating to Special Business to be transacted at the AGM, 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 and holding in the aggregate not more than ten percent of the total share capital of the Company.

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

3. The Company has notified closure of Register of Members and the Share Transfer books from Saturday, September 12, 2015 to Saturday, September 19, 2015 (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 2014-15, if declared at 19th AGM of the Company.
4. The Transfer Deed(s) along with Share Certificate(s) received upto Friday, September 11, 2015 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 2014-15.
5. The dividend, as recommended by the Board, if declared, at the AGM, will be paid within 30 days from the date of declaration of the dividend 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 11, 2015 as per the lists and details (including bank details) to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form ; and
 - b) As Members in the Register of Members of the Company on September 11, 2015, after giving effect to valid share transfers in physical form lodged with the Company on or before above said date.
6. 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 and bank name, address of branch etc.), nomination etc. quoting reference of their folio number to the Share Transfer Agent(STA) 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
7. In case the mailing address mentioned on the Annual Report/Notice is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
8. 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.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchanges 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 the Directors is related to the other.

10. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants 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 2014-15 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 19th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants 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 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent in the permitted mode.
12. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for 2014-15 will be available on the Company's website www.pnbgilts.com for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection 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. 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.
13. 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.

14. E-COMMUNICATION FACILITY

Shareholders are requested to avail E-Communication facility by registering their Email ID with MCS Share Transfer Agent Ltd., the Share Transfer Agent of the Company (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 for registering email ID for shareholders holding shares in physical form is available in the Annual Report. Shareholders holding shares in demat form may also submit similar information to their Depository Participant to avail this facility.

15. 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 ten or more 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 Agent, 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 in Annual Report. 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.

16. 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. The information of unpaid Dividend is also uploaded on the website (www.pnbgilts.com) of the Company.

17. 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 19th AGM in view of the strict guidelines issued by SEBI in this regard.
- 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.

18. Voting through Electronic means

- I. In compliance with provisions of Clause 35B of Listing Agreement and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolution proposed to be considered in 19th 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 15, 2015 (9:00 am) and ends on September 18, 2015 (5:00 pm). 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 11, 2015, 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. 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 Participants(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) 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
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

VI. 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 Sh. Rajiv Ranjan, Assistant 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 Toll Free No. 1800-222-990.

VII. 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.

VIII. 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).

IX. 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 of September 11, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as the cut-off date i.e. September 11, 2015, 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.

XI. 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.

XII. Mr. Abhishek Bansal, Advocate (Bar Council No. D/2726/2008) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIII. The Chairman 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.
- XIV. 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 Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. 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 Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.
19. All documents referred to in the accompanying Notice and the Explanatory Statement subject to Section 102 of the Act, 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.

20. 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 in its meeting held on March 25, 2015 appointed Sh. Gauri Shankar, Managing Director & CEO – Punjab National Bank as an Additional Director of the Company with effect from March 25, 2015. Pursuant to Section 161 of the Act, Sh. Gauri Shankar will hold office up to the date of ensuing AGM. The Company has received a notice under Section 160 of the Act, from a member proposing the candidature of Sh. Gauri Shankar for the office of Director.

Sh. Gauri Shankar 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.

Brief profile of Sh. Gauri Shankar, including nature of expertise, is provided at page no. 11 of the Notice.

Sh. K. V. Brahmaji Rao, Additional Director, being Executive Director of the Punjab National Bank i.e. promoter-cum-majority shareholder (74.07%) may be deemed to be concerned or interested in the appointment of Sh. Gauri Shankar. Further, Sh. Gauri Shankar, being an appointee, may also be deemed to be concerned or interested in this resolution.

Save and except the above, 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 in its meeting held on November 1, 2014 appointed Sh. K. V. Brahmaji Rao¹, Executive Director – Punjab National Bank as an Additional Director of the Company with effect from November 1, 2014. Pursuant to Section 161 of the Act, Sh. K. V. Brahmaji Rao will hold office up to the date of ensuing AGM. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sh. K. V. Brahmaji Rao for the office of Director.

Sh. K. V. Brahmaji Rao 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.

Brief profile of Sh. K. V. Brahmaji Rao, including nature of expertise, is provided at page no. 11 of the Notice .

Sh. Gauri Shankar, Additional Director, being Executive Director (with additional charge of Managing Director and CEO) of the Punjab National Bank i.e., promoter-cum-majority shareholder (74.07%) may be deemed to be concerned or interested in the appointment of Sh. K. V. Brahmaji Rao. Further, Sh. K. V. Brahmaji Rao, being an appointee, may also be deemed to be concerned or interested in this resolution.

Save and except the above, 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. 6 of the Notice.

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

Item No. 7

The Board of Directors in its meeting held on April 29, 2015, has, subject to the approval of members, re-appointed Sh. S. K. Dubey as Managing Director for a period effective from July 1, 2015 to June 30, 2016.

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 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 Act.

Subject to the aforesaid, the salary, allowances and other perquisites of Sh. S. K. Dubey as approved by the Board in above said meeting is as under:

The total remuneration of Managing Director shall be ₹ 3,62,500/- per month (However, this will include the pension of ₹ 48019/- p.m. being paid by PNB, bringing the effective Cost to the Company (CTC) at ₹ 314481/- per month). The breakup of salary and allowances is as under-

1. Basic Pay : ₹ 1,35,000/- p.m.
2. Special Allowance : ₹ 55,000/- p.m.
3. Other Allowance : ₹ 78,997/- p.m.
4. Accommodation: In case he opts for company provided accommodation, an amount of ₹ 8,000/- p.m. will be recovered from salary.
5. Other Allowances/facilities/perquisites:
 - a. Entertainment Allowance: ₹9,000 p.m.

¹also known as Sh. K.V. Brahmajee Rao

- b. Newspaper & periodicals : ₹ 744 p.m.
- c. Medical Reimbursement: ₹ 1,250 p.m.
- d. Updation allowance: ₹ 7,500 p.m.
- e. Telephone reimbursement: ₹ 6,000 p.m.
- f. Conveyance : Company car with driver will be provided. Driver salary to the extent of ₹ 7500 p.m. (notional cost for the purpose of calculation of CTC) will be reimbursed.
- g. Conveyance allowance : Use of company's car for official purpose will be free. Journey to and from residence will be treated official duty. For the purpose of calculation of CTC, cost of petrol will be treated as ₹ 7,000 p.m.
- h. Leave Travel Concession (LTC): Once in two years, to home town /any wherein India by AC First class or air economy class for self and spouse. For encashment purpose, LTC will be ₹ 5625/- p.m.
- i. Leave Encashment: Accumulated Privilege Leave can be encashed at the time of availing/encashing LTC upto maximum of one month.
- j. Leave: As per company rules
- k. Travel: He may travel by train AC 1st Class or by Air (Economy class)
- l. 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.)

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 of the Notice.

Sh. S.K. Dubey, being an appointee, may be deemed to be interested or concerned in the Resolution at Item No. 7.

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. 7 of the Notice.

The above may be treated as written 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. 7 for the approval of members.

Item No. 8

The Articles of Association (“AOA”) of the Company as presently in force were amended in January 13, 2000 from what they were when the Company was incorporated in 1996. The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. The Act is now largely in force. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace

the Existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The existing AOA have been streamlined and aligned with the Act. Further, the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders and also available at the registered office of the company for inspection 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. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By Order of the Board of Directors
for **PNB Gilts Ltd.**



(Monika Kochar)
Company Secretary
FCS 6514

June 30, 2015

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

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/ RE-APPOINTED ARE AS UNDER:

Name of Director	Sh. Gauri Shankar	Sh. K. V. Brahmaji Rao	Sh. S. K. Dubey	Smt. Sunita Gupta
Date of Birth	25/03/1956	16/05/1959	16/12/1951	18/08/1957
Date of Appointment/ Reappointment on the Board	25/03/2015	01/11/2014	03/06/2009	26/06/2014
Qualifications	B.Sc., B.Com, CAIIB-I	B.Sc	M.Sc., CAIIB	M.A. (Eco.), CAIIB
Expertise in Specific functional Area	He has more than 37 years of experience in Banking Industry. His forte has been finance, strategy & planning and HR development. He has also worked in the capacity of CFO of Bank of India	He is having 33 years experience in the banking industry with specialization in Integrated Risk Management, Management Advisory Services, Treasury, Finance etc.	He is having rich experience of around 36 years in senior capacities in PNB group especially in treasury and international banking operations.	She is having vast experience in treasury operations. She has served as an Economist in PNB for around 17 years and having an experience of 16 years in the Company in various senior capacities.
Directorship held in other public Companies (excluding foreign and private companies)	<ul style="list-style-type: none"> • Punjab National Bank • PNB Metlife India Ltd. • PNB Housing Finance Ltd. • PNB Investment Services Ltd 	<ul style="list-style-type: none"> • Punjab National Bank • PNB Investment Services Ltd 	Primary Dealers' Association of India.	-
Chairman / member of the Committee of the Board of Directors of the Company (only Audit Committee and Stakeholders' Relationship Committee)	-	-	Member – Stakeholders' Relationship Committee	-
Membership/ Chairmanship of Committee of other public Companies				
a) Audit Committee	Member – Punjab National Bank	Member – Punjab National Bank	-	-
b) Stakeholders' Relationship Committee	-	-	-	-
Number of Shares Held	Nil	Nil	Nil	Nil
Relationship between Directors	Nil	Nil	Nil	Nil



PNB GILTS LTD.

CIN : L74899DL1996PLC077120

Regd. Office : 5, Sansad Marg, New Delhi - 110001

Tel : 011-23325759, 23325779, Fax : 011-23325751, 23325763

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 Nineteenth Annual General Meeting of the Company at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi - 110054 on September 19, 2015 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]

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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:

- Name:
Address:
E-mail ID:..... Signature:, or failing him
- Name:
Address:
E-mail ID:..... Signature:, or failing him
- 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 19th Annual General meeting of the Company to be held on Saturday, the 19th day of September, 2015 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, 2015, and the Reports of the Directors' and Auditors' thereon.		
2	Declaration of final dividend of Rs. 1.50 per Equity Share for the year ended March 31, 2015		
3	Appointment of Director in place of Smt. Sunita Gupta (DIN: 06902258), who retires by rotation and being eligible, offers herself 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 2015-16		
Special Business			
5	Appointment of Sh. Gauri Shankar (DIN: 06764026), as a Director liable to retire by rotation		
6	Appointment of Sh. K. V. Brahmaji Rao (DIN: 06861202), as a Director liable to retire by rotation		
7	Re-appointment of Sh. S. K. Dubey (DIN: 01770805) as Managing Director for a period effective from 01.07.2015 to 30.06.2016		
8	Adoption of new Articles of Association of the Company		

Signed this day of, 2015

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

Affix Revenue Stamp (not less than Rs. 0.15)

Notes:

- This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
- 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.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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Phone: 011-23325759, 23325779, **Fax :** 011-23325751, 23325763

Website: www.pnbgilts.com, **E-mail Id:** pnbgilts@pnbgilts.com, **CIN:** L74899DL1996PLC077120

Folio No./DP ID./Client ID:

Name:

Address:

Joint Holder(s):

No of share(s) held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the Clause 35B of the Listing Agreement 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 19th Annual General Meeting, scheduled to be held on Saturday, September 19, 2015 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:

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 15, 2015
End of remote e-voting : Up to 5:00 p.m. (IST) on September 18, 2015

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 11, 2015.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the enclosed Notice dated June 30, 2015 for the 19th Annual General Meeting scheduled to be held on September 19, 2015.

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
June 30, 2015

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.nsd.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.nsd.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 Sh. Rajiv Ranjan, Assistant 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 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 15th September, 2015 (9:00 a.m.) and ends on 18th September, 2015 (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 11th September 2015 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 casted their vote electronically shall not be allowed to vote again at the Meeting.
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 11, 2015.
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 11, 2015, 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.nsd.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) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Chairman 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 Chairman 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 Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.