



पंजाब नैशनल बैंक



punjab national bank

Share Department, Finance Division, HO Plot No.4 Sector 10, Dwarka, New Delhi-110075  
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|                                                                                                                                                                                                |                                                                                                                                                                                               |
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| <b>Scrip Code : PNB</b><br>The Asstt. Vice President<br>National Stock Exchange of India Limited<br>"Exchange Plaza",<br>Bandra - Kurla Complex, Bandra (E),<br><b><u>Mumbai - 400 051</u></b> | <b>Scrip Code : 532461</b><br>The Dy. General Manager<br>Bombay Stock Exchange Limited<br>1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers<br>Dalal Street,<br><b><u>Mumbai - 400 001</u></b> |
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Date: 12.07.2019

Dear Sir (s),

**Reg.: Consolidated Scrutinizer's report on remote e-voting and voting at the Annual General Meeting (AGM) of the Bank held on 12.07.2019**

This is in continuation of our intimation dated 12.07.2019 informing proceedings of the AGM of shareholders of the Bank held on 12.07.2019.

We attach herewith Consolidated Scrutinizer's report containing details of remote e-voting and voting through electronic means at the Annual General Meeting of shareholders held on 12.07.2019 at 10.00 A.M. at PNB Multipurpose Hall, Sec 10, Dwarka, New Delhi-110075.

This is in compliance under Regulation 44 of SEBI (LODR) Regulations 2015 read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

Thanking you,

Yours faithfully,

(Balbir Singh)  
Company Secretary





**Ashu Gupta & Co.**

COMPANY SECRETARIES

204A, Second Floor, 23, S.B.I. Building  
Opp. DLF Tower, Shivaji Marg  
New Delhi-110 015  
Tel. : 011- 45700331 Mob. : 9899021740  
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## **Consolidated Scrutinizer(s) Report**

*[Pursuant to Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 as amended till date read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman,  
Punjab National Bank,  
Plot No-4, Sector-10  
Dwarka, New Delhi-110075

Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through electronic means at the Annual General Meeting of the Bank held on Friday, July 12, 2019**

Pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date, the notice of the Annual General Meeting of the Bank dated 28.05.2019 provided the shareholders of the Bank, a facility to exercise their votes on the resolution(s) as set out in the notice of the Annual General Meeting by way of remote e-voting and voting through electronic means at the said Annual General Meeting.

I, Ashu Gupta, Practicing Company Secretary of **Ashu Gupta & Co.** was appointed as the scrutinizer by the Board of Directors of the Bank pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies (Management and Administration) Rules, 2014 as amended, for the purpose of scrutinizing the aforesaid remote e-voting process and voting through electronic means at the Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolution(s) as contained in the notice dated 28<sup>th</sup> May, 2019 convening the Annual General Meeting of the Bank held on Friday, 12<sup>th</sup> July, 2019 at the Multipurpose Hall, Head Office, Plot No. 4, Sector-10, Dwarka, New Delhi-110075.

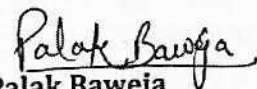
The management of the Bank is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means on the resolution(s) contained in the Notice of the Annual General Meeting of the Bank. Our responsibility as Scrutinizer is restricted to making of Scrutinizer's Report of the votes cast "in favour" or

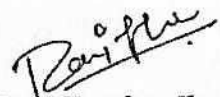


"against" the resolutions stated below, based on the reports generated through e-voting systems both remote e-voting and e-voting at the AGM, provided by NSDL (National Securities Depository Limited).

In this regard, we submit our consolidated report as under:

1. The notice dated 28th May, 2019 convening the Annual General Meeting of the Bank to be held on Friday, 12<sup>th</sup> July, 2019 was sent to the shareholders of the Bank in Physical Form whose email id are not registered with the Bank/depositories on 18<sup>th</sup> June, 2019 and email to shareholders whose email id are registered with the Bank/depositories on 14<sup>th</sup> June, 2019.
2. The shareholders of the Bank holding shares on the "cut-off date" i.e. 05<sup>th</sup> July, 2019 were entitled to vote on the resolution(s) proposed as set out in the notice of the said Annual General Meeting by remote e-voting or voting through electronic means at the Meeting.
3. The remote e-voting period remained open from 09<sup>th</sup> July, 2019 (9:00 A.M) to 11<sup>th</sup> July, 2019 (5:00 P.M) and thereafter, the members who did not exercise their voting rights through remote e-voting, were entitled to vote at the Annual General Meeting.
4. As per the information given by the Company, the names of shareholders who have voted by remote e-voting through the facility provided by NSDL has been blocked and One time Password (OTP) was issued only to those members who were present at the Annual General Meeting and who have not voted through remote e-voting. The OTP was issued on registration of attendance after verifying shareholder's folio, DPID, specimen signature and number of shares held by the member, comparing with Register of Members/ Register of Beneficial owner as on cut-off date.
5. After the votes were cast through electronic means at the AGM, the votes cast through remote e-voting were unblocked on 12<sup>th</sup> July, 2019 around 12.40 PM by me, Ashu Gupta, as scrutinizer along with the Shareholder's Scrutinizer Mr. Deepak Maheshwary in the presence of two witnesses Ms. Palak Baweja D/o Shri Surinder Kumar and Mr. Ravi Shankar Jha S/o Mr. Bal Krishan Jha, who are not in the employment of the Bank and who have signed below as confirmation to unblocking of the votes.

  
Palak Baweja

  
Ravi Shankar Jha



6. In terms of Section 3(2E) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970, no shareholder of the Bank other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him in excess of 10% of the total voting rights of all shareholders of the bank.
7. We have scrutinized the votes cast through electronic means and voting through electronic means at the Annual General Meeting only for the purpose of this report.
8. Based on the reports generated from the NSDL e-voting website and the voting through electronic means at the AGM, the consolidated report on the voting on the sole resolution agenda of the AGM is as under:

We have observed that:

- a) 35 members had cast their vote at the meeting through electronic means at the meeting
- b) 536 members had cast their vote through remote e-voting.

**Resolution No. 1: Ordinary Resolution**

To consider and adopt the Audited balance sheet of the Bank as at 31<sup>st</sup> March, 2019, Profit and Loss Account of the Bank for the year ended 31<sup>st</sup> March, 2019, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and Auditor's Report on the Balance sheet and Accounts are hereby adopted, approved and passed.

**Votes cast "in favour" of the resolution:**

| Mode of voting        | Total Number of members who cast their votes | Total Number of votes cast | Number of members who cast their votes | Number of votes cast | % of total number of total votes cast |
|-----------------------|----------------------------------------------|----------------------------|----------------------------------------|----------------------|---------------------------------------|
| Remote e-voting       | 536                                          | 643644304                  | 489                                    | 643503564            | 99.98%                                |
| Voting at the meeting | 35                                           | 3471707913                 | 34                                     | 3471707912           | 100%                                  |
| <b>Total</b>          | <b>571</b>                                   | <b>4115352217</b>          | <b>523</b>                             | <b>4115211476</b>    | <b>100%</b>                           |



**Votes cast "against" the resolution:**

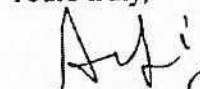
| Mode of voting        | Total Number of members who cast their votes | Total Number of votes cast | Number of members who cast their votes | Number of votes cast | % of total number of total votes cast |
|-----------------------|----------------------------------------------|----------------------------|----------------------------------------|----------------------|---------------------------------------|
| Remote e-voting       | 536                                          | 643644304                  | 47                                     | 140740               | 0.02%                                 |
| Voting at the meeting | 35                                           | 3471707913                 | 1                                      | 1                    | 0%                                    |
| <b>Total</b>          | <b>571</b>                                   | <b>4115352217</b>          | <b>48</b>                              | <b>140741</b>        | <b>0.02%</b>                          |

Based on the aforesaid results, we report that Ordinary resolution as contained in item no. 1 of the notice of the Annual General Meeting held on July 12, 2019, has been passed with requisite majority.

We hereby confirm that we have maintained a register to record the assent or dissent in respect of valid votes cast by the members of the Bank at the AGM and through remote e-voting and other details as required under prescribed Rules, based on the information received from the RTA and the e-voting data received from NSDL.

The aforesaid Register and all other papers relating to remote e-voting and voting at the AGM will remain in our custody until Chairman approves and signs the Minutes of the AGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours truly,



**Ashu Gupta**  
Practising Company Secretary  
Membership No- 4123  
C.P. No. 6646



**Deepak Maheshwary**  
Shareholder Scrutinizer  
DP: 83992527  
Client ID: 2386166

**Date: 12.07.2019**

**Place: New Delhi**



## Voting result of the Annual General Meeting of the Bank Held on July 12, 2019

| Date of AGM                                                                  | 12-Jul-19                 |
|------------------------------------------------------------------------------|---------------------------|
| Total No. of shareholders as on Record Date (05/07/2019)                     | 691949                    |
| No of shareholders present in the meeting either in person or through proxy: | 185                       |
| Promoters and Promoters Group                                                | 1                         |
| Public                                                                       | 184                       |
| No of shareholders attended the meeting through Video Conferencing           | Facility was not provided |
| Promoters and Promoters Group                                                |                           |
| Public                                                                       |                           |

| To consider and adopt the Audited Balance Sheet of the Bank as at 31st March 2019, Profit and Loss Account of the Bank for the year ended 31st March 2019, the Reports of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditor's Report on the Financial Statements. |                        |                    |                     |                                         |                        |                      |                                      |                                    |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|--|
| 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)]*                          | (4)                    | (5)                  | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]* 100                 |  |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                                                             | E-Voting               |                    |                     |                                         |                        |                      |                                      |                                    |  |
|                                                                                                                                                                                                                                                                                                                                         | Poll                   | 3471692263         | 3471692263          | 100.0000                                | 3471692263             |                      | 100.0000                             |                                    |  |
|                                                                                                                                                                                                                                                                                                                                         | Postal Ballot (if Any) |                    |                     |                                         |                        |                      |                                      |                                    |  |
|                                                                                                                                                                                                                                                                                                                                         | TOTAL                  | 3471692263         | 3471692263          | 100.0000                                | 3471692263             |                      | 100.0000                             | 0.0000                             |  |
| Public - Institutional holders **                                                                                                                                                                                                                                                                                                       | E-Voting               |                    |                     |                                         |                        | 0                    | 100.0000                             | 0.0000                             |  |
|                                                                                                                                                                                                                                                                                                                                         | Poll                   | 717399348          | 621732698           | 86.6648                                 | 621732698              |                      |                                      |                                    |  |
|                                                                                                                                                                                                                                                                                                                                         | Postal Ballot (if Any) |                    |                     |                                         |                        |                      |                                      |                                    |  |
|                                                                                                                                                                                                                                                                                                                                         | TOTAL                  | 717399348          | 621732698           | 86.6648                                 | 621732698              | 0                    | 100.0000                             | 0.0000                             |  |
| Public - Non Institutional holders                                                                                                                                                                                                                                                                                                      | E-Voting               |                    |                     |                                         |                        |                      |                                      |                                    |  |
|                                                                                                                                                                                                                                                                                                                                         | Poll                   | 414955417          | 21911606            | 5.2805                                  | 2170866                | 140740               | 99.3377                              | 0.6423                             |  |
|                                                                                                                                                                                                                                                                                                                                         | Postal Ballot (if Any) |                    | 15650               | 0.0038                                  | 15649                  | 1                    | 99.9936                              | 0.0064                             |  |
|                                                                                                                                                                                                                                                                                                                                         | TOTAL                  | 414955417          | 21927256            | 5.2842                                  | 21786515               | 140741               | 99.3581                              | 0.6487                             |  |
| G-TOTAL                                                                                                                                                                                                                                                                                                                                 |                        | 4604047028         | 4115352217          | 89.3855                                 | 4115211476             | 140741               | 99.9966                              | 0.0034                             |  |

