



ਪੰਜਾਬ ਨੈਸ਼ਨਲ ਬੈਂਕ



punjab national bank

Share Department, Finance Division, HO Plot No.4 Sector 10, Dwarka, New Delhi-110075
Tel No's: 011-28044866, E-mail: hosd@pnb.co.in

Scrip Code : PNB	Scrip Code : 532461
The Asstt. Vice President National Stock Exchange of India Limited "Exchange Plaza", Bandra – KurlaComplex, Bandra (E), <u>Mumbai – 400 051</u>	The Dy. General Manager Bombay Stock Exchange Limited 1 st Floor, PhirozeJeejeebhoy Towers Dalal Street, <u>Mumbai – 400 001</u>

Date: 29.03.2019

Dear Sir (s),

Reg.: Consolidated Scrutinizer's report on remote e-voting and voting at the Extraordinary General Meeting (EGM) of the Bank held on 28.03.2019

This is in continuation of our intimation dated 28.03.2019 informing proceedings of the EGM of shareholders of the Bank held on 28.03.2019.

We attach herewith Consolidated Scrutinizer's report containing details of remote e-voting and voting through electronic means at the Extraordinary General Meeting of shareholders held on 28.03.2019 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.

Thanking you,

Yours faithfully,

(R.K.Sharma)
Asstt. General Manager

Encls : as above





Ashu Gupta & Co.

COMPANY SECRETARIES

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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 by Companies (Management and Administration) Amendment Rules, 2016]]

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 Extra Ordinary General Meeting of the Bank held on Thursday, March 28, 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 Extra Ordinary General Meeting of the Bank dated 26.02.2019 provided the shareholders of the Bank, a facility to exercise their votes on the resolution(s) as set out in the notice of the Extra Ordinary General Meeting by way of remote e-voting and voting through electronic means at the said Extra Ordinary 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 Extra Ordinary General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolution(s) as contained in the notice dated 26th February, 2019 convening the Extra Ordinary General Meeting of the Bank held on Thursday, 28th March, 2018 at the Multipurpose Hall, Head Office, Plot No. 4, Sector-10, Dwarka, New Delhi-110075.

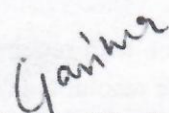
The management of the Bank is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means on the resolution(s) contained in the Notice of the Extra Ordinary General Meeting of the Bank. Our responsibility as Scrutinizer



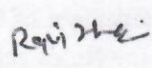
is restricted to making of Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated through e-voting systems both remote e-voting and e-voting at the EGM, provided by CDSL (Central Depository Services (India) Limited).

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

1. The notice dated 26th February, 2019 convening the Extra Ordinary General Meeting of the Bank to be held on 28th March, 2019 was sent to the shareholders of the Bank in Physical Form whose email id are not registered with the Bank/depositories on or before 02nd March, 2019 and email to shareholders whose email id are registered with the Bank/depositories on 02nd March, 2019.
2. The shareholders of the Bank holding shares on the "cut-off date" i.e. 21st March, 2019 were entitled to vote on the resolution(s) proposed as set out in the notice of the said Extra Ordinary General Meeting by remote e-voting or voting through electronic means at the Meeting.
3. The remote e-voting period remained open from 25th March, 2019 (9:00 A.M) to 27th March, 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 Extra-Ordinary 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 CDSL has been blocked and One time Password (OTP) was issued only to those members who were present at the Extra Ordinary 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 EGM, the votes cast through remote e-voting were unblocked on 28th March, 2019 around 11:22 AM by me, Ashu Gupta, as scrutinizer along with the Shareholder's Scrutinizer Mr. Gurminder Dhami in the presence of two witnesses Ms. Garima Mogha D/o Shri. Satish Kumar and Mr. Ravi Jha S/o Mr. Bal Krishnan Jha, who are not in the employment of the Bank and who have signed below as confirmation to unblocking of the votes.


Garima Mogha




Ravi 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 Extra Ordinary General Meeting only for the purpose of this report.
8. Based on the reports generated from the CDSL e-voting website and the voting through electronic means at the EGM, the consolidated report on the voting on the sole resolution agenda of the EGM is as under:

We have observed that:

- a) 49 members had cast their vote at the meeting through electronic means at the meeting
- b) 298 members had cast their vote through remote e-voting.

Resolution No. 1: Special Resolution
Issue of Equity Shares on Preferential basis

Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	275	65,16,37,642	99.9987%
Voting at the meeting	49	2,66,96,55,641	100%
Total	324	3,32,12,93,283	99.9997%

Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	23	8,776	0.0013%
Voting at the meeting	NIL	NIL	0%
Total	23	8,776	0.0003%



Based on the aforesaid results, we report that Special resolution as contained in item no. 1 of the notice of the Extra Ordinary General Meeting held on March 28, 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 EGM 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 CDSL.

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

Thanking you,

Yours truly,

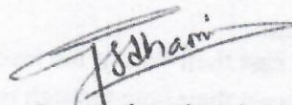

Ashu Gupta

Practising company Secretary

Membership No- 4123

C.P. No. 6646





Gurinder Dhani

Shareholder Scrutinizer

DP: IN300118

Client ID: 11648871

Date: 29/03/2019

Place: New Delhi

