



पंजाब नैशनल बैंक



punjab national bank

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

Script Code : PNB The Asstt. Vice President National Stock Exchange of India Limited "Exchange Plaza", Bandra - Kurla Complex, Bandra (E), <u>Mumbai - 400 051</u>	Script Code : 532461 The Dy. General Manager Bombay Stock Exchange Limited 1st Floor, Phiroze Jeejeebhoy Towers Dalal Street, <u>Mumbai - 400 001</u>
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Date: 31.10.2018

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 30.10.2018

This is in continuation of our intimation dated 30.10.2018 informing proceedings of the EGM of shareholders of the Bank held on 30.10.2018.

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 30.10.2018 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



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 October 30, 2018

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 28.09.2018 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 28th, September, 2018 convening the Extra Ordinary General Meeting of the Bank held on Tuesday, 30th October, 2018 at 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



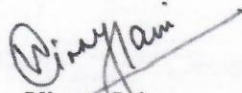
the Notice of the Extra Ordinary General Meeting of the Bank. Our responsibility as Scrutinizer is restricted to making of Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated through e-voting systems both remote e-voting and e-voting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

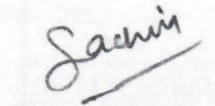
Requirements) Regulations, 2015 read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

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

1. The notice dated 28th, September 2018 convening the Extra Ordinary General Meeting of the Bank to be held on 30th October, 2018 was sent to the shareholders of the Bank in Physical Form whose email id is not registered with the Bank/depositories on or before November 06, 2018 and email to shareholders whose email id registered with the Bank/depositories on November 04, 2018.
2. The shareholders of the Bank holding shares on the "cut-off date" i.e. 23rd October, 2018 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 27th October, 2018 (9:00 A.M) to 29th October, 2018 (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 numerical 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 30th October, 2018 around 11:10 AM by me, Ashu Gupta, as scrutinizer along with the Shareholder's Scrutinizer Mr. Deepak Maheshwary in the presence of two witnesses Ms. Vinny Jain D/o Shri. Vivek Jain and Mr. Sachin Chhajer S/o Sampat Mal Chhajer, who are not in the employment of the Bank and who have signed below as confirmation to unblocking of the votes.




Vinay Jain


Sachin Chhajjer

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 each resolution is as under:
- We have observed that:
- a) 49 members had cast their vote at the meeting through electronic means at the meeting
- b) 235 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	224*	586602098	99.89%
Voting at the meeting	48	2031446108	100%
Total	272	2618048206	99.976%

* Out of 337997097 votes casted by the Life Insurance Corporation of India, 30640453 votes which are in excess of 10% of the total voting rights of all shareholders of the bank, are not considered in terms of Section 3(2E) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970.



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	11	632615	0.11%
Voting at the meeting	1	400	0%
Total	12	633015	0.024%

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 October 30, 2018, 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,

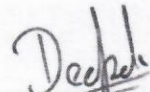

Ashu Gupta

Practising company Secretary

Membership No- 4123

C.P. No. 6646




Deepak Maheshwary

Shareholder Scrutinizer

DP: 83992527

Client ID: 2386166

Date: 31/10/2018

Place: New Delhi

