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National Stock Exchange of India Limited "Exchange Plaza" Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

Date: 06.03.2024

Dear Sir(s),

Reg: Extraordinary General Meeting of the Bank-Scrutinizer's Report & Results of E-voting

Further to the Proceedings of the Extraordinary General Meeting (EGM) of the Bank intimated on 05.03.2024, please find enclosed (a) the Scrutinizer's Report for the remote e-voting as well as thee-voting by the Shareholders during the EGM and (b) Results of e-voting pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015.

The above is for your information and record, please.

Thanking you

Yours faithfully,

(Ekta Pasricha)
Company Secretary



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पंजाब नैशनल बैंक punjab national bank

कॉर्पोरेट कार्यालय: प्लॉट सं.4, सेक्टर-10, द्वारका, नई दिल्ली-110075
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punjab national bank
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PNB215A3LOT NO 01/JAN23/KMSAI



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
Head Office: Plot No.4, Sector 10,
Dwarka, New Delhi - 110075

SUB: Scrutinizer's Report on the remote e-voting and e-voting conducted during the Extraordinary General Meeting of the Bank held on Tuesday, 05th March 2024 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

I, Ashu Gupta, of Ashu Gupta & Co., Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Punjab National Bank ("the Bank") pursuant to Rules 20 of the Companies (Management & Administration) Rules, 2014 as amended till date, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") at the said Extraordinary General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated February 09, 2024 convening the Extraordinary General Meeting (EGM) of the Bank held on 05th March, 2024.

Your Bank has provided a facility to the shareholders to exercise their votes on the resolutions as set out in the EGM Notice dated February 09, 2024 by way of Remote e-voting and e-voting conducted during the Extraordinary General Meeting held on 05th March 2024 through VC/OAVM which does not require physical presence of shareholders at a common venue, pursuant to Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with the MCA (Ministry of Corporate Affairs) General Circular No. 09/2023 dated 25th September, 2023 read with its preceding Circulars issued in April, 2020, May,

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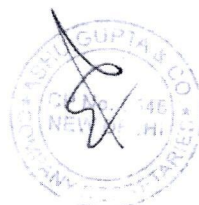
2022 & December, 2022 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022.

The Management of the Bank is responsible for ensuring the compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) SEBI (LODR) Regulations, 2015 relating to e-voting on the resolutions contained in the Extraordinary General Meeting Notice. The management of the Bank is responsible for ensuring a secured framework and robustness of electronic voting system.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Bank to provide facility of Remote e-voting.

In this regard, I confirm that-

1. The Extraordinary General Meeting Notice dated February 09, 2024 along with statement setting out material facts in respect of the resolutions mentioned therein, as confirmed by the Bank, was sent, via e-mail only to the Members whose names appeared in the Register of Shareholders/ List of Beneficial Owners as received from Depository and whose e-mail addresses were registered with the Bank/ Depository as on Tuesday, 27th February, 2024 ("cut-off date").
2. The shareholders of the Bank holding shares on the "cut-off date" i.e. Tuesday, 27th February, 2024, were entitled to vote on the proposed Resolution(s) as set out in the Extraordinary General Meeting Notice; and
3. The Bank has informed that they have completed dispatch of Notice of EGM on 09th February, 2024 by e-mail to 22,24,750 Shareholders who had registered their email ids with the Bank/ Depositories.
4. The remote e-voting remained open from Friday, 01st March, 2024 (9:00 a.m.) and ended on Monday, 04th March, 2024 (5:00 p.m.) and thereafter, the

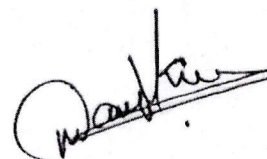


Shareholders who did not exercise their voting rights through remote e-voting and present at the EGM through VC / OAVM, were entitled to vote at the Extraordinary General Meeting by electronics means. The remote e-voting module was disabled by NSDL for voting thereafter.

5. No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank, accordingly, provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.
6. After the conclusion of remote e-voting at the EGM, the electronic system recording the e-voting was locked by NSDL. The votes cast were unblocked on 05th March 2024 around 01:00 PM and the same was witnessed by two witnesses, Mr. Roshan Ojha S/o Shri Vijay Ojha and Mr. Manoj Kumar S/o Mr. Bhagat Ram, who are not in the employment of the Bank. They have signed below in confirmation of the same:



(Roshan Ojha)



(Manoj Kumar)

Thereafter, the details containing, inter-alia, the list of Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the e-voting website of NSDL.

It is observed that:

1887 members had cast vote through remote e-voting; and
12 members had cast vote at the EGM;

I now submit my Scrutinizer Report on the results of the voting at the Extraordinary General Meeting through the electronic voting process in respect of the Resolutions as under:



Resolution 1: Special Resolution

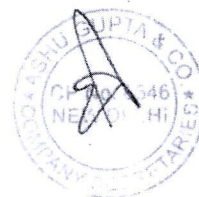
Raising of equity capital for an amount aggregating upto ₹7500 crore (including share premium) in one or more tranches during FY 2024-25 through Qualified Institutions Placement (QIP)/Follow-on Public Offer (FPO) or any other permitted mode or a combination thereof in such manner and on such terms and conditions as may be deemed appropriate, in accordance with the applicable Acts/ Regulations/Guidelines and subject to receipt of all requisite approvals and the shareholding of Govt. of India not falling below 52%:

Particulars	Number of shareholders who cast their vote	Number of Invalid Votes cast	Number of Valid Votes cast			% of total number of valid votes cast
			Remote e-voting	E-voting at EGM	Total	
Votes in Favour	1834	0	9635815224	4384	9635819608	99.999
Votes Against	65	0	62229	0	62229	0.001
Total	1899	0	9635877453	4384	9635881837	100

Resolution 2: Ordinary Resolution

Appointment of Shri Bibhu Prasad Mahapatra as Executive Director of the Bank:

Particulars	Number of shareholders who cast their vote	Number of Invalid Votes cast	Number of Valid Votes cast			% of total number of valid votes cast
			Remote e-voting	E-voting at EGM	Total	
Votes in Favour	1766	0	9621228694	4384	9621233078	99.843
Votes Against	124	0	15167670	0	15167670	0.157
Total	1890	0	9636396364	4384	9636400748	100



Based on the aforesaid results, I report that the Resolutions set out in the Extraordinary General Meeting Notice stands passed with requisite majority.

The electronic data and all other relevant records relating to voting are under my safe custody and will be handed over to Chairman/his authorized representative, for preserving safely.


Ashu Gupta

Ashu Gupta & Co.

Practising Company Secretaries

FCS No.: 4123 | CP No.: 6646

Peer Review Cert. No.: 730/2020

UDIN: F004123E003546112

Place: New Delhi

Date: 06/03/2024



Countersigned by:
For Punjab National Bank



Punjab National Bank

Voting result of the EGM of the Bank Held on March 05, 2024

Date of EGM	5-Mar-24
Total No. of shareholders as on Record Date (27/02/2024)	2430966
No of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	NA
No of shareholders attended the meeting through Video Conferencing	97
Promoters and Promoters Group	1
Public	96

Detail of the Agenda:	To consider and approve raising of equity capital for an amount aggregating upto ₹7500 crore (including share premium) in one or more tranches during FY 2024-25 through Qualified Institutions Placement (QIP)/Follow-on Public Offer (FPO) or any other permitted mode							
Item No. 1	Resolution required: (Ordinary/ Special)							
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	8054125685	8054125685	100.0000	8054125685	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	8054125685	8054125685	100.0000	8054125685		100.0000	0.0000
Public - Institutional holders	E-Voting	1860810008	1578665493	84.8375	1578665493	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	1860810008	1578665493	84.8375	1578665493	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	1096079865	3086275	0.2816	3024046	62229	97.9837	2.0163
	Poll		4384	0.0004	4384	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	1096079865	3090659	0.2820	3028430	62229	97.9865	2.0135
G-TOTAL		11011015558	9635881837	87.5113	9635819608	62229	99.9994	0.0006



Handwritten signature



Detail of the Agenda:	To consider and approve the appointment of Shri Bibhu Prasad Mahapatra as Executive Director of the Bank.							
Item No. 2								
Resolution required: (Ordinary/ Special)	Ordinary							
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	8054125685	8054125685	100.0000	8054125685	0	100.0000	0.0000
	Poll							
	Postal Ballot (If Any)							
	TOTAL	8054125685	8054125685	100.0000	8054125685		100.0000	0.0000
Public - Institutional holders	E-Voting	1860810008	1579186450	84.8655	1564097800	15088650	99.0445	0.9555
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	1860810008	1579186450	84.8655	1564097800	15088650	99.0445	0.9555
Public - Non Institutional holders	E-Voting	1096079865	3084229	0.2814	3005209	79020	97.4379	2.5621
	Poll		4384	0.0004	4384	0	100.0000	0.0000
	Postal Ballot (If Any)							
	TOTAL	1096079865	3088613	0.2818	3009593	79020	97.4416	2.5584
G-TOTAL		11011015558	9636400748	87.5160	9621233078	15167670	99.8426	0.1574

