

SHARE DEPARTMENT, FINANCE DIVISION, 5, SANSAD MARG, NEW DELHI-110001
Tel Nos : 011-23708257 Fax No : 011-23766079, E-mail : hosd@pnb.co.in

SDFD/SE/61/63
02.07.2014

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

Sir,

**Reg: Annual General Meeting -Voting results &Scrutinizer's Report in terms of
clause 35 A &35 B of Listing Agreement**

Please find enclosed herewith Scrutinizer's report containing voting details of the 13th Annual General Meeting of shareholders held on 30.06.2014 at 11.00 A.M. at Punjab National Bank Auditorium ,Central Staff College ,8 ,Underhill Road, Civil Lines Delhi -110054 for discussing, approving and adopting the Audited Balance Sheet of the Bank as at 31st March 2014, Profit and Loss Account of the Bank for the year ended 31st March 2014, the Report 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 Balance Sheet and Accounts.

This is in compliance of Clause 35A & 35B of the Listing Agreement.

Thanking you

Yours sincerely,


(A. Gopinathan)
Company Secretary

Encl: as above

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL
FOR PUNJAB NATIONAL BANK

To,
Mr. K. R. Kamath
The Chairman
13th Annual General Meeting of the Equity Shareholders of
Punjab National Bank
Held on 30th June, 2014 at Punjab National Bank Auditorium,
Central Staff College, 8, Underhill Road, Civil Lines, Delhi- 110054

Sub: Passing of resolution through electronic and poll conducted at the 13th AGM of Punjab National Bank

Dear Sir,

The Punjab National Bank (hereinafter referred as **the Bank**) through its letter dated May 20, 2014 has appointed me as Scrutinizer for the E-voting, which commenced on Wednesday, 18th June, 2014 from 09:00 a.m. and concluded on Friday, 20th June, 2014 at 06:00 p.m. and has also appointed me as Scrutinizer for the conduct of poll at the 13th Annual General Meeting of the Bank held on 30th June, 2014.

The Bank has availed the service of the National Securities Depositories Limited ("**the NSDL**") for e-voting facility on the designated website <https://www.evoting.nsdl.com> for shareholders of the Bank. The votes were unblocked on Saturday, 21st June, 2014 in the presence of 2 (two) witnesses Mr. Ishan Anand and Mr. Ashutosh Kumar, who are not in the employment of the Bank.

The Chairman of the Bank, at the 13th Annual General Meeting, have called for poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The Chairman of the AGM have appointed me as the Scrutinizer for the same.

After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank, **M/s Beetal Financial Computer Services Pvt. Ltd.** and the authorizations / proxies lodged with the Bank.

The combined result of E-voting together with that of the Poll is as under:

a) **Resolution 1- Adoption of Financial Statement for the financial year ended 31st March 2014.**

| Item No. of Notice | Voting Method | Votes in favour | | Votes in against | | Invalid Votes |
|-------------------------------------|---------------|------------------|---------------|------------------|--------------|----------------|
| | | Nos. | % | Nos. | % | Nos. |
| Item No. 1 (as Ordinary Resolution) | E-Voting | 34447565 | 99.999 | 313 | 0.001 | 0 |
| | Poll | 216771634 | 100 | 0 | 0 | 1085435 |
| | Total | 251219199 | 99.999 | 313 | 0.001 | 1085435 |

Agenda Item No. 1 of notice of Annual General meeting stands passed under E-voting as well as poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and physically, in respect of the votes casted through e-voting and poll by the shareholders of the Bank. The poll papers and all other relevant records were sealed and handed over to Mr. A. Gopinathan, Company Secretary.

Thanking You.

Yours faithfully



CS Ranjeet Pandey
RANJEET PANDEY & ASSOCIATES
Company Secretaries
FCS NO.: 5922
CP NO.: 6087



PLACE: New Delhi
DATE: 30/06/2014

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. K. R. Kamath
The Chairman
13th Annual General Meeting of the Equity Shareholders of
Punjab National Bank
Held on 30th June, 2014 at Punjab National Bank Auditorium,
Central Staff College, 8, Underhill Road, Civil Lines, Delhi- 110054

Dear Sir,

I, **CS Ranjeet Pandey**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 13th Annual General Meeting of the Equity Shareholders of **Punjab National Bank** (hereafter referred as "the Bank") held on Monday, 30th June, 2014 11.00 am at Punjab National Bank Auditorium, Central Staff College, 8, Underhill Road, Civil Lines, Delhi- 110054, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank, **M/s Beetal Financial Computer Services Pvt. Ltd.** and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:
 - a) **Resolution 1- Adoption of Financial Statement for the financial year ended 31st March 2014.**

(i) Votes in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 83 | 216771634 | 100 |



(ii) Votes against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| | | |
| NIL | | |

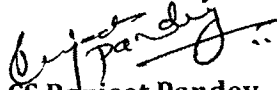
(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| | |
| 16 | 1085435 |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. A. Gopinathan, Company Secretary.

Thanking You.

Yours faithfully



CS Ranjeet Pandey
RANJEET PANDEY & ASSOCIATES
Company Secretaries
FCS NO.: 5922
CP NO.: 6087



PLACE: New Delhi
DATE: 30/06/2014

Encl:

1. Annexure-1 as per Clause 35A of the Listing Agreement

Annexure - 1

Punjab National Bank

As per Clause 35A of the Listing Agreement with the Stock Exchange

Mode of Voting : E-voting and Polling

E-voting (During 18th June 2014 to 20th June 2014)

Total no. of shareholders on cut-off date as on 23rd May, 2014 for e-voting : 1,96,172

Poll at AGM dated 30th June, 2014

Total no. of shareholders on record date as on 23rd June, 2014 for Poll conducted on AGM : 1,95,427

No. of shareholders present in the meeting either in person or through proxy*: 248

(*Based on shareholders registering attendance)

| | |
|-------------------------------|-----|
| Promoters and Promoters Group | 1 |
| Public | 247 |
| Total | 248 |

No. of shareholders attended the meeting through video conferencing

Promoter and Promoter Group : Not Applicable

Public : Not Applicable

Detail of the Agenda:

| Promoter/ Public | No. of shares held | No. of votes Polled | % of votes Polled on Outstanding shares | No. of votes in favour | No. of votes against | Invalid Votes | % of votes in favour on votes polled | % of votes against on votes polled |
|---|--------------------|---------------------|---|------------------------|----------------------|---------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4)=[(2)-(6)] | (5) | (6) | (7)=[(4)/(2)]*100 | (8)=[(5)/(2)]*100 |
| Resolution No. 1 - Adoption of the Audited Balance Sheet of the Bank as at 31st March 2014, Profit and Loss Account of the Bank for the year ended 31st March 2014, the Report 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 Balance Sheet and Accounts. | | | | | | | | |
| Resolution Required : (Ordinary) | | | | | | | | |
| Mode of Voting : (E-voting) | | | | | | | | |
| Promoter and Promoter Group | 213168119 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Public - Institutional holders | 71666883 | 25609618 | 35.73 | 25609618 | 0 | 0 | 100.00 | 0.00 |
| Public - Others | 87150489 | 8838260 | 10.14 | 8837947 | 313 | 0 | 100.00 | 0.00 |
| Total - (A) | 371985491 | 34447878 | 9.26 | 34447565 | 313 | 0 | 100.00 | 0.00 |
| Mode of Voting : (Poll) | | | | | | | | |
| Promoter and Promoter Group | 213168119 | 213168119 | 100.00 | 213168119 | 0 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 44188873 | 4107596 | 9.30 | 3031673 | 0 | 1075923 | 73.81 | 0.00 |
| Public - Others | 17562445 | 581354 | 3.31 | 571842 | 0 | 9512 | 98.36 | 0.00 |
| Total - (B) | 274919437 | 217857069 | 79.24 | 216771634 | 0 | 1085435 | 99.50 | 0.00 |
| Result (A+B) | 646904928 | 252304947 | 88.50 | 251219199 | 313 | 1085435 | 99.57 | 0.00 |



[Handwritten signature]

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013
[Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
"Punjab National Bank",
7, Bhikhai ji Cama Place,
New Delhi-110 067

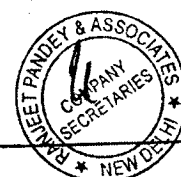
Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 readwith Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof).

Dear Sir,

Please refer to your letter dated May 20, 2014, appointing us as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 readwith **Rule 20** of the Companies (Management and Administration) Rules, 2014.

I, **CS Ranjeet Pandey**, proprietor of **M/s. Ranjeet Pandey & Associates**, Company Secretaries having office at 574, 2nd Floor, Main Road, Chirag Delhi, New Delhi- 110017, submit our report as under:

1. As required under Section 101 and Section 108 of the Companies Act, 2013, notice of the 13th Annual General Meeting of the Equity Shareholders of Punjab National Bank ("**the Bank**"), to be held on Monday, 30th day of June, 2014 at 11:00 A.M. at Punjab National Bank Auditorium, Central Staff College, 8, Underhill Road, Civil Lines, Delhi- 110054 were sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. 23rd May, 2014 were entitled to vote on the proposed resolution (item no. 1 as set out in the Notice of the 13th AGM of Punjab National Bank).
3. Detailed instructions relating to e-voting facility along with login details were provided to the members;
4. The Bank has also published the information relating to e-voting in two newspapers namely, the Jansatta and the Financial Express dated 3rd June, 2014.



5. The e-voting period commenced on Wednesday, 18th June, 2014 from 09:00 a.m. and concluded on Friday, 20th June, 2014 at 06:00 pm.
6. The members has casted their vote through e-voting facility provided by the National Securities Depositories Limited ("the NSDL") on the designated website <https://www.evoting.nsdl.com>
7. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
8. The votes were unblocked on Saturday, 21st June, 2014 in the presence of 2 (two) witnesses Mr. Ishan Anand and Mr. Ashutosh Kumar, who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.

Ishan Anand

Name: Mr. Ishan Anand

Ashutosh

Name: Mr. Ashutosh Kumar

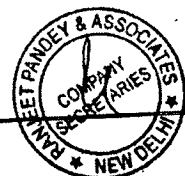
9. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the NSDL, which is placed at Annexure "A-1".
10. The result of e-voting on the below mentioned resolution is as under:

1. To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2014, Profit and Loss Account of the Bank for the year ended 31st March 2014, the Report 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 Balance Sheet and Accounts

Voted in "Favour" or "Against" of the resolution:

| Resolution | Total No. of E-voting | Votes in assent | | Votes in dissent | |
|--|-----------------------|-----------------|------------|------------------|------------|
| | | Number | Percentage | Number | Percentage |
| Adoption of Financial Statements for the year ended 31 st March, 2014 | 344,47,878 | 344,47,565 | 99.999 | 313 | 00.001 |

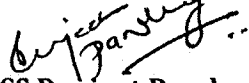
11. The number of e-votes casted by the members of Company in favour of the resolution is more than votes casted against, the Chairman may declare the result accordingly.



12. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall *be returned and handed over to the Company.*

Thanking You.

Yours faithfully



CS Ranjeet Pandey
RANJEET PANDEY & ASSOCIATES
Company Secretaries
FCS NO. 5922
CP NO. 6087



PLACE: New Delhi

DATE: 23/06/2014