

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

01<sup>st</sup> July, 2015

<b>Script Code : PNB</b> The Assistant Vice President National Stock Exchange of India Limited "Exchange Plaza". Bandra – Kurla Complex, Bandra (E), <b>Mumbai – 400 051</b>	<b>Script Code : 532461</b> The Dy. General Manager Bombay Stock Exchange Limited 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, <b>Mumbai – 400 001</b>
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Dear Sir,

Re Clause 35A of the Listing Agreement with National Stock Exchange Limited and Bombay Stock Exchange Limited- Voting Results

Pursuant to Clause 35 of the Listing Agreement, we have to inform that 14<sup>th</sup> Annual General Meeting of the shareholders of the Bank was held on 30<sup>th</sup> June, 2015 and transacted the business as stated in the Notice dated 12<sup>th</sup> May, 2015.

In this connection we hereby enclose the consolidated results of remote voting and polling by ballot at the meeting in the format prescribed under Clause 35A together with Scrutinizer's Report.

Description	Particulars		
<b>Date of the AGM</b>	<b>30.6.2015</b>		
<b>Book Closure Date</b>	<b>24.6.2015 to 30.6.2015</b>		
<b>Total number of shareholders on cut-off date</b>	<b>329536 for agenda item No.1 &amp; 2 323841 for agenda item No.3</b>		
<b>No. of shareholders present in the meeting either in person or through proxy</b>			
<b><u>Shareholders</u></b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
<b>Promoters and Promoter Group:</b>	--	1	1
<b>Public:</b>	243	51	294
<b>Total</b>	243	52	295
<b>No. of Shareholders attended the meeting through Video Conferencing</b>			
<b><u>Shareholders</u></b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
<b>Promoters and Promoter Group:</b>	Nil		
<b>Public</b>	Nil		
<b>Total</b>	Nil		

We request you to please take the same on record.

Thanking You,

Yours faithfully,  
For Punjab National Bank

  
(A Gopinathan)  
Company Secretary



Mode of Voting : E-voting and Polling

E-voting (During 27th June 2015 to 29th June 2015)

Total no. of shareholders as on 22nd May, 2015 :

Total no. of shareholders as on 23rd June, 2015 :

323841  
329536

Poll at AGM dated 30th June, 2015

No. of shareholders present in the meeting either in person or through proxy\* : 295

(\*Based on shareholders registering attendance)

Promoters and Promoters Group	1
Public	294
Total	295

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 (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 1</b>							
<b>Promoter and Promoter Group</b>							
Public - Institutional holders	1110047912	214655223	0.00	214655223	0	100.00	0.00
Public - Others	464509993	16890362	36.34	16890362	645	100.00	0.00
Total - (A)	1854556947	383461885	20.68	383460940	645	100.00	0.00
<b>Mode of Voting : (E-voting)</b>							
<b>Promoter and Promoter Group</b>							
Public - Institutional holders	1110047912	1110047912	100.00	1110047912	0	100.00	0.00
Public - Others	279999042	0	0.00	0	0	0.00	0.00
Total - (B)	1854556947	1110845077	59.90	1110845077	0	100.00	0.00
<b>Result (A+B)</b>							
Resolution No. 2	1854556947	1494306662	80.57	1494306617	645	100.00	0.00
<b>Mode of Voting : (E-voting)</b>							
<b>Promoter and Promoter Group</b>							
Public - Institutional holders	1110047912	214655223	76.66	214655223	0	100.00	0.00
Public - Others	464509993	16890362	36.36	16890362	275	100.00	0.00
Total - (A)	1854556947	383461885	20.68	383460940	275	100.00	0.00
<b>Mode of Voting : (Poll)</b>							
<b>Promoter and Promoter Group</b>							
Public - Institutional holders	1110047912	1110047912	100.00	1110047912	0	100.00	0.00
Public - Others	279999042	0	0.00	0	0	0.00	0.00
Total - (B)	1854556947	1110845077	59.90	1110845077	0	100.00	0.00
<b>Result (A+B)</b>							
Resolution No. 2	1854556947	1494408610	80.58	1494408335	275	100.00	0.00



PUNJAB NATIONAL BANK - SUMMARY FOR DIRECTOR ELECTION

Resolution No.	Subject of Resolutions	No of mebers voted	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour
3	ELECTION OF ONE DIRECTOR					
<b>CANDIDATE 1 - SHRI RAJENDRA MOHAN SINGH</b>						
	A Mode of Voting(E-VOTING)	91	277693409	277693409	14.9735714	277693409
	B Mode of Voting(Ballot Paper)	24	6602	6577	0.00035464	6577
	<b>TOTAL(A+B)</b>	<b>115</b>	<b>277700011</b>	<b>277699986</b>	<b>14.9739261</b>	<b>277699986</b>
<b>CANDIDATE 2 - SHRI GOPAL SHARMA</b>						
	A Mode of Voting(E-VOTING)	37	1905669	1905669	0.10275602	1905669
	B Mode of Voting(Ballot Paper)	14	2035	2035	0.00010973	2035
	<b>TOTAL(A+B)</b>	<b>51</b>	<b>1907704</b>	<b>1907704</b>	<b>0.10286575</b>	<b>1907704</b>





**Ashu Gupta & Co.**

Company Secretaries

## **Consolidated Scrutinizer(s) Report**

(Companies (Management and Administration) Amendment Rules, 2015 and  
Listing Agreement)

To,  
**Shri. Gauri Shankar**  
**Managing Director & CEO,**  
**PUNJAB NATIONAL BANK,**  
7, Bhikhaiji Cama Place,  
New Delhi-110607

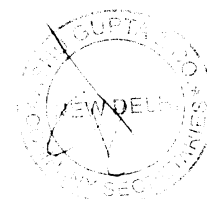
Sir,

**SUB: Consolidated Scrutinizer's Report on voting through ballot paper and remote  
e-voting conducted at the 14<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> June, 2015**

The Board of Directors of the Bank have passed a resolution on 12<sup>th</sup> May, 2015 and decided to provide to the shareholders of the Bank, a facility to exercise their votes on the resolution(s) as set out in the notice of the 14<sup>th</sup> Annual General Meeting dated 12.05.2015 by way of remote e-voting and voting through ballot papers at the AGM as required under Listing Agreement read with Companies (Management and Administration) Amendment Rules, 2015.

I, Ashu Gupta, Company Secretary in Practice of M/S Ashu Gupta & Co. has been appointed by the Board of Directors of the Bank as the scrutinizer pursuant to the provision of Listing Agreement & Companies (Management and Administration) Amendment Rules, 2015 for the purpose of scrutinizing the aforesaid remote e-voting process and voting through ballot process of in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 12.05.2015 convening the 14<sup>th</sup> Annual General Meeting of the Bank held on 30<sup>th</sup> June, 2015 at Punjab National Bank Auditorium, Central Staff College, 8, Underhill Road, Civil Lines, Delhi-110054.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there-under relating to voting through electronic means( by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 14th Annual General Meeting of the Bank is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of





ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman of the meeting on the resolutions, based on the reports generated from the electronic voting system, provided by the CDSL and the report generated electronically for voting by use of ballots at the meeting.

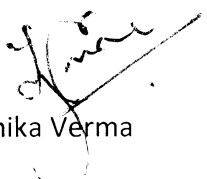
The notice dated 12<sup>th</sup> May, 2015 convening the 14<sup>th</sup> Annual General Meeting of the Bank to be held on 30<sup>th</sup> June, 2015 along with the statement setting out material facts were sent to the shareholders of the Bank.

The shareholders of the Bank holding shares on the "cut-off date" i.e. 22<sup>nd</sup> May, 2015 for item no. 3 & "cut-off date" i.e. 23<sup>rd</sup> June, 2015 for item no.1 & 2 were entitled to vote on the resolutions proposed as set out in the notice of the 14<sup>th</sup> Annual General Meeting by remote e-voting or voting through ballot papers at the 14<sup>th</sup> AGM.

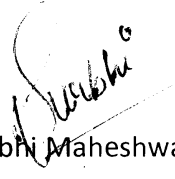
In this regard, I submit my consolidated report as under:

1. The remote e-voting period remained open from 27<sup>th</sup> June, 2015 (9:00 A.M) to 29<sup>th</sup> June, 2015 (5:00 P.M) and was disabled for voting thereafter.
2. The members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22/05/2015, were entitled to vote for agenda item number 3 & members holding shares as on 23/06/2015 were entitled to vote electronically on agenda item numbers 1 & 2 by remote e-voting or voting through ballot paper at the 14<sup>th</sup> AGM.
3. 2 (two) Ballot boxes kept for the ballot paper for the purpose of voting through ballots, were locked in our presence with due identification marks placed by us.
4. The locked ballot boxes were subsequently opened in our presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Bank/ Registrar and Transfer Agents of the Bank.
5. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After counting the votes cast by the members and proxy holders present at the 14<sup>th</sup> Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 30<sup>th</sup> June, 2015 around 12.15 pm in the presence of two witnesses, Ms. Yanika Verma D/o Shri. D.S. Verma and Ms. Surbhi Maheshwari D/o Shri S.D. Maheshwari, who are not in the employment of the Bank and who have signed below as confirmation to unblocking of the votes.



Signature: 

**Name-** Yanika Verma

Signature: 

**Name-** Surbhi Maheshwari

7. We have scrutinized the votes cast through electronic means and voting through ballot papers only for the purpose of this report.
8. The result of the voting is as per annexure 1 & 2 attached herewith.
9. The register, all other papers and relevant records relating to voting shall remain in our custody under our observation until the chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of Bank for safe custody.

Thanking you,  
Yours truly,





**Ashu Gupta**

Practising company Secretary

Membership No.- 4123

C.P. No. 6646

Date: 01.07.2015

**ANNEXURE 1**

**Scrutinizer Report on voting through ballot paper and remote e-voting  
of Punjab National Bank for Resolution No. 1 & 2**

Resolution No.	Subject of Resolutions	No of members voted	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
<b>1</b>	<b>To discuss, approve and adopt the Audited balance sheet, Profit &amp; loss Account, Board's Report and auditor's Report for the year ended 31st March, 2015 (Ordinary)</b>								
A		Mode of Voting (E-VOTING)	324	388236841	383461585	20.67672	383460940	645	99.99983
B		Mode of Voting (Ballot Paper)	63	1110845077	1110845077	59.89814	1110845077		100.00000
		<b>TOTAL(A+B)</b>	<b>387</b>	<b>1499081918</b>	<b>1494306662</b>	<b>80.57486</b>	<b>1494306017</b>	<b>645</b>	<b>99.99996</b>
<b>2</b>	<b>To declare dividend, if any, for the Financial year 2014-2015 (Ordinary)</b>								
A		Mode of Voting (E-VOTING)	327	388338789	383563533	20.68222	383563258	275	99.99993
B		Mode of Voting (Ballot Paper)	63	1110845077	1110845077	59.89814	1110845077		100.00000
		<b>TOTAL(A+B)</b>	<b>390</b>	<b>1499183866</b>	<b>1494408610</b>	<b>80.58036</b>	<b>1494408335</b>	<b>275</b>	<b>99.99998</b>



**ANNEXURE 2**

**Scrutinizer Report on voting through ballot paper and remote e-voting  
of Punjab National Bank for Resolution No. 3**

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	%of votes in favour on votes polled
<b>3</b>	<b>Election of One Shareholder Director of The Bank (Ordinary)</b>						
<b>CANDIDATE 1 - SHRI RAJENDRA MOHAN SINGH</b>							
	A Mode of Voting (E-VOTING)	91	277693409	277693409	14.9736	277693409	100
	B Mode of Voting (Ballot Paper)	24	6602	6577	0.0004	6577	100
	<b>TOTAL(A+B)</b>	<b>115</b>	<b>277700011</b>	<b>277699986</b>	<b>14.9739</b>	<b>277699986</b>	<b>100</b>
<b>CANDIDATE 2 - SHRI GOPAL SHARMA</b>							
	A Mode of Voting (E-VOTING)	37	1905669	1905669	0.1028	1905669	100
	B Mode of Voting (Ballot Paper)	14	2035	2035	0.0001	2035	100
	<b>TOTAL(A+B)</b>	<b>51</b>	<b>1907704</b>	<b>1907704</b>	<b>0.1029</b>	<b>1907704</b>	<b>100</b>

