

05<sup>th</sup> December 2017

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

Dear Sir,

**Reg.: Consolidated Scrutinizer's report on remote e-voting and voting at the Extra Ordinary General Meeting (EGM) of the Bank held on 04.12.2017**

This is further to our letter dated 4<sup>th</sup> December 2017 informing proceedings of the EGM of shareholders of the Bank held on 04.12.2017.

We attach herewith Consolidated Scrutinizer's report containing details of remote e-voting and voting through electronic means at the Extra Ordinary General Meeting of shareholders held on 04.12.2017 at 10.00 A.M. at Punjab National Bank Auditorium, Central Staff College, 8, Underhill Road, Civil Lines Delhi - 110054.

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.

Thanking you,

Yours faithfully,



(Balbir Singh)  
Company Secretary





**Ashu Gupta & Co.**

COMPANY SECRETARIES

204A, Second Floor, 23, S.B.I. Building

Opp. DLF Tower, Shivaji Marg

New Delhi-110 015

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E-mail : ashugupta.cs@gmail.com

### 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 of the meeting,**

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 December 04, 2017**

The Board of Directors of the Bank have passed a resolution on November 2, 2017 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 Extra-Ordinary General Meeting by way of remote e-voting and voting through electronic means at the said Extra-Ordinary General Meeting as required under 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.

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 02<sup>nd</sup> November, 2017 convening the Extra-Ordinary General Meeting of the Bank held on Monday, 4<sup>th</sup> December, 2017 at Punjab National Bank Auditorium, Central Staff College, 8, Underhill Road, Civil Lines, Delhi-110054.

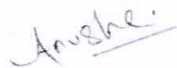
The management of the Bank is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means on the resolution(s) contained in the Notice of the Extra-Ordinary General Meeting of the Bank. Our responsibility as Scrutinizer is restricted to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

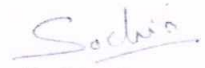




In this regard, we submit our consolidated report as under:

1. The notice dated 02<sup>nd</sup> November, 2017 convening the Extra-Ordinary General Meeting of the Bank to be held on 4<sup>th</sup> December, 2017 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 10, 2017 and email to shareholders whose email id registered with the Bank/depositories on November 8, 2017.
2. The shareholders of the Bank holding shares on the "cut-off date" i.e. 27th November, 2017 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 01<sup>st</sup> December, 2017 (9:00 A.M) to 3rd December, 2017 (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. After the votes were cast through electronic means at the EGM, the votes cast through remote e-voting were unblocked on 4<sup>th</sup> December, 2017 around 11:10 AM by me, Ashu Gupta, as scrutinizer along with the Shareholder's Scrutinizer Ms. Jyoti Upmanyu in the presence of two witnesses Ms. Anusha Jain D/o Shri. Kamal 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.

  
**Anusha Jain**

  
**Sachin Chhajer**

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 NSDL 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) 38 members had cast their vote at the meeting through electronic means at the meeting
- b) 457 members had cast their vote through remote e-voting.



**Resolution No. 1: Special Resolution**

**RAISING OF EQUITY CAPITAL OF THE BANK**

**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	443	334858419	19.49
Voting at the meeting	37	1383469324	80.51
<b>Total</b>	<b>480</b>	<b>1718327743</b>	

**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	14	5388813	99.999
Voting at the meeting	01	5	Negligible
<b>Total</b>	<b>17</b>	<b>5388818</b>	

**Invalid votes:**

Mode of voting	Total number of members whose votes were declared invalid	total number of votes cast by them and declared invalid
Remote e-voting	0	0
Voting at the EGM	0	0

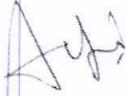
Based on the aforesaid results, we report that one special resolution as contained in item no. 1 of the notice of the Extra-Ordinary General Meeting held on December 4, 2017, has been passed with requisite majority.

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 NSDL.

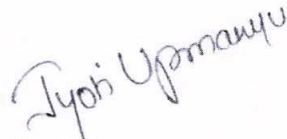


The aforesaid Register and all other papers relating to remote e-voting and voting at the EGM will remain in our custody until Chairman approves and signs the Minutes of the EGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours truly,



**Ashu Gupta**  
Practising company Secretary  
Membership No- 4123  
C.P. No. 6646



**Jyoti Upmanyu**  
Shareholder Scrutinizer  
DP: 302822  
Client ID:10242053

**Date:** 04/12/2017  
**Place:** New Delhi



Punjab National Bank

Voting result of the Extraordinary General meeting of the Bank Held on December 04, 2017

Date of EGM	04-Dec-17
Total No. of shareholders as on Record Date (05/09/2017)	341970
No of shareholders present in the meeting either in person or through proxy:	167
Promoters and Promoters Group	1
Public	166
No of shareholders attended the meeting through Video Conferencing	Facility was not provided
Promoters and Promoters Group	
Public	

Detail of the Agenda:

Item No. 1

Approval for raising Equity Capital upto Rs. 5000 crore.

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)]*	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1383459223						
	Poll		1383459223	100.0000	1383459223		100.0000	
	Postal Ballot (if Any)							
	TOTAL	1383459223	1383459223	100.0000	1383459223		100.0000	0.0000
Public - Institutional holders **	E-Voting	615936148	333024408	54.0680	327636913	5387495	98.3823	1.6177
	Poll							
	Postal Ballot (if Any)							
	TOTAL	615936148	333024408	54.0680	327636913	5387495	98.3823	1.6177
Public - Non Institutional holders	E-Voting	128572887	7222824	5.6177	7221506	1318	99.9818	0.0182
	Poll		10106	0.0079	10101	5	99.9505	0.0495
	Postal Ballot (if Any)							
	TOTAL	128572887	7232930	5.6255	7231607	1323	99.9323	0.0677
G-TOTAL		2127968258	1723716561	81.0029	1718327743	5388818	99.6874	0.3126

