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

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

Date: 12.07.2019

Dear Sir (s),

Reg.: Consolidated Scrutinizer's report on remote e-voting and voting at the Annual General Meeting (AGM) of the Bank held on 12.07.2019

This is in continuation of our intimation dated 12.07.2019 informing proceedings of the AGM of shareholders of the Bank held on 12.07.2019.

We attach herewith Consolidated Scrutinizer's report containing details of remote e-voting and voting through electronic means at the Annual General Meeting of shareholders held on 12.07.2019 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,

पंजाब नैशनल बैंक Punjab National Bank शेयर विभाग वित्त प्रभाग Share Deptt. Finance Div. प्र.का., सेक्टर-10, द्वारका, नई दिल्ली-75 H.O., Sector-10, Dwarka, New Delhi-75

(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
Tel. : 011- 45700331 Mob. : 9899021740
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]

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 Annual General Meeting of the Bank held on Friday, July 12, 2019

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 Annual General Meeting of the Bank dated 28.05.2019 provided the shareholders of the Bank, a facility to exercise their votes on the resolution(s) as set out in the notice of the Annual General Meeting by way of remote e-voting and voting through electronic means at the said Annual 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 Annual 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 May, 2019 convening the Annual General Meeting of the Bank held on Friday, 12th July, 2019 at the 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 Annual General Meeting of the Bank. Our responsibility as Scrutinizer is restricted to making of Scrutinizer's Report of the votes cast "in favour" or

पंजाब नेशनल बैंक Punjab National Bank शेयर विभाग Share Deptt. वित्त विभाग Finance Div. प्रधान कार्यालय, सेक्टर-10, द्वारका, नई दिल्ली-75 H.O. Sector-10, Dwarka, New Delhi-75

ASHU GUPTA & CO. NEW DELHI COMPANY SECRETARIES

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"against" the resolutions stated below, based on the reports generated through e-voting systems both remote e-voting and e-voting at the AGM, provided by NSDL (National Securities Depository Limited).

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

1. The notice dated 28th May, 2019 convening the Annual General Meeting of the Bank to be held on Friday, 12th July, 2019 was sent to the shareholders of the Bank in Physical Form whose email id are not registered with the Bank/depositories on 18th June, 2019 and email to shareholders whose email id are registered with the Bank/depositories on 14th June, 2019.

2. The shareholders of the Bank holding shares on the "cut-off date" i.e. 05th July, 2019 were entitled to vote on the resolution(s) proposed as set out in the notice of the said Annual General Meeting by remote e-voting or voting through electronic means at the Meeting.

3. The remote e-voting period remained open from 09th July, 2019 (9:00 A.M) to 11th July, 2019 (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 Annual 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 NSDL has been blocked and One time Password (OTP) was issued only to those members who were present at the Annual 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 AGM, the votes cast through remote e-voting were unblocked on 12th July, 2019 around 12.40 PM by me, Ashu Gupta, as scrutinizer along with the Shareholder's Scrutinizer Mr. Deepak Maheshwary in the presence of two witnesses Ms. Palak Baweja D/o Shri Surinder Kumar and Mr. Ravi Shankar Jha S/o Mr. Bal Krishan Jha, who are not in the employment of the Bank and who have signed below as confirmation to unblocking of the votes.

Palak Baweja

Palak Baweja

Ravi Shankar Jha

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पंजाब नैशनल बैंक Punjab National Bank शेयर विभाग Share Dept. Finance Div. H.O. Sector-10, Dwarka, New Delhi-75 मु. का., सेक्टर-10, द्वारका, नई दिल्ली-75

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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 Annual 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 AGM, the consolidated report on the voting on the sole resolution agenda of the AGM is as under:

We have observed that:

a) 35 members had cast their vote at the meeting through electronic means at the meeting

b) 536 members had cast their vote through remote e-voting.

Resolution No. 1: Ordinary Resolution

To consider and adopt the Audited balance sheet of the Bank as at 31st March, 2019, Profit and Loss Account of the Bank for the year ended 31st March, 2019, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and Auditor's Report on the Balance sheet and Accounts are hereby adopted, approved and passed.

Votes cast "in favour" of the resolution:

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	536	643644304	489	643503564	99.98%
Voting at the meeting	35	3471707913	34	3471707912	100%
Total	**571**	**4115352217**	**523**	**4115211476**	**100%**

पंजाब नेशनल बैंक Punjab National Bank सेयर विभाग वित्त प्रभाग Share Deptt. Finance Div. प्र.का., सेक्टर-10, द्वारका, नई दिल्ली-75 H.O., Sector-10, Dwarka, New Delhi-75

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Votes cast "against" the resolution:

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	536	643644304	47	140740	0.02%
Voting at the meeting	35	3471707913	1	1	0%
Total	**571**	**4115352217**	**48**	**140741**	**0.02%**

Based on the aforesaid results, we report that Ordinary resolution as contained in item no. 1 of the notice of the Annual General Meeting held on July 12, 2019, 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 AGM 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 AGM will remain in our custody until Chairman approves and signs the Minutes of the AGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours truly,

ASHU GUPTA & CO. NEW DELHI COMPANY SECRETARIES

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

Deepak Maheshwary
Shareholder Scrutinizer
DP: 83992527
Client ID: 2386166

Date: 12.07.2019
Place: New Delhi

पंजाब नेशनल बैंक Punjab National Bank शेयर विभाग वित्त प्रभाग Share Deptt. Finance Div. H.O., Sector-10, Dwarka, New Delhi-75 प्र.का., सेक्टर-10, द्वारका, नई दिल्ली-75

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Punjab National Bank

Voting result of the Annual General Meeting of the Bank Held on July 12, 2019

Date of aGM	12-Jul-19
Total No. of shareholders as on Record Date (05/07/2019)	691949
No of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group Public	185 1 184
No of shareholders attended the meeting through Video Conferencing Promoters and Promoters Group Public	Facility was not provided

Detail of the Agenda:	To consider and adopt the Audited Balance Sheet of the Bank as at 31st March 2019, Profit and Loss Account of the Bank for the year ended 31st March 2019, the Reports 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 Financial Statements.
Item No. 1	

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	3471692263						
	Poll		3471692263	100.0000	3471692263		100.0000	
	Postal Ballot (if Any)							
	TOTAL	3471692263	3471692263	100.0000	3471692263		100.0000	0.0000
Public - Institutional holders **	E-Voting	717399348	621732698	86.6648	621732698	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	717399348	621732698	86.6648	621732698	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	414955417	21911606	5.2805	21770866	140740	99.3577	0.6423
	Poll		15650	0.0038	15649	1	99.9936	0.0064
	Postal Ballot (if Any)							
	TOTAL	414955417	21927256	5.2842	21786515	140741	99.3581	0.6487
G-TOTAL		4604047028	4115352217	89.3855	4115211476	140741	99.9966	0.0034



