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Share Department, Board & Coordination Division, HO Plot No.4 Sector 10, Dwarka, New Delhi-110075  
Tel No: 011-28044857, E-mail: [hosd@pnb.co.in](mailto:hosd@pnb.co.in)

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Date: 06.04.2024

Dear Sir(s),

**Reg.: Proceedings of the Extraordinary General Meeting of the shareholders of the Bank held on 27.09.2023**

With reference to our intimation dated 27.09.2023, please find enclosed revised submission on the captioned subject.

You are requested to take the above on record.

Thanking you  
Yours faithfully,

(Ekta Pasricha)  
Company Secretary

Encl.: as above



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## Proceedings of the Extraordinary General Meeting of the Bank held on 27.09.2023 through Video Conferencing/Other-Audio Visual Means

The Extraordinary General Meeting (EGM) of the Bank was held on Wednesday, 27<sup>th</sup> September, 2023 at 11.00 a.m. through Video Conferencing(VC)/Other Audio-Visual Means (OAVM) in accordance with the Guidelines issued by SEBI/MCA.

Shri D.K. Jain, Chief Financial Officer (CFO) of the Bank welcomed the shareholders at the EGM.

Shri K.G. Ananthakrishnan, Non-Executive Chairman of the Bank, took the Chair. He then introduced the Directors present in the meeting. The representatives of the Statutory Central Auditors of the Bank were also present in the meeting through VC. With the requisite quorum being present, he called the meeting to order.

As the Notice convening the EGM had already been sent to the shareholders in the prescribed manner as well as published in the newspapers and also hosted on the website of the Bank, the Stock Exchanges and NSDL, the same was taken as read with the permission of shareholders.

The Chairman then took up the following agenda items as detailed in the EGM Notice:

- Item No.1:** Election of ONE Director from amongst the shareholders of the Bank other than the Central Government, pursuant to the provisions of Section 9(3)(i) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970, read with the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970, Punjab National Bank (Shares and Meetings) Regulations, 2000, Master Direction - Reserve Bank of India ('Fit and Proper' Criteria for Elected Directors on the Boards of PSBs) Directions, 2019 and other applicable laws/guidelines.

In this regard, the Chairman informed that the Bank had fixed 25<sup>th</sup> August, 2023 as the Specified/Cut-Off Date for the purpose of participating in the Election i.e., to Nominate, Contest and Vote at the Election. He further stated that the Bank received six nominations upto 05.00 p.m. of 12<sup>th</sup> September, 2023, being the last date for receipt of nominations, out of which, after scrutiny, three candidates were determined as 'Fit & Proper', as per the extant Regulatory/Statutory guidelines. He added that the list of valid nominations was published in the Newspapers, submitted to the Stock Exchanges and also hosted on the Bank's website. He also read out the brief profile of all the three candidates.

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The Chairman further informed that the candidate in respect of whom majority of the votes are polled shall be declared elected as Director of the Bank pursuant to applicable Regulatory/ Statutory Guidelines.

He further apprised that the Resolution as proposed in the Notice of EGM incorporating the name of the Elected Director shall also be deemed to have been passed pursuant to Regulation 25(2A) of SEBI Listing Regulations read with Section 9(3)(i) of the Act.

- ii) Item No.2: Approval of the appointment of Director nominated on the Board of the Bank by the Central Government under Section 9(3)(c) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, in accordance with the provisions of Regulation 17(1C) of the SEBI (LODR) Regulations, by way of Ordinary Resolution.

In this regard, the Chairman informed that Smt. Uma Sankar was nominated as Director on the Board of the Bank by the Central Government on the recommendation of the Reserve Bank of India, with effect from 14<sup>th</sup> July, 2023 and until further orders.

He added that in terms of the First Proviso to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Directors has to be approved at the meeting of shareholders of the Bank. Accordingly, approval of the shareholders is sought for the appointment of Smt. Uma Sankar as Director. He also read out the brief profile of Smt. Uma Sankar.

Thereafter, the CFO informed that the shareholders who had not cast their vote through remote e-voting could cast their vote through e-voting during the Meeting by using the e-voting platform. He added that the results of the e-voting including remote e-voting shall be declared within two working days of the Meeting and shall be communicated to the Stock Exchanges and also uploaded on the website of the Bank as well as NSDL.

The CFO then requested the shareholders who had pre-registered themselves as a "Speaker" to express their views, one by one, in respect of the Agenda Items as set out in the EGM Notice.

The Speaker Shareholders expressed their views and raised few queries which were responded to by the MD & CEO.

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Thereafter, the Chairman thanked the Shareholders for their participation in the meeting. He also thanked the Directors and other Dignitaries present in the meeting. He further thanked those shareholders who had submitted their nomination and participated in the Election of ONE Shareholder director of the Bank.

He then informed that the e-voting facility would remain open for the next one hour. The meeting concluded at 1.00 p.m.

Date: 06.04.2024  
Place: New Delhi

(Ekta Pasricha)  
Company Secretary



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