पंजाब नैशनल बैंक punjab national bank

Share Department, Board & Coordination Division, HO Plot No.4 Sector 10, Dwarka, New Delhi-110075
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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: 17.03.2021

Dear Sir (s),

Reg.: Proceedings of the Extraordinary General Meeting (EGM) of the shareholders of the Bank held on 17.03.2021 along with the Scrutinizer's Report.

The Proceedings of the Extraordinary General Meeting of the Shareholders of the Bank held today i.e. 17.03.2021 at 11.00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) along with the Scrutinizer's Report for the remote e-voting as well as the e-voting by Shareholders during the Extraordinary General Meeting is enclosed.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

(Ekta Pasricha)
Company Secretary

Encl a/a

Proceedings of the Extraordinary General Meeting of Punjab National Bank held on 17th March, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

- The Extraordinary General Meeting of the Bank was held on Wednesday, 17th March, 2021 at 11.00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the Guidelines issued by SEBI/ MCA.

- Shri CH. S. S. Mallikarjuna Rao, Managing Director & CEO of the Bank took the Chair. He then introduced the Directors present in the meeting.

- With the requisite quorum being present, he called the meeting to order. In all, 55 shareholders attended the Meeting.

- 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 same was taken as read.

- The Chairman then moved the resolution in respect of Election of One Shareholder Director of the Bank (as detailed in the Notice of the EGM) and informed that the Bank had received 4 nominations upto 04.00 p.m. of 02nd March, 2021 being the last date for receiving nominations. After scrutiny, the Board of Directors found three Candidates to be 'Fit & Proper' for contesting the election of One Shareholder Director in terms of extant Regulatory / Statutory Guidelines.

- The Chairman then informed that the candidate polling the majority of votes from amongst the three candidates shall be declared elected as 'Director of the Bank from amongst Shareholders other than the Central Government' pursuant to Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 read with The Nationalised Banks (Management and Miscellaneous) Scheme, 1970, PNB (Shares & Meetings) Regulations, RBI Master Directions and GOI Guidelines. He added 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 also informed that the results of the e-voting (including remote e-voting) shall be declared within 48 hours of the Meeting and shall be communicated to the Stock Exchanges and also uploaded on Bank's website.

- The Chairman thanked the Shareholders for their active participation and informed that e-voting facility shall remain open for the next 45 minutes after which the Meeting would conclude.

(Ekta Pasricha)
Company Secretary

P.N.B. बोर्ड व समन्वय प्रभाग Board & Coord. Division Share Department New Delhi-110075

S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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17th March, 2021

To,
The Managing Director & Chief Executive Officer
Punjab National Bank
Plot No.4, Sector 10,
Dwarka, New Delhi – 110075.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Shareholders during the Extraordinary General Meeting of your Bank held on Wednesday, 17th March, 2021 through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Malati A. Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER ACS15508 COP No. 10980 COMPANY SECRETARIES

Malati Kumar
Partner

SCRUTINIZER'S REPORT

Name of the Bank	**Punjab National Bank**
Meeting	**Extraordinary General Meeting**
Day, Date & Time	**Wednesday, 17th March, 2021 at 11:00 a.m.**
Deemed Venue	**Plot No. 4, Sector 10, Dwarka, New Delhi – 110075.**
Mode	**Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Shareholders for the Election of one Shareholder Director of the Bank from amongst Shareholders other than the Central Government at the Extra Ordinary General Meeting ("EGM") of Punjab National Bank (hereinafter referred to as 'the Bank') held on Wednesday, 17th March, 2021 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolution based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the EGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Business Standard (English) and (Hindi) newspapers on **06th February, 2021** and subsequently on **23rd February, 2021**

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MALATI KUMAR
PARTNER
ACS15508
COP No. 10980

specifying the date & time of the EGM, availability of the notice on the Bank's website and website of Stock Exchanges, manner of registration of email ids by the shareholders (both physical and demat) who are yet to register their email ids with the Bank, manner of voting through remote e-voting or through e-voting system at the EGM etc.

2.2 The Bank also hosted the detailed notice of EGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **17th February, 2021.**

2.3 The Bank has informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by Beetal Financial & Computer Services (P) Limited, Registrar and Share Transfer Agents ("RTA") of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Bank completed dispatch of Notice of EGM on **22nd February, 2021** by e-mail to **11,48,725** Shareholders who had registered their email ids with the Bank/ Depositories.

3. Cut-off date

3.1 Voting rights with respect to the sole agenda Item were reckoned as on **Friday, 19th February, 2021**, being the cut-off date (Specified Date) for the purpose of deciding the entitlement of shareholders for remote e-voting and e-voting during the EGM.

4 Remote e-voting process

4.1 Agency

The Bank appointed NSDL as the agency for providing the remote e-voting platform and e-voting during the EGM.

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4.2 **Remote e-voting period**

Remote e-voting platform was open from **09:00 a.m. on Friday, 12th March, 2021 till 5:00 p.m. on Tuesday, 16th March, 2021** and Shareholders were required to cast their votes electronically conveying their preference/ choice in respect of the candidates contesting elections on the remote e-voting platform provided by NSDL.

5 Voting at the EGM

5.1 In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the shareholders who had cast their votes through remote e-voting.

6 Counting Process

6.1 On completion of e-voting at the EGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the EGM, on the NSDL e-voting platform in the presence of Mr. S. N. Viswanathan and Mr. Mani KRS Iyer and downloaded the results.

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6.2 No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank, accordingly, provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.

7. Results

7.1 We observed that:

a) **10** shareholders had cast their votes at the EGM.

b) **1,033** shareholders had cast their votes through remote e-voting.

7.2 The Consolidated Result with respect to the election of one shareholder Director is enclosed.

7.3 Based on the results Shri Gautam Guha has secured majority of votes polled and can be declared elected as a Shareholder Director of the Bank.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 606/2019

Malati A. Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER ACS15508 COP No. 10980 COMPANY SECRETARIES

Malati Kumar
Partner
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ICSI UDIN: A015508B004090634
17th March, 2021 | Thane

Punjab National Bank– EXTRAORDINARY GENERAL MEETING – 17th March, 2021

RESULTS OF VOTING

Name of the Candidate	Remote e-Voting		Voting at the EGM		Total	
	Voters	Votes	Voters	Votes	Voters	Votes
Gautam Guha	377	89,65,19,678	5	14,281	382	89,65,33,959
Padmanabhan A.A.	317	80,97,199	1	1	318	80,97,200
Ramesh Chandra Agrawal	339	76,61,420	4	6,950	343	76,68,370

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Partner

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Punjab National Bank– EXTRAORDINARY GENERAL MEETING – 17th March, 2021

ELECTION RESULTS

Name of the Candidate	Number of Votes
Gautam Guha	89,65,33,959

Accordingly, pursuant to Regulation 66 of Punjab National Bank (Shares and Meetings) Regulations, 2000, Shri Gautam Guha can be declared elected as a Shareholder Director of the Bank.

Malati A. Kumar

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