

ੴ ਸ੍ਰੀ ਵਾਹਿਗੁਰੂ ਜੀ ਕੀ ਫਤਹ ॥



ਪੰਜਾਬ ਐਂਡ ਸਿੰਧ ਬੈਂਕ
Punjab & Sind Bank
ਪੰਜਾਬ ਐਂਡ ਸਿੰਧ ਬੈਂਕ

ਪੀ.ਐਸ.ਬੀ. (ਭਾਰਤ ਸਰਕਾਰ ਦਾ ਉਪਕਰਮ/A Govt. of India Undertaking)

Phone : 011-25782926, 25812922, 25817353, 25728930, Telefax : 25781639, 15728919, Email : complianceofficer@psb.co.in

ਪ੍ਰ.ਕਾ. ਲੇਖਾ ਏਵੰ ਲੇਖਾ ਪਰਿਕਸ਼ਾ ਵਿਭਾਗ
"ਸ਼ੇਅਰ ਕਲੱਬ" ਬੈਂਕ ਹਾਊਸ, ਪ੍ਰਥਮ ਤਲ,
21, ਰਾਜੇਂਦਰ ਪਲੇਸ, ਨਵੀਂ ਦਿੱਲੀ-110008
H.O. Account & Audit Department
"SHARES CELL" Bank House, 1st Floor
21, Rajendra Place, New Delhi-110008

ਸੰਦਰਭ/Ref. No.

ਦਿਨਾਂਕ/Dated:

Ref: PSB/HO/Shares Cell/ /2017-18

March 19, 2018

To,

Bombay Stock Exchange Limited,
Department of Corporate Services,
25th floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.
SCRIP ID : PSB
SCRIP CODE : 533295

National Stock Exchange of India Ltd.,
Exchange Plaza, C – 1, Block – G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
SYMBOL: PSB SERIES: EQ

Dear Sir,

Regulation 44 of SEBI (LODR) 2015 - Extraordinary General Meeting held on 19.03.2018

We are forwarding copy of Consolidated results of E-Voting and Polling in respect of two Agenda Items approved through Special Resolution in Extraordinary General Meeting of shareholders of Punjab & Sind Bank held on 19.03.2018 at Punjab & Sind Bank, Staff Training College, Institutional Area, Plot No.3, Sector 3, Rohini, Delhi 110085.

You are requested to take a note of same.

Yours faithfully,

[Ajit Singh Ahuja]
Company Secretary

Deepak Gupta
COMPANY SECRETARY



203, Padma Tower-II,
Rajendra Place,
New Delhi - 110 008
TeleFax: 011 - 45063990
Mobile: +91 98 114 23461
Email – deepak@drassociates.org

19th March 2018

The Executive Director (Chairman of the Meeting),
Punjab & Sind Bank

Head Office: 21, Rajendra Place

New Delhi – 110 008

Reg.: Combined Report on E-voting and Poll at the Extra Ordinary General Meeting of the Bank held on 19.03.2018

Dear Sir,

I have been appointed as a Scrutinizer for the purpose of the E-voting and Poll for Extra Ordinary General Meeting of the Equity Shareholders of Punjab & Sind Bank, held on 19th March, 2018 at Staff Training College, Institutional Area, Plot No. 3, Sector- 3, Rohini, Delhi – 110 085 at 10:00 a.m.

I am pleased to forward you the Consolidated Report after compiling the details in Report of e-voting and Report on Poll in Annexure 1.

(Deepak Gupta)

Scrutinizer

Practising Company Secretary

C.P. No. 4629



Countersigned by Chairman of the meeting

ANNEXURE- 1 OF CONSOLIDATED REPORT ON E-VOTING AND POLL FOR THE EGM OF PUNJAB & SIND BANK HELD ON 19TH MARCH 2018

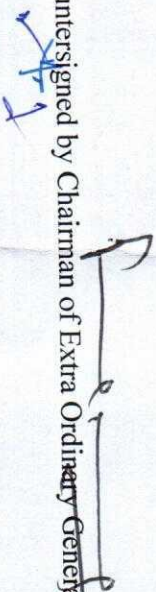
Item No. of the Notice	Voted in favour of the resolution		Votes against the resolution		Invalid Votes	
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Resolution No. 1 (Special Resolution): To create, offer, issue and allot 16,45,01,257 Equity Shares to the President of India (Government of India) of the face value of Rs. 10/- each aggregating up to Rs 785 crore on preferential basis at a issue price of Rs. 47.72 per Equity Share (including premium of Rs. 37.72 per Equity Share)	359061335	98.38	5900859	1.62	1049	Negligible
Resolution No. 2 (Special Resolution): To Create, offer, issue and allot such number of Equity Shares of face value of Rs 10/- in aggregate up to Rs 1215 crore inclusive of such premium as may be fixed as per SEBI Guidelines or such other amount as may be approved by GOI & RBI, by way of Public Issue (i.e. FPO) / Right Issue /QIP(s)/ and/or any other mode or a combination(s) thereof in one or more tranches within a period of twelve months or any other timeline specified by SEBI regulations subject to the condition that the GOI shareholding in equity capital of the Bank does not fall below 52% at any point of time. To decide the quantum & mode(s), number of tranches, prices, discount/premium, reservations to employees, existing shareholders and or any other persons / class of investor as may be decided by the Board and as provided under SEBI Regulations and the timing of such issue(s), at its discretion subject to the applicable rules and regulations and GOI & RBI approval.	359060814	98.38	5900739	1.62	1690	Negligible



(Deepak Gupta)
Scrutinizer
Practising Company Secretary
C.P. No. 4629



Countersigned by Chairman of Extra Ordinary General Meeting





The Executive Director (Chairman of the Meeting),
Punjab & Sind Bank
Head Office: 21-Rajendra Place,
New Delhi – 110 008

Reg.: Report on E-voting for Extra Ordinary General Meeting of the Bank held on 19.03.2018

I have been appointed as Scrutinizer for the purpose of the E-voting on CDSL portal on the below mentioned resolutions, for Extra Ordinary General Meeting of the Equity Shareholders of Punjab & Sind Bank, held on Monday, 19th March, 2018 at Staff Training College, Institutional Area, Plot No. 3, Sector 3, Rohini, Delhi - 110 085 at 10:00 A.M.

- Following resolutions was put to vote during the e-voting period fixed by the Bank from 16.03.2018 (10:00 A.M.) to 18.03.2018 (5:00 P.M.).

Resolution No. 1 (Special Resolution): To create, offer, issue and allot 16,45,01,257 Equity Shares to the President of India (Government of India) of the face value of Rs. 10/- each aggregating up to Rs 785 crore on preferential basis at a issue price of Rs. 47.72 per Equity Share (including premium of Rs. 37.72 per Equity Share)

"RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980 (hereinafter referred to as the "Act") read with The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1980 (hereinafter referred to as the "Scheme") and Punjab & Sind Bank (Shares & Meetings) Regulations, 2008 (hereinafter referred to as the "Regulations") and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed, stipulated or imposed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations], SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreement entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which shall be deemed to include a committee which the Board may have constituted or/may constitute, to exercise its powers including the powers conferred by this resolution to create, offer, issue and allot 16,45,01,257 Equity Shares to the President of India (Government of India) of the face value of Rs. 10/- each aggregating up to Rs 785 crore on preferential basis at a issue price of Rs. 47.72 per Equity Share (including premium of Rs. 37.72 per Equity Share) determined in accordance with Regulation 76 of SEBI ICDR Regulations".

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is 16.02.2018.





"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification(s) in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities & Exchange Board of India / Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued and allotted on preferential basis in pursuance of the Resolution(s) shall be issued in dematerialized form and shall be subject to lock-in requirements, as required under "SEBI (ICDR) Regulations" and shall rank pari-passu with the existing equity shares of the Bank in all respects and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines and or any other law that are in force at the time of such declaration."

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director (CMD) / Managing Director & Chief Executive Officer (MD & CEO) or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions."

Resolution No. 2 (Special Resolution): To create, offer, issue and allot such number of Equity Shares of face value of Rs 10/- in aggregate up to Rs 1215 crore (Rupees One Thousand Two Hundred Fifteen Only) inclusive of such premium as may be fixed on such amount or such other amount as may be approved by GOI & RBI, by way of Public Issue (i.e. Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / and/or any other mode or a combination(s) thereof

"RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980 (hereinafter referred to as the "Act") read with The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1980 (hereinafter referred to as the "Scheme") and Punjab & Sind Bank (Shares & Meetings) Regulations, 2008 (hereinafter referred to as the "Regulations") and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed, stipulated or imposed by





them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations], SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreement entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which shall be deemed to include a committee which the Board may have constituted or/may constitute, to exercise its powers including the powers conferred by this resolution to:

- a. create, offer, issue and allot such number of Equity Shares of face value of Rs 10/- in aggregate up to Rs 1215 crore (Rupees One Thousand Two Hundred Fifteen crore Only) inclusive of such premium as may be fixed as per SEBI Guidelines or such other amount as may be approved by GOI & RBI, by way of Public Issue (i.e. Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / and/or any other mode or a combination(s) thereof in one or more tranches within a period of twelve months or any other timeline specified by SEBI regulations, subject to the condition that the GOI shareholding in equity capital of the Bank does not fall below 52% at any point of time.
- b. to decide the quantum & mode(s), number of tranches, prices, discount/premium, reservations to employees, existing shareholders and or any other persons / class of investor as may be decided by the Board and as provided under SEBI Regulations and the timing of such issue(s), at its discretion subject to the applicable rules and regulations and GOI & RBI approval.

"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification(s) in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities & Exchange Board of India / Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued and allotted by way of Public Issue (Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / Preferential Issue / or any other mode or a combination(s) thereof in one or more tranches within a period of twelve months or any other timeline specified by SEBI regulations in pursuance of the Resolution(s) shall be issued in dematerialized form, except for Rights issue where the shares may be issued in both the physical and dematerialized form, and the equity shares so issued and allotted to NRIs, FII and / or other eligible foreign investors shall be subject to the Guidelines/Rules & Regulations issued by RBI and / or SEBI. The equity shares to be issued and allotted shall be subject to lock-in requirements, as required under "SEBI (ICDR) Regulations" and shall rank pari-passu with the existing equity shares of the Bank in all respects and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines and or any other law that are in force at the time of such declaration."





"RESOLVED FURTHER THAT in case of QIP, the Board or the Committee of the Board constituted for the purpose shall in consultation with the lead managers and/ or underwriters and /or other advisors have the authority to make the allotment of equity shares only to Qualified Institutional Buyers (QIBs) at a discount of not more than 5% (five percent) on the price determined in accordance with the pricing formula under SEBI (ICDR) Regulations 2009 and the relevant date for the purpose shall be in accordance with the provisions of SEBI (ICDR) Regulations 2009, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director (CMD) / Managing Director & Chief Executive Officer (MD &CEO) or Executive Director(s) or to Committee of Directors or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions."

- The E-voting result of above mentioned resolution, downloaded from CSDL portal is attached herewith.

This is for your information and necessary action please.

Thanking you.
Yours sincerely,

(Deepak Gupta)
Scrutinizer
Practising Company Secretary
C.P. No. 4629



Dated: 19.03.2018
Place: New Delhi



**E-voting results of Extraordinary General Meeting (EGM)
of Punjab & Sind Bank From 16.03.2018 (10:00 a.m.) to 18.03.2018 (5.00 p.m.)**

Cut off date: 12.03.2018

Date of EGM: 19.03.2018

Resolution No. 1 (Special Resolution): To create, offer, issue and allot 16,45,01,257 Equity Shares to the President of India (Government of India) of the face value of Rs. 10/- each aggregating up to Rs 785 crore on preferential basis at a issue price of Rs. 47.72 per Equity Share (including premium of Rs. 37.72 per Equity Share)

(i) Voted in **favour** of the resolution–

No. of Members voted	No. of votes cast in favour of resolution	% of total number of valid votes casted
20	40224575	87.21

* LIC having shareholding of **42014077** shares, has voted in favour of the resolution, but the same is considered restricted upto 10% of total voting rights of all the Shareholders of the Bank (40041103 shares) in pursuant to Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980.

(ii) Voted **against** the resolution –

No. of Members voted	No. of votes in cast against resolution	% of total number of valid votes casted
4	5900859	12.79

(iii) **Invalid** votes –

Total number of members whose votes were declared invalid	Total number of votes casted by them	% of total number of valid votes casted
NIL	N.A.	N.A.





Resolution No. 2 (Special Resolution): To create, offer, issue and allot such number of Equity Shares of face value of Rs 10/- in aggregate up to Rs 1215 crore (Rupees One Thousand Two Hundred Fifteen Only) inclusive of such premium as may be fixed on such amount or such other amount as may be approved by GOI & RBI, by way of Public Issue (i.e. Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / and/or any other mode or a combination(s) thereof

No. of Members voted	No. of votes cast in favour of resolution	% of total number of valid votes casted
21	40224705	87.21

* LIC having shareholding of **42014077** shares, has voted in favour of the resolution, but the same is considered restricted upto 10% of total voting rights of all the Shareholders of the Bank (40041103 shares) in pursuant to Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980.

(iv) Voted **against** the resolution –

No. of Members voted	No. of votes in cast against resolution	% of total number of valid votes casted
3	5900729	12.79

(v) **Invalid** votes –

Total number of members whose votes were declared invalid	Total number of votes casted by them	% of total number of valid votes casted
NIL	N.A.	N.A.



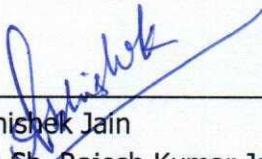
Deepak Gupta
COMPANY SECRETARY



203, Padma Tower-II,
Rajendra Place,
New Delhi - 110 008
TeleFax: 011 - 45063990
Mobile: +91 98 114 23461
Email - deepak@drassociates.org


- Data unblocked in presence of following two witnesses (non-employees of Bank) around 11.45 A.M. on 19.03.2018.

1. Witness 1



Abhishek Jain
S/o Sh. Rajesh Kumar Jain
E-18/228,229, 3rd Floor
Sector-3, Rohini, Delhi-110085
ACS: 50249

2. Witness 2



Rahul Kumar
s/o Shri Mukesh Kumar
r/o H. No. 283, Block E, Gali No. 6.
Nehru Vihar, Dayal Pur, Delhi - 110 094

Dated: 19.03.2018
Place: New Delhi



(Deepak Gupta)
Scrutinizer
Practising Company Secretary
C.P. No. 4629

SCRUTINIZERS' REPORT ON POLL CONDUCTED ON THE RESOLUTIONS IN THE EXTRA ORDINARY GENERAL MEETING OF THE PUNJAB & SIND BANK HELD ON 19.03.2018

19th March, 2018

The Executive Director (Chairman of the Meeting),
Extra Ordinary General Meeting of the Equity Shareholders of
Punjab & Sind Bank
held on 19th March, 2018, at 10:00 A.M. at Staff Training College, Institutional Area, Plot No. 3, Sector 3, Rohini, Delhi - 110 085

Dear Sir,

We, Deepak Gupta (Practising Company Secretary) and Praveen Kumar (Shareholder having DPID: IN300118/10449827) appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution, at the Extra Ordinary General Meeting of the Equity Shareholders of Punjab & Sind Bank, held on 19th March, 2018 at Staff Training College, Institutional Area, Plot No. 3, Sector 3, Rohini, Delhi - 110 085 at 10:00 A.M., submit our report as under:

1. After the time fixed for the poll by the Chairman, one empty ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Bank / Registrar and Share Transfer Agent of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution No. 1 (Special Resolution): To create, offer, issue and allot 16,45,01,257 Equity Shares to the President of India (Government of India) of the face value of Rs.10/- each aggregating up to Rs 785 crore on preferential basis at a issue price of Rs.47.72 per Equity Share (including premium of Rs. 37.72 per Equity Share)

"RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980 (hereinafter referred to as the "Act") read with The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1980 (hereinafter referred to as the "Scheme") and Punjab & Sind Bank (Shares & Meetings) Regulations, 2008 (hereinafter referred to as the "Regulations") and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed, stipulated or imposed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 [SEBI



(ICDR) Regulations], SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreement entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which shall be deemed to include a committee which the Board may have constituted or/may constitute, to exercise its powers including the powers conferred by this resolution to create, offer, issue and allot 16,45,01,257 Equity Shares to the President of India (Government of India) of the face value of Rs. 10/- each aggregating up to Rs 785 crore on preferential basis at a issue price of Rs. 47.72 per Equity Share (including premium of Rs. 37.72 per Equity Share) determined in accordance with Regulation 76 of SEBI ICDR Regulations".

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is 16.02.2018.

"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification(s) in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities & Exchange Board of India / Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued and allotted on preferential basis in pursuance of the Resolution(s) shall be issued in dematerialized form and shall be subject to lock-in requirements, as required under "SEBI (ICDR) Regulations" and shall rank pari-passu with the existing equity shares of the Bank in all respects and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines and or any other law that are in force at the time of such declaration."

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director (CMD) / Managing Director & Chief Executive Officer (MD & CEO) or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions."

(i) Voted **in favour** of the resolution:

Number of members present And voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
49	318836760	100

- (ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes cast
NIL	N.A.	N.A.

- (iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	% of total number of votes cast
10	1049	Negligible

Resolution No. 2 (Special Resolution): To create, offer, issue and allot such number of Equity Shares of face value of Rs 10/- in aggregate up to Rs 1215 crore (Rupees One Thousand Two Hundred Fifteen Only) inclusive of such premium as may be fixed on such amount or such other amount as may be approved by GOI & RBI, by way of Public Issue (i.e. Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / and/or any other mode or a combination(s) thereof

"RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980 (hereinafter referred to as the "Act") read with The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1980 (hereinafter referred to as the "Scheme") and Punjab & Sind Bank (Shares & Meetings) Regulations, 2008 (hereinafter referred to as the "Regulations") and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed, stipulated or imposed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations], SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreement entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which shall be deemed to include a committee which the Board may have constituted or/may constitute, to exercise its powers including the powers conferred by this resolution to:

- a. create, offer, issue and allot such number of Equity Shares of face value of Rs 10/- in aggregate up to Rs 1215 crore (Rupees One Thousand Two Hundred Fifteen crore Only) inclusive of such premium as may be fixed as per SEBI Guidelines or such other amount as may be approved by GOI & RBI, by way of Public Issue (i.e. Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / and/or any other mode or a combination(s) thereof in one or more tranches within a period of twelve months or any other timeline specified by SEBI regulations, subject to the condition that the GOI shareholding in equity capital of the Bank does not fall below 52% at any point of time.

Scrutinizer Report on Poll

- b. to decide the quantum & mode(s), number of tranches, prices, discount/premium, reservations to employees, existing shareholders and or any other persons / class of investor as may be decided by the Board and as provided under SEBI Regulations and the timing of such issue(s), at its discretion subject to the applicable rules and regulations and GOI & RBI approval.

"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification(s) in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities & Exchange Board of India / Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued and allotted by way of Public Issue (Follow on Public Offer) / Right Issue / Qualified Institutional Placement(s) / Preferential Issue / or any other mode or a combination(s) thereof in one or more tranches within a period of twelve months or any other timeline specified by SEBI regulations in pursuance of the Resolution(s) shall be issued in dematerialized form, except for Rights issue where the shares may be issued in both the physical and dematerialized form, and the equity shares so issued and allotted to NRIs, FII and / or other eligible foreign investors shall be subject to the Guidelines/Rules & Regulations issued by RBI and / or SEBI. The equity shares to be issued and allotted shall be subject to lock-in requirements, as required under "SEBI (ICDR) Regulations" and shall rank pari-passu with the existing equity shares of the Bank in all respects and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines and or any other law that are in force at the time of such declaration."

"RESOLVED FURTHER THAT in case of QIP, the Board or the Committee of the Board constituted for the purpose shall in consultation with the lead managers and/ or underwriters and /or other advisors have the authority to make the allotment of equity shares only to Qualified Institutional Buyers (QIBs) at a discount of not more than 5% (five percent) on the price determined in accordance with the pricing formula under SEBI (ICDR) Regulations 2009 and the relevant date for the purpose shall be in accordance with the provisions of SEBI (ICDR) Regulations 2009, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director (CMD) / Managing Director & Chief Executive Officer (MD &CEO) or Executive Director(s) or to Committee of Directors or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions."



- (i) Voted **in favour** of the resolution:

Number of members present And voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	318836109.00	100

- (ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes cast
1	10	Negligible

- (iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	% of total number of votes cast
11	1690	Negligible

5. A list containing detail of equity shareholders who voted "FOR" or "AGAINST" or those whose votes were declared invalid for each resolution is handed over to Company Secretary, Punjab & Sind Bank.
6. The poll papers and all other relevant records were handed over to the Company Secretary, Punjab & Sind Bank.

Thanking you,
Yours faithfully,

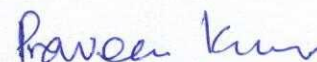
Dated: 19/03/2018

Place: New Delhi



**Scrutinizer 1:
(Deepak Gupta)**

Practicing Company Secretary
CP No.4629
M.No.9811423461



**Shareholder Scrutinizer 2:
(Praveen Kumar)**

S/o Jagrup Singh
DPID: IN300118/10449827
Mobile No.: 9289818048