

29th June, 2015

To,

The Chairman and Managing Director,
Fifth Annual General Meeting of the Equity Shareholders of
Punjab & Sind Bank
held on 29th June, 2015, at 10:00 A.M. at India International Centre,
40-Max Mueller Marg, Lodhi Estate, New Delhi – 110 003

Dear Sir,

We, Deepak Gupta (Practising Company Secretary) and G.N. Balaji (Authorised Representative of LIC) appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution, at the Fifth Annual General Meeting of the Equity Shareholders of Punjab & Sind Bank, held on 29th June, 2015 at India International Centre, 40-Max Mueller Marg, Lodhi Estate, New Delhi – 110 003 at 10:00 a.m., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were 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 (Ordinary Resolution): To approve and adopt Audited Balance Sheet, Profit & Loss A/c, Auditors Report and Directors Report of the Bank for the year ended / as at 31.03.2015.

(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
40	318833945	99.9993

(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 valid votes cast
NIL		

(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 valid votes cast
7	2450	.0007



Resolution No. 2 (Ordinary Resolution): To approve and declare Dividend @ Rs. 0.60 per equity share of Rs. 10/- each for the year 2014-15.

(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
40	318833945	99.9993

(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 valid votes cast
NIL		

(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 valid votes cast
7	2450	.0007

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

Thanking you,

Yours faithfully,



(Deepak Gupta)

Practicing Company Secretary

CP No.4629

M.No.9811423461

Dated: 29/06/2015

Place: New Delhi

Scrutinizer 1:

Scrutinizer 2:

Shareholder

(G.N. Balaji)

S/o Sh.G.N. Babu

(Authorised Representative of LIC of India)

Client/DPID No.IN3008121-0000012

Mobile No.: 09810523955

E-voting results of 5th AGM of Punjab & Sind Bank
From 26.06.2015 (10:00 a.m.) to 28.06.2015 (5.00 p.m.)

Cut off date: 22.06.2015

Date of AGM: 29.06.2015

Resolution No. 1 (Ordinary Resolution): To approve and adopt Audited Balance Sheet, Profit & Loss A/c, Auditors Report and Directors Report of the Bank for the year ended / as at 31.03.2015.

(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
36	49119373	99.99994

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

No. of Members voted	No. of votes in cast against resolution	% of total number of valid votes casted
1	30	.00006

(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
1	N.A.	N.A.

*** Neither “vote for the resolution” nor “against the resolution”**

Resolution No. 2 (Ordinary Resolution): To approve and declare Dividend @ Rs. 0.60 per equity share of Rs. 10/- each for the year 2014-15.

(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
36	49119472	99.99994



Deepak Gupta
Practicing Company Secretary

3/31, 1st Floor, West Patel Nagar,
New Delhi – 110008
Mob : 9811423461
Telefax No. 011-45063990
Email – deepak@drassociates.org

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

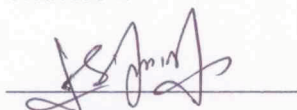
No. of Members voted	No. of votes in cast against resolution	% of total number of valid votes casted
2	31	0.00006

(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.

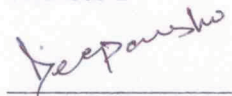
Data unblocked in presence of following two witnesses (non-employees of Bank) around 12.30 P.M. on 29.06.2015.

1. Witness 1



Harish Damani
S/o Sh. Tikam Lal
3014/5A, First Floor,
Gali No. 16, Ranjeet Nagar,
New Delhi – 110 008

2. Witness 2



Deepanshu Gauba
S/o Sh. Naresh Gauba
r/o 62, Mukherjee Nagar,
Delhi – 110 009



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

Deepak Gupta
Practicing Company Secretary

3/31, 1st Floor, West Patel Nagar,
New Delhi – 110008
Mobile No.: 9811423461
Telefax No. 011-45063990
Email – deepak@drassociates.org

29th June 2015

The Chairman and Managing Director
Punjab & Sind Bank
Head Office : 21, Rajendra Place
New Delhi – 110 008

Reg.: Combined Report on E-voting and Poll at the Fifth Annual General Meeting of the Bank held on 29.06.2015

Dear Sir,

I have been appointed as a Scrutinizer for the purpose of the E-voting and Poll for Fifth Annual General Meeting of the Equity Shareholders of Punjab & Sind Bank, held on 29th June, 2015 at India International Centre, 40-Max Mueller Marg, Lodhi Estate, New Delhi – 110 003 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



ANNEXURE- 1 of Consolidated Report on E-voting and Poll for 5th AGM of Punjab & Sind Bank held on 29.06.2015.

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
Item No. 1 of the Notice (Ordinary Resolution): To approve and adopt Audited Balance Sheet, Profit & Loss A/c, Auditors Report and Directors Report of the Bank for the year ended / as at 31.03.2015.	367953318	99.9993	30	0.0000	2450	0.0007
Item No. 2 of the Notice (Ordinary Resolution): To approve and declare Dividend @ Rs. 0.60 per equity share of Rs.10/- each for the year 2014-15.	367953417	99.9993	31	0.0000	2450	0.0007


(Deepak Gupta)

Scrutinizer

Practising Company Secretary

C.P. No. 4629





Counter Signed by the Chairman of AGM

PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PUNJAB & SIND BANK HELD ON MONDAY, 29th JUNE, 2015, AT 10.00 A.M. AT INDIA INTERNATIONAL CENTRE, 40-MAX MUELLER MARG, LODHI ESTATE, NEW DELHI -110 003.

PRESENT

1.	Sh. Jatinderbir Singh	Chairman and Managing Director
2.	Sh. M.K. Jain	Executive Director
3.	Sh. S.R. Mehar	Director
4.	Smt. Anita Karnavar	Director
5.	Sh. M.S. Sarang	Director
6.	Sh. S.P. Babuta	Director

Attendance 164 persons holding 36,31,32,663 shares representing 90.69% of Share Capital

164 Members: (in person) (36,31,32,663 shares representing 90.69% of Share Capital).
No proxy was present.

1. Mr. I.S. Bhatia – Chief General Manager, welcomed the shareholders at the Fifth Annual General Meeting of shareholders of the Bank and requested the Chairman of the meeting to formally introduce the directors on dais, address the Shareholders and thereafter to take up Agenda items.
2. Mr. Jatinderbir Singh – Chairman and Managing Director of the Bank presided over the Meeting in terms of the Regulation 59 of Punjab & Sind Bank (Shares & Meetings) Regulations, 2008.
3. The Chairman and Managing Director welcomed the Shareholders and formally introduced the directors on dais. Pursuant to Regulation 58 of the Punjab & Sind Bank (Shares and Meetings) Regulations, 2008, announced that the necessary quorum was present and accordingly declared that the meeting is in order.
4. The Chairman and Managing Director informed that the Notice of the Meeting was duly published in terms of Regulation 56 of Punjab & Sind Bank (Shares & Meetings) Regulations, 2008 and Notice for Fifth Annual General Meeting and Annual Report was mailed to all the shareholders within the statutory time and the same was also placed on the website of the Bank www.psbindia.com. Chairman's Speech was circulated to the shareholders present, both were taken as read.
5. Chairman of the meeting, took up the issues raised by the shareholders one by one and gave replies to the satisfaction of the House.



: 2 :

Proceedings of the Fifth Annual General Meeting of the Bank on 29.06.2015

6. The Chairman of the meeting informed the house that in terms of Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, the Bank provided facility of e-Voting, through CDSL to the shareholders from 26.06.2015 (10.00 a.m.) to 28.06.2015 (5.00 p.m.) and Mr Deepak Gupta, Practicing Company Secretary, was appointed scrutinizer for e-voting. The Chairman informed that the polling will be held for the two agenda items. The Chairman informed the shareholders that Mr Deepak Gupta, Practicing Company Secretary shall act as First Scrutinizer and invited one amongst the shareholders present, to act as second scrutinizer for the purposes of polling and accordingly, Mr. G.N.Balaji, authorized representative of LIC of India (DP/Client ID: IN300812-10000012), being shareholder present in the meeting, was appointed as second scrutinizer for polling at the meeting for the following two agenda items :

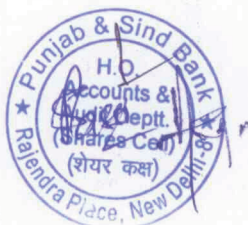
Item No.1: To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March, 2015, Profit & Loss account, together with the Report of Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet & Accounts.

Item No.2: To approve and declare dividend @ Rs.0.60 per equity share of Rs.10/- each, for the year 2014-15.

The Chairman informed to the shareholders that the Board in its meeting held on 12.05.2015, has recommended Dividend of Rs.0.60 (paise sixty only) per equity share of Rs.10/-each, for the financial year 2014-15. The Dividend shall be paid to such shareholders whose name appear in the Register of Members at the close of business hours on 'Cut-Off date' i.e., 22.06.2015 (a day before the start of Book Closure; from 23.06.2015 to 29.06.2015). The date of payment of dividend shall be July 14, 2015.

Conclusion of Meeting

There being no other business, the Chairman declared the meeting as concluded after polling process and thanked the Ministry of Finance, Government of India, the Reserve Bank of India, SEBI and Stock Exchanges for their continued guidance and support. Chairman also thanked the shareholders, directors on the Board of the Bank for their valuable contributions, employees of the Bank for their dedication and the loyal customers of the Bank for their continued support and patronage.



Proceedings of the Fifth Annual General Meeting of the Bank on 29.06.2015

Poll Process:

Polling was held from 11.00 a.m. to 12.00 noon for the above two Agenda Items.

After the completion of the polling process up to 12.00 noon, the two scrutinizers, viz., Mr. Deepak Gupta – Practicing Company Secretary and Mr. G.N.Balaji, authorized representative of LIC of India (DP/Client ID: IN300812-10000012) being shareholder of the Bank, opened the Ballot Boxes, counted the votes polled on the two items and prepared their report on polling. Mr. Deepak Gupta – Practicing Company Secretary, submitted his report on e-voting and also submitted consolidated report after merging the result of e-voting and polling.

Based on the consolidated report, the following agenda items were declared as approved:

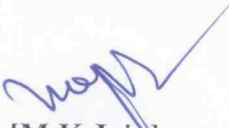
Item No.1: Audited Balance Sheet of the Bank as at 31st March, 2015, Profit & Loss, together with the Report of Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet & Accounts, were approved and adopted.


No. of votes in favour of the resolution	No. of votes in against the resolution	Invalid Votes
36,79,53,318	30	2,450

Item No.2: Dividend @ Rs. 0.60 per equity share of Rs. 10/- each, for the year 2014-15 was approved and declared.

No. of votes in favour of the resolution	No. of votes in against the resolution	Invalid Votes
36,79,53,417	31	2,450




 [M.K.Jain]
 Executive Director


 [Jatinderbir Singh]
 Chairman and Managing Director

PUNJAB & SIND BANK

(A Government of India Undertaking)

Head Office: 'Bank House', 21-Rajendra Place, New Delhi-110 008.



Reporting pursuant to Clause 35 A of the Listing Agreement.

Date of the Annual General Meeting : 29 JUNE, 2015

Total number of shareholders on Cut-off (22.06.2015): 1,46,734

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1
Public: 163

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: NIL
Public: NIL

Detail of the Agenda:

Item No. 1 :

To approve and adopt Audited Balance Sheet, Profit & Loss A/c, Auditors Report and Directors Report of the Bank for the year ended / as at 31.03.2015.

Resolution required (Ordinary/Special) : Ordinary

Mode of voting (Show of hands/Poll/Postal ballot/E-voting): E-voting and Poll

Item No. 2 :

To approve and declare Dividend @ Rs. 0.60 per equity share of Rs. 10/- each for the year 2014-15

Resolution required (Ordinary/Special) : Ordinary

Mode of voting (Show of hands/Poll/Postal ballot/E-voting): E-voting and Poll

कृते पंजाब एण्ड सिंध बैंक
For Punjab & Sind Bank

कंपनी सचिव/प्राधिकृत हस्ताक्षरी
Company Secretary/ Auth. Sign.