

Head Office : 7, Bhikhaiji Cama Place, New Delhi – 110 607  
(Email [hosd@pnb.co.in](mailto:hosd@pnb.co.in))

### NOTICE

NOTICE IS HEREBY GIVEN pursuant to Regulation 57 of Punjab National Bank (Shares & Meetings) Regulations, 2000 that an Extraordinary General Meeting of the Shareholders of Punjab National Bank will be held on Monday, the 4<sup>th</sup> March, 2013, at 11.00 A.M. at Punjab National Bank Auditorium, Central Staff College, 8, Underhill Road, Civil Lines, Delhi-110054 to transact the following business:

#### 1. Issue of Equity Shares on preferential basis

To consider and if thought fit, pass with or without modification, the following as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the ‘Act’) read with The Nationalised Banks (Management & Miscellaneous Provisions) Scheme 1970 (hereinafter referred to as the ‘Scheme’) and Punjab National Bank (Shares and Meetings) Regulations, 2000 (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 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) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements 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 the “Board” which shall 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 such number of Equity Shares **of face value of ₹10/- each to GOI for cash at a premium to be determined by the Board in accordance with Regulation 76(1) of SEBI ICDR Regulations, aggregating upto ₹ 1250 crore.**

**“RESOLVED FURTHER THAT** the Relevant Date for determination of the Issue Price is 01.02.2013”

**“RESOLVED FURTHER THAT** the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the GoI / RBI / SEBI / Stock Exchanges where the 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 this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter VII of the “SEBI ICDR Regulations” and shall rank *pari passu* in all respects (including dividend declared, if any) with the existing equity shares of the Bank in accordance with the statutory guidelines that are in force at the time of such declaration.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, 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 or Executive Directors or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

**By order of the Board of Directors  
For Punjab National Bank**

**(K. R. Kamath)  
Chairman & Managing Director**

Place: New Delhi  
Date: 16/01/2013

#### **NOTES:**

1. Individual notices of the aforesaid meeting containing inter-alia, formats of Proxy form and Attendance Slip cum Entry Pass etc., will be mailed to shareholders of the Bank. The same will also be available for downloading from the website of the Bank viz. [www.pnbindia.in](http://www.pnbindia.in) (Investor Info page).
2. Entry to the venue will be permitted only on the basis of valid attendance slip cum entry pass with proper identification.
3. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE BANK.
4. No person shall be entitled to attend or vote at the Extra-ordinary General Meeting as a duly authorised representative of a body corporate, which is a shareholder of the Bank, unless a copy of the resolution appointing him/her as a duly authorised representative, certified to be a true copy by the Chairman of the meeting at which it was passed shall have been deposited at the Head Office of the Bank.
5. The Proxy Form/ Authorised Representative Letter, in order to be effective, must be received by the Bank by the **Company Secretary, Share Department, Finance Division, Head Office, 5, Sansad Marg, New Delhi 110 001**, not later than four days before the date of the meeting i.e. on or before the closing hours i.e 5.00 **p.m. on Wednesday, the 27<sup>th</sup> February, 2013.**
6. Shareholders whose names appear in the Register of Shareholders of the Bank on 29.01.2013 (Tuesday) being the Cut-off Date fixed, shall only be entitled to attend and vote at the meeting.
7. **VOTING RIGHTS**
  - 1 In terms of sub-section (2E) of Section 3 of the Act, no shareholder of the corresponding new Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him / her in excess of one per cent of the total voting rights of all the shareholders of the Bank.
  - 2 As per Regulation 10 of the Regulations, if any share stands in the names of two or more persons, the person first named in the register shall, as regards voting shall be deemed to be the sole holder thereof.
  - 3 Subject to the above, as per Regulation 68, each shareholder who has been registered as a shareholder on the **Cut-off Date i.e. 29.01.2013** shall have one vote on show of hands and in case of a poll shall have one vote for each share held by him/her.