

MINUTE BOOK



MINUTES OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF PUNJAB NATIONAL BANK HELD ON MONDAY, THE 28th SEPTEMBER 2015 AT 10.00 A.M. AT PUNJAB NATIONAL BANK AUDITORIUM, 8, UNDERHILL ROAD, CIVIL LINES, DELHI - 110054.

Present

1	Ms. Usha Ananthasubramanian	Managing Director & CEO ■ In the Chair
2	Sh. Gauri Shankar	Executive Director
3	Sh. K.V.B. Rao	Executive Director
4	Dr. R.S. Sangapure	Executive Director
5	Sh. Rajinder Mohan Singh	Shareholder Director

Members : 83 (in person)
Proxy : 1
Authorized representatives : 1
Total : 85

In Attendance:

Shri A. Gopinathan, Company Secretary

At the outset, Shri P.K. Mohapatra, General Manager, welcomed the shareholders to the Extraordinary General Meeting (EGM) of the Bank. He also informed that the Managing Director & CEO, Ms Usha Ananthasubramanian shall preside over the meeting.

Later he requested Managing Director & CEO (in the chair), Executive Directors and other Directors on the dais to pay floral tributes to the Late Shri Lala Lajpat Rai, the freedom fighter and one of the founder members of the Bank.

Thereafter the Chairman of the meeting extended a warm welcome to the Shareholders and necessary quorum being present, called the meeting to order.

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The Chair informed that till 23.09.2015 being the last date for receipt of proxies, 04 proxies representing 32,36,653 Equity Shares constituting 0.17% of the Paid up Equity Capital of the Bank were received and they were found to be valid and in order.

The Chair further informed the shareholders that the Central Government, the major shareholder, holds 111,00,47,912 equity shares, constituting 59.86% of the paid up Equity Share Capital of the Bank and they have authorized Shri S.K. Mishra, Section Officer, Department of Financial Services, Ministry of Finance to attend the meeting as its nominee and that he is present in the meeting.

The Chair then introduced other Directors on the dais to the shareholders.

The Chair informed the shareholders that:

■ The Notice convening the EGM was published in Financial Express (English edition) & Jansatta (Hindi edition) on Tuesday, the 25th August 2015, as required under Punjab National Bank (Shares & Meetings) Regulations, 2000, containing the agenda item for seeking Shareholders' approval for infusion of Capital by Government of India to the tune of Rs. 1732 crores.

■ The notice of Meeting for seeking shareholder approval for the issue was e-mailed to those shareholders who had registered their e-mail address and to the remaining they were dispatched through post-office within the statutory time limit and simultaneously the same was submitted to Stock Exchanges and also hosted on the Bank's website www.pnbindia.in.

■ The agenda item is required to be passed by voting by the shareholders by means of special resolution and to enable the shareholders to cast their vote, e-voting platform was provided to them through CDSL e-voting platform from 25.09.2015 to 27.09.2015.

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■ The instructions for e-voting and user-ID and password for e-voting were sent to all the shareholders either through email or through registered post along with notice of meeting and added that the shareholders as on the cutoff date i.e. 21.09.2015 who did not participate in the e-voting may cast their vote physically today through ballot paper.

■ The Bank has appointed M/s Ashu Gupta and Co. as the scrutinizer and they shall prepare their report on voting and submit the same to the Bank and that Mr. Gurminder Dhami shall be the shareholder scrutinizer.

Thereafter the Chair took up the agenda item of the Meeting as under:

Item No. 1 -- Approval of Shareholders for issuance/allotment of Equity Shares in favour of Government of India on preferential basis

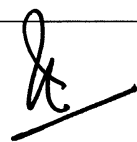
The Chair informed that the proposed issuance / allotment will be on preferential basis of up to 10,90,40,543 Equity Shares of **Rs.2/-** each at a premium of **Rs.156.84** per share in favour of Govt. of India, subject to shareholders' approval in the meeting / other approvals. The Relevant Date for determining the Issue Price was 28.8.2015 as per SEBI (ICDR) Regulations.

The Chair further informed that:

■ The Bank has obtained certificate from M/s Ramesh Kapoor & Co., one of the Statutory Central Auditors of the Bank certifying correctness of the Issue Price of Rs. 158.84 per equity share and compliance with SEBI(ICDR) Regulations, 2009 and has also received "in principle" approval from BSE & NSE vide their letters dated 02.09.2015 and 07.09.2015 respectively for the issue of 10,90,40,543 Equity Shares of **Rs.2/-** each at a premium not less than **Rs.156.84** to Govt. of India on preferential basis in terms of Clause 24 (a) of the Listing Agreement.

■ The post issue shareholding of Govt. of India shall be 121,90,88,455 equity shares constituting 62.08% of the paid up capital as against 59.86% prior to the proposed allotment.

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- The lock-in period of fresh shares issued in favour of Govt. of India shall be of 3 years from the date of trading approval.

Before putting Resolutions to vote through the polling, the Chair invited queries, if any, on the agenda item, from the shareholders and also set the ground rules for free and fair discussions.

The following is the gist of queries raised by the shareholders and response of the Chair thereon.

Shareholder's Query/Suggestion	Reply given by the Chair
Mr. R S Maheswari 1) Why Bank is issuing shares to Gol at a higher rate when market rate is much lower. 2) SB account holders of PNB who keeps sufficient balance in the account should be in preferred category.	The Chair informed that price has been determined as on the relevant date i.e. 28.8.2015 as per SEBI (ICDR) Regulations, under which the price shall be "average of higher of the last 26 weeks or 2 weeks" preceding the relevant date. The Chair informed that SB accounts with good balance are being treated as premium customers and certain facilities are available to them. The shareholder may contact the Branch Manager for the details of these facilities.

After responding to the queries from shareholders on the agenda item, the Chair moved the following resolutions as per notice dated 28.8.2015 for approval.

"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 Nationalized 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

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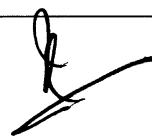
Board of India (SEBI), and / or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of 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 10,90,40,543 Equity Shares of face value of ₹2/- each to GOI on preferential basis at a premium of ₹156.84 per share determined in accordance with Regulation 76(1) of SEBI ICDR Regulations, up to an amount of ₹1732 crore.

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is 28.08.2015"

"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 as 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."

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"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized 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, finalize 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 authorize 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 authorized to delegate all or any of the powers herein conferred on it, to the Managing Director and CEO or Executive Directors or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

Thereafter, the Chair informed that those shareholders who have not cast their e-vote and who have obtained ballot paper from the Registration counter may proceed to the polling booth to cast their vote "for" or "against" the resolutions and added that Scrutineer's report on the final result shall be uploaded in the websites of Stock Exchanges and the Bank within 3 days of this meeting.

Conclusion of Meeting

After the polling was completed and there being no other business, the Chair concluded the meeting and thanked the shareholders present, members on the Board, NSE, BSE, SEBI, RBI, Ministry of Finance and staff of the Bank, for their active participation and support.



(A Gopinathan)
COMPANY SECRETARY



(Usha Ananthasubramanian)
MANAGING DIRECTOR & CEO

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