



9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001
CIN: U65922DL1988PLC033856

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Wednesday, 26th August 2015 at 3.30 p.m. at the Board Room, Punjab National Bank, Head Office, 7, Bhikhaiji Cama Place, New Delhi to transact the following business: -

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended 31st, March 2015 and the Report of the Directors' and Auditors' thereon, including the comments of the Comptroller and Auditor General of India.
2. To declare dividend @30% for the year 2014-15.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution.

"RESOLVED THAT the Statutory Auditors of the Company be paid an Audit Fee of Rs. 10,50,000/- (Rs. Ten lacs fifty thousand only) plus service tax and out of pocket expenses for the statutory audit of the Company for the year 2014-15".

Special Business

To consider and if thought fit, to pass with or without modifications, the resolution numbers 4,5,6,7 and 8 as an ordinary resolution.

4. To appoint Smt. Usha Ananthasubramanian, as director of the Company liable to retire by rotation.

"RESOLVED THAT Smt. Usha Ananthasubramanian be and is hereby appointed as Director of the company liable to retire by rotation."

5. To appoint Shri Sunil Kaul, as director of the Company liable to retire by rotation.

"RESOLVED THAT Shri Sunil Kaul be and is hereby appointed as Director of the company liable to retire by rotation."

6. To appoint Shri Devijit Singh as director of the Company liable to retire by rotation.

"RESOLVED THAT Shri Devijit Singh be and is hereby appointed as Director of the company liable to retire by rotation."

7. To appoint Smt. Kalpana Gupta as director of the Company liable to retire by rotation.

"RESOLVED THAT Smt. Kalpana Gupta be and is hereby appointed as Director of the company liable to retire by rotation."

8. To appoint Shri Sanjaya Gupta as Managing Director of the Company for a period of five years not liable to retire by rotation.

"RESOLVED THAT in terms of the provisions of section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Sanjaya Gupta as Managing Director of the Company made by the Board the Directors on 5th May 2015 for a period of 5 (five) years with effect from 5th May 2015 be and is hereby approved.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration etc. to be paid to the Managing Director from time to time.

"RESOLVED FURTHER THAT Sh. Sanjaya Gupta as Managing Director shall not be liable to retire by rotation during his tenure as Managing Director of the Company."

9. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution.

I. "RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of section 180 (1), (2) and (5) of the Companies Act, 2013, to:

- a) borrow/ secure financial assistance for any sum or sums of moneys for and on behalf of the Company, from time to time, whether unsecured or secured, from any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders, notwithstanding that the sum or sums of money to be borrowed, together with the money already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 40,000 crores (Rupees forty thousand crores) at any point of time on account of the principal;
- b) mortgage and/or charge any/all immoveable and/or moveable properties of the Company including receivables in form of book debts, where so ever situated, present and future and the whole of the undertaking of the Company to or in favour of any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders or trustees for the lenders/ debenture-holders, to secure the principal amount of financial assistance granted/ to be granted by the lenders, together with all interest thereon, commitment charges, costs, expenses involved and all other moneys payable by the Company to the lenders in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances;
- c) finalise and execute all documents for creation and registration of aforesaid mortgage and/or charge and/or hypothecation with the lenders/ trustees for the lenders/ debenture-holders of the Company and doing all such acts and things as may be necessary for giving effect to this resolution".

II. "RESOLVED THAT pursuant to the (i) provisions of section 42 of The Companies Act, 2013, (ii) rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and (iii) other applicable provisions of The Companies Act, 2013, to the extent notified by the Ministry of Corporate Affairs, Government of India, as applicable and The Companies Act, 2013, as amended and in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make offer(s) or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible, bonds/debentures/debt securities ("Bonds") through private placement offer letter(s) in conformity with (i) Form PAS-4 of the Companies (Prospectus and Allotment of Securities)

Rules, 2014, (ii) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended, (iii) Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012, as amended and (iv) Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, as amended.”

“RESOLVED FURTHER THAT the Board of Directors of the Company shall be authorized to issue Bonds of face value aggregating up to Rs. 20,000 crore (Rupees twenty thousand crore) of tenure not exceeding 10 years upto a date that is not later than one year from the date hereof and notwithstanding that the aggregate amount of all such Bonds taken together with domestic/off-shore, secured/unsecured, loans/borrowings, guarantees shall not exceed the borrowing powers approved by the members by way of a special resolution under section 180 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, security, coupon/interest rate(s), yield, listing, allotment and other terms and conditions of issue Bonds as they may, in their absolute discretion, deem necessary.”

BY ORDER OF THE BOARD

Dated: 16th July 2015 and 26th August 2015
Place: New Delhi

(Sanjay Jain)
CS & Head Compliance

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy instead of himself and the proxy need not be a member.
2. Members are requested to kindly give consent for the short notice being served.

Annexure to the Notice

Explanatory statements pursuant to Section 102 of the Companies Act, 2013.

In respect of item no. 4, 5, 6 & 7.

Smt. Usha Ananthasubramanian: She has assumed the charge of Managing Director & CEO of Punjab National Bank on 14th August, 2015. Prior to joining the Bank, she was Chairman & Managing Director of Bharatiya Mahila Bank. During the period from July 2011 to November 2013, she was the Executive Director of Punjab National Bank. She was part of the Committee formed for examination of the blue print and other related tasks for setting up of the first women focused Bank in India and headed the core management team constituted by the Ministry of Finance, Government of India, for coordinating the process of establishment of Bhartiya Mahila Bank. Born on 1st October 1958, Smt. Usha Ananthasubramanian holds a Master's Degree in Statistics from the University of Madras and a Master's Degree in Ancient Indian Culture from University of Mumbai. She started her banking career in February 1982 as a Specialist Officer and rose to the post of General Manager in Bank of Baroda. In a career spanning over 33 years, she has worked in various positions and acquired vast versatile banking experience.

Shri Sunil Kaul: He is post graduate in management from the Indian Institute of Management, Bengaluru and holds a bachelor's degree in technology from the Indian Institute of Technology, Mumbai.

Shri Kaul has served as president of Citibank Japan, overseeing the bank's corporate and retail banking operations. He concurrently served as the chairman of Citi's credit card and consumer finance companies in Japan. He was also a member of Citi's Global Management Committee and Global Consumer Planning Group.

He has over 25 years' experience in corporate and consumer banking of which more than 15 years have been in Asia. In his earlier roles, he has served as the Head of Retail Banking for Citi in Asia Pacific. He has also held senior positions in Business Development for Citi's Global Transaction Services based in New York, Transaction Services Head for Citi Japan and Global Cash Business Management Head for ABN Amro, based out of Holland.

Shri Sunil Kaul is presently the Managing Director of the Carlyle Group, advising and providing oversight for its investments in the financial services sector across Asia and other emerging markets. He is based in Singapore.

The Company will be immensely benefit from his long experience in Citigroup's.

Shri Devijit Singh: He received his MBA from The Fuqua School of Business, Duke University and has a B.A. (Honours) in Mathematics from the University of Delhi. He was Managing Director and Head of Citigroup's Mergers & Acquisitions business in India. In his previous assignments of over -20 years at Citigroup, Shri Devijit Singh advised and led several capital raisings for India's leading corporates, and worked across various functional areas including corporate banking, risk management, cash management and operations.

He joined Carlyle in 2008 and is a Managing Director focused on significant sized growth capital and buyout opportunities across sectors in India. He is based in Mumbai. He is a member of Business Process Committee of the Board, Credit Committee of the Board and Marketing Committee of the Board.

The Company will be immensely benefit from his long experience.

Smt. Kalpana Gupta was born on October 5, 1958. She had joined PNB as Management Trainee (MT) in 1983 and worked in different capacities on all areas of Banking.

She had worked as Circle Head Chandigarh from April 2011 to April 2013 and also worked as Divisional Head at Transaction Banking Division, Head Office. She is now working as Divisional Head at Retail Assets Division, Head Office.

None of the Directors, key management person or their relatives are interested in the proposed resolutions at item no.s **4, 5, 6 & 7.**

In respect of item no. 8

Shri Sanjaya Gupta is the Managing Director of the Company for last five years. He has an excellent academic and professional background. Under his leadership, the Company has completed Business Process Re-engineering project. The Company has achieved highest ever growth in business and profitability in the last 5 years. The Company is now amongst the top five housing finance Companies in India and holds the position of 2nd largest deposit taking company. The Company has lowest delinquencies and NPAs in the industry. He has built a strong professional team drawn from various disciplines, which forms core of the growth strategy of the Company.

The Company is now poised towards sustained growth over a period of time with this experienced and professional team under his leadership. The Board had re-appointed Shri Sanjaya Gupta as Managing Director in its meeting held on 5th May, 2015 for a period of five years with effect from 5th May 2015.

Your directors recommend his re-appointment for a period of five years with effect from 5th May, 2015.

None of the Directors, key management person or their relatives are interested in the proposed resolution.

In respect of item no. 9

Section 180 (1) (c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the powers to borrow money, where the money to be borrowed together with the money already borrowed by the company (excluding temporary loans obtained from the company's bankers in the ordinary course of business) shall exceed aggregate of its paid-up share capital and free reserves, only with the consent of the members of the company by a special resolution.

Section 180 (2) of the Companies Act, 2013 provides that every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to above, shall specify the total amount up to which monies may be borrowed by the Board of Directors.

Due to the nature of Company's business, the financial assistances availed by the Company from various banks/ financial institutions/ debenture-holders exceed the aggregate of paid-up share capital and free reserves of the Company and the same have to be secured by way of mortgage and/or charge of the assets of the Company, both present and future, it is necessary for the members to pass a special resolution under Section 180 of the Companies Act, 2013. It is therefore proposed that the members authorize the Board to borrow money up to Rs. 40,000 crore.

- II. The Company is engaged into the business of providing housing and non-housing loans. One of the main constituents of the Company's borrowings is in form of bonds/ debentures, rupee term loans from banks and financial institutions etc.

As on March 31, 2015, bonds/ debentures constitute about Rs. 4650 crore of the total borrowings of the Company. Borrowing through bonds/ debentures not only work out cost but also facilitate the raising of resource in a highly flexible and requirement driven manner. The Company intends to raise long term funds through bonds in the current year as well to meet lending requirements.

Section 42 of The Companies Act, 2013 and rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require the Company to seek a special resolution from its members for raising the Bonds on private placement basis. The resolution is valid for a period of one year from the date of approval by the shareholders.

None of the Directors, key management person or their relatives are interested in the proposed resolutions.

