



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

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Company will be held on Wednesday, 03rd August 2016 at 04.30 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, 2016 and the Profit and Loss Account for the year ended 31st, March 2016 and the Report of the Directors' and Auditors' thereon, including the comments of the Comptroller and Auditor General of India.
2. To declare dividend @34% for the year 2015-16.
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 and other fees of Rs. 22,00,000/- (Rs. Twenty Two lacs only) plus service tax and out of pocket expenses for the Statuary Audit of the Company for the year 2015-16".

Special Business

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

4. To appoint Dr Ram S Sangapure, as director of the Company liable to retire by rotation.

"RESOLVED THAT Dr Ram S Sangapure be and is hereby appointed as Director of the Company liable to retire by rotation."

5. To appoint Shri Devinjit Singh as director of the Company liable to retire by rotation.

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

6. **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. 70,000 crores (Rupees seventy 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. 35,000 crore (Rupees thirty five 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: 03rd August 2016
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 and 5

Dr. Ram S. Sangapure, aged 58 years, is a Non-Executive Director of our Company. He holds a bachelor's degree in economics and a master's degree in economics from Marathwada University, Ph.D in economics from the Higher Certifying Commission, Bulgaria. He has also cleared modules on International Fixed Interest and Bond Markets and International Equity Markets from the Securities Institute, London. He has completed an international study visit to microfinance institutions in the Philippines constructed by the Asia Pacific Rural and Agricultural Credit Association Center for Training and Research in Agricultural Banking, Manila, Philippines. He has also participated in the Eleventh Regional Seminar on National Economic Management for South Asian Countries organized in collaboration with the Economic Development Institute of the World Bank. Dr. Ram S Sangapure is currently the Executive Director of Punjab National Bank. He has also worked at Central Bank of India and retired from the post of General Manager. Prior to that he worked at Industrial Development Bank of India for five years. He has also served as a visiting member of the faculty of economics, University of Pune. He has significant experience in the fields of banking and finance.

He is currently Executive Director of Punjab National Bank. He is on the Board of PNB Housing Finance Limited since 08th August 2014.

The Company will be immensely benefit from his long experience.

Shri Devinjit Singh, aged 49 is a Non-Executive Director of our Company. He holds a bachelor's degree in arts from the University of Delhi and a master's degree in business administration from the Fuqua School of Business, Duke University. Prior to joining our Company he was the Managing Director and Head of Citigroup's mergers and acquisitions business in India. Mr. Devinjit has been working with Carlyle India Advisors Private Limited since 2008 and is presently its Managing Director. He has 26 years of experience in the fields of investment banking and financial services.

He is currently Managing Director of Carlyle India Advisors Private Limited. He is on the Board of PNB Housing Finance Limited since 05th March 2015.

The Company will be immensely benefit from his long experience.

None of the Directors, key management person or their relatives are interested in the proposed resolutions at item numbers 4 and 5.

In respect of item no. 6

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. 70,000 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, 2016, bonds/ debentures constitute about Rs. 9380 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.