

Sixth
Annual
Report
1999-2000

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BANK OF PUNJAB LTD.

BANK OF PUNJAB LIMITED

6th ANNUAL GENERAL MEETING

Date : 22nd May, 2000

Day : Monday

Time : 10.00 A.M.

**Place : Kisan Bhawan
Sector 35, Chandigarh**

BANK OF PUNJAB LIMITED**BOARD OF DIRECTORS**

Mr. Darshanjit Singh
Chairman

Mr. Gian Prakash
Director

Mr. G.S. Mann
Director

Mr. H.N. Vohra
Director

Mr. Harpreet Singh
Director

Mr. Rajeshwar Prasad
Director

Prof. Vivek Sagar Minocha
Director

Dr. A.S. Marwah
Director

Mr. Digvijay Singh
Director

Mr. T.N.V. Ayyar
Director

Mr. Sarbjit Singh
Managing Director

Mr. Balbir Bajaj
Company Secretary

**REGISTRARS & SHARE
TRANSFER AGENTS**

M/s Karvy Consultants Ltd.,
Regd. Office : 46, Road No. 4
Street No. 1, Banjara Hills
Hyderabad-500 034

AUDITORS

M/s V.Sankar Aiyar & Co.
Chartered Accountants
Satyam Cinema Complex,
Ranjit Nagar Commercial Complex,
New Delhi - 110 008

REGISTERED OFFICE

SCO 46 - 47, Sector 9 - D,
Madhya Marg,
Chandigarh - 160 017

BANK OF PUNJAB LIMITED

NOTICE:

Notice is hereby given that the Sixth Annual General Meeting of the Members of the Bank of Punjab Limited will be held at Kisan Bhawan, Sector 35, Chandigarh on Monday, the 22nd of May, 2000 at 10.00AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2000, the Profit and Loss Account for the year ended as on that date and reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Darshanjit Singh, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Rajeshwar Prasad who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Digvijay Singh who retires by rotation and being eligible offers himself for reappointment.
5. To declare Dividend on Equity Shares.
6. To appoint Auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. In this connection, the following Ordinary Resolution may be passed with or without modification(s):-

"RESOLVED THAT pursuant to Section 224 and 225 of the Companies Act, 1956 and subject to the approval of Reserve Bank of India, M/s.V Sankar Aiyar & Co., Chartered Accountants, New Delhi be and are hereby appointed Auditors of the Bank to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and on such remuneration as may be fixed by the Board of Directors of the Bank.

FURTHER RESOLVED THAT pursuant to the provision of Section 228 of the Companies Act, 1956, the Board of Directors be and is hereby authorised to appoint auditors for the branch office for the Financial Year 2000-2001, in consultation with the Bank's auditors, on such remuneration as may be fixed by the Board of Directors of the Bank".

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that Mr. T. N. V. Ayyar be and is hereby appointed as a Director of the Company".

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

"RESOLVED as and by way of Special Resolution that the appointment of Mr. Paramjit Singh, son of

BANK OF PUNJAB LIMITED

Mr. Prakash Singh as Senior Executive of the Bank be and is hereby approved pursuant to the provisions of Section 314 of the Companies Act, 1956 and other provisions of the Act at the following remuneration:

- (a) Basic Salary: Rs.7190/- per month in the scale of Rs.5440-450-open.
- (b) Special Allowance: Rs.2950/- per month.
- (c) Special Pay: Rs.810/- per month.
- (d) House Rent Allowance: 15% of the basic pay.
- (e) Reimbursement of Medical Expenses for self and family, the total cost of which shall not exceed one month's basic salary in a year or three months basic salary in a block of three years.
- (f) Leave encashment equivalent to one month's pay (excluding HRA) once in a block of three years calculated on the basis of one month's leave over eleven months service.
- (g) LTA: Actual travel expenses excluding hotel charges, once in two years for self, wife and dependents to and fro any place in India.
- (h) Personal accident insurance and mediclaim premium for self and dependents not exceeding Rs.3,000/- per year.
- (i) Personal entertainment not exceeding Rs.1500/- per month.
- (j) Corporate attire reimbursement upto Rs.1250/- per month.
- (k) Newspapers/Magazines reimbursement upto Rs. 200/- per month.
- (l) Contribution to Provident Fund @ 12% of the Basic Salary.
- (m) Reimbursement of conveyance upto Rs.2100/- per month.
- (n) Housing:-
 - Free Furnished Accommodation on monthly rent not exceeding Rs.3500/- per month. In that case no HRA would be payable.
 - Furnishing of house at a cost not exceeding Rs.30,000/- for which 1.5% of the Basic Salary would be payable every month to the Bank.
- (o) Provided always that the aggregate monthly remuneration payable to Mr. Paramjit Singh shall on no account exceed an aggregate of Rs.20,000/- until the consent of the Company by a special resolution in general meeting of the payment of remuneration in excess of the said remuneration has been obtained, which consent shall be subject to the approval of the Central Government."

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

"RESOLVED as and by way of Special Resolution That :

- (i) Pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Government of India (GOI), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and/or other authorities as may be required and subject to the consents, permissions and sanction as may be necessary from the appropriate authorities, institutions or bodies, the consent, authority and approval of the company be and is hereby accorded to the Board of Directors of the Company to issue/offer and allot upto 2,60,00,000 (Two crore sixty lacs) equity shares of Rs.10/-

BANK OF PUNJAB LIMITED

each at a price not lower than that determined as per SEBI Guidelines to Foreign Institutional Investors/ Non-Resident Indians/Overseas Corporate bodies/Financial Institutions/Pension Funds/Private Equity Funds/Mutual Funds/Corporates/Banks/Strategic Investors etc., on private placement and/or preferential basis from time to time in one or more tranches, as may be deemed appropriate by the Board of Directors on such terms and conditions as may be decided by the Board of Directors including the form and terms of issue, and to accept any modification in the proposal as may be required by the authorities involved in such conditions as the Government of India/SEBI/RBI or such other appropriate authorities may impose at the time of their approval(s) and as agreed by the Board of Directors.

- (ii) Subject to the approval of the Reserve Bank of India, Securities and Exchange Board of India and/or any other authorities (if any) whose approval may be required, authority be and is hereby given to the Board of Directors of the Company to invest in one or more tranches, the proceeds of the equity shares so offered or part thereof in an insurance joint venture company and/or in a asset management joint venture company as the Board of Directors deems fit.
 - (iii) "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 or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and/or utilisation thereof".
10. To consider and if thought fit to resolve with or without modification the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED as and by way of Special Resolution That :

- (i) Subject and pursuant to the provisions of the Companies act, 1956, and all other applicable provisions and subject to the approval, consent, permission and/or sanction as may be necessary from the Securities and Exchange Board of India, Reserve Bank of India and/or any other authority (ies) whose approval, consent, permission or sanction may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, consent, permission or sanction which may be agreed to by the Board of Directors of the Company, the Board of Directors of the Company be and is hereby authorised to issue and allot non-convertible debentures and/or secured premium notes and/or floating rate notes and/or bonds and/or other financial instruments (hereinafter collectively referred to as the "Security") in one or more tranches and with or without detachable interest, redemption and/or premium warrants as the Board may at its discretion from time to time decide for an aggregate amount not exceeding Rs.100 crores (Rupees one hundred crores only) to the shareholders, employees, banks, financial institutions, investment institutions, mutual funds, foreign institutional investors, non-resident Indians, overseas bodies corporate, companies or other persons and/or entities as the Board may deem fit whether through or by way of rights issue or public issue or private placement or conversion of loans or otherwise as the Board may deem fit at price(s) and/or in such manner and/or on such terms and conditions as the Board may deem fit including as to the type and number of securities to be issued from time to time, the price of each issue, its face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption, security and such related or incidental matters.
- (ii) The consent of the Company be and is hereby accorded to the Board of Directors to secure the said securities or any of them by creating mortgage, charge or other security over the whole or any part of the undertaking of the Company in such manner and on such terms and conditions as the Board of Directors

BANK OF PUNJAB LIMITED

of the Company deems fit in favour of the Debenture Holders or Debenture Trustees or otherwise as the Board of Directors deems fit.

- (iii) Such of the securities issued as are not subscribed may be disposed off by the Board to such persons and in such manner and on such terms as the Board may in its discretion deem fit.
- (iv) Subject to the approval of the Reserve Bank of India, Securities and Exchange Board of India and/or other authorities (if any) whose approval may be required, authority be and is hereby given to the Board of Directors of the Company to invest in one or more tranches the proceeds of the debentures from time to time or any part thereof for general corporate purpose including capital expenditure, working capital, strategic investment, technology upgradation and/or investment in a joint venture insurance company and/or in a joint venture asset management company as the Board of Directors deems fit.
- (v) For the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with regard to the offer/issue, allotment and utilisation of the proceeds of issue of the securities or any of them and further to do all such acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit.

By order of the Board
for Bank of Punjab Ltd.

Place: Gurgaon
Dated: 20 April, 2000

Balbir Bajaj
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxy should reach the Registered Office of the Company at least 48 hours before the time of the Meeting.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Bank during the office hours on all working days, except public holidays, between 11.00AM and 1.00PM upto the date of the Annual General Meeting.
4. The Directors' Report, Auditors' Report, Audited Balance Sheet as on 31st March, 2000 and the Profit & Loss Account for the year ended on that date are enclosed.

BANK OF PUNJAB LIMITED

5. The dividend on equity shares, as recommended by the Directors, if declared at the Meeting, will be payable to those members whose names appear on the Register of Member as on 19th May, 2000.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from 12th May, 2000 to 19th May, 2000 (both days inclusive) for the purpose of determining entitlement of the dividend, if any, declared by the Bank.
7. Members are requested to notify change in their address, if any, quoting folio number.
8. Members are also requested to furnish their bank account number, name & address of the Bank to enable printing of these particulars on the dividend warrant as a measure of abundant caution to minimise the loss due to dividend warrants falling into improper hands through forgery or fraud. As an alternative, Members residing at specified cities may give their mandates for payment of dividend through Electronic Clearing Service(ECS). The details of payment of dividend through ECS scheme are given elsewhere in the Annual Report. Members may please go through the same and give their mandate for future payments of dividend.

ANNEXURE TO THE NOTICE:

Explanatory statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 as referred to in the item No.2 of the Notes of the Notice calling in Sixth Annual General Meeting and forming part of the Notice.

ITEM NO.7

The Board of Directors appointed Mr. T.N.V. Ayyar as an Additional Director of the Bank with effect from 3rd July, 1999 and as such holds office upto the date of Sixth Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. T.N.V. Ayyar as a candidate for the office of Director of the Company.

ITEM NO.8

Paramjit Singh has been working with the Bank since 15th March, 1995 as a Senior Executive. During the course of this financial year Mr. Paramjit Singh's salary is likely to cross Rs.20,000/-. Mr. Paramjit Singh is the son-in-law of Mr. Sarbjit Singh, Managing Director. Since Mr. Paramjit Singh is the relative of Mr. Sarbjit Singh, his drawing Rs.20,000/- or more as remuneration has to be approved by a Special Resolution of the Bank passed in a general meeting and is also to be approved by the Central Government pursuant to Section 314(1B) which prohibits payment of aggregate monthly remuneration of Rs.20,000/- or more to relatives of directors of a company, except with the prior consent of the Company by a Special Resolution and approval of the Central Government. Hence the proposed Special Resolution is to approve the payment of aggregate monthly remuneration of Rs.20,000/- or more to Mr. Paramjit Singh, subject to the approval of the Central Govt.

Mr. Sarbjit Singh may be deemed to be concerned or interested in the aforesaid resolution.