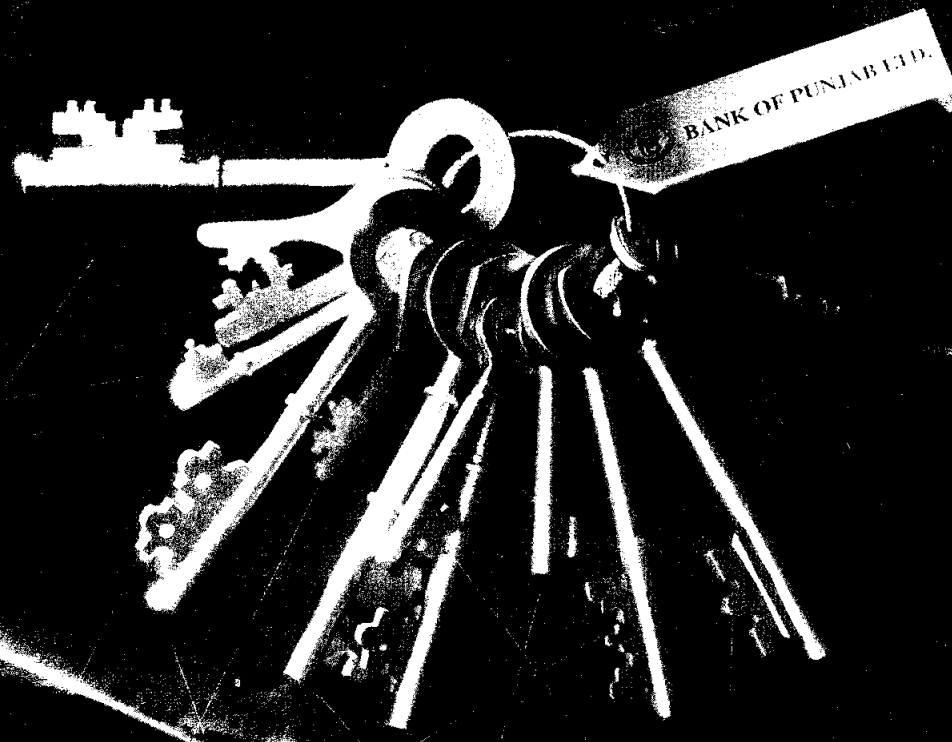




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Envisioning a better tomorrow
 Sustaining vibrant communities
 Empowering the knowledge economy
 Forging relationships with care

At Sansco, we have a vision, a dream. To put a smile in every eye.

Our vision, our dream, our aspiration stems from the aspiration, and it is towards this goal that we have been working.

In the last 10 years, we launched several Retail Banking schemes to reach out to a wider group of customers. In addition, customer and value added, these will support our customers to make them realise their latent potential. Make them independent, help them save, help them to invest wisely, care and share with loved ones and have all-around empowered them.

We believe in the power of banking, which allows us to provide diverse banking facilities at our customers. In the last 10 years, we have introduced a host of schemes, enabling them to strengthen bonds with loved ones, their family, while pursuing their personal dreams abroad.

Indeed, the significant growth of our business is a clear endorsement of our strategies, our people, our personalised services and our 17 branches nationwide.

With our focus on the future, we achieved a milestone of over 100 branches.



*Dr. Inderjit Singh – Noble Founder
and Principal Promoter*

Board of Directors

Chairman

DARSHANJIT SINGH

Directors

G. S. MANN

H.N. VOHRA

DR. A.S. MARWAH

RAJESHWAR PRASAD

Prof. VIVEK SAGAR MINOCHA

HARPREET SINGH

DIGVIJAY SINGH

T. N. V. AYYAR

DINESH S. PATEL

Managing Director

SARBJIT SINGH

Executive Director

TEJBIR SINGH

Company Secretary

BALBIR BAJAJ

*“Coming together is a beginning,
Keeping together is progress,
Working together is success.”*

*Dr. S. Inderjit Singh
Panth Ratna
(Jewel of the Community)*

BANK OF PUNJAB LIMITED**NOTICE:**

Notice is hereby given that the Seventh Annual General Meeting of the Members of the Bank of Punjab Limited will be held at Kisan Bhawan, Sector 35, Chandigarh on Monday, the 30th of July, 2001 at 10.00AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2001, 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. G.S. Mann, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Harpreet Singh who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Dr. Dinesh S. Patel 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 to 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. The Auditors so appointed, shall also assist the Audit Committee in performance of its functions.

FURTHER RESOLVED THAT pursuant to the provisions of Section 228 of the Companies Act, 1956, the Board of Directors be and are hereby authorised to appoint auditors for the branch offices for the Financial Year 2001-2002, in consultation with the Bank's Auditors, on such remuneration as may be fixed by the Board of Directors of the Bank".

**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

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of Section 35-B of the Banking Regulations Act, 1949 and applicable provisions of the Companies Act, 1956, the reappointment of S.Sarbjit Singh, Managing Director of the Bank for a further period of one year with effect from 30th October, 2000 at the following remuneration be and is hereby approved :-

Basic Pay : Rs. 50,000 per month

Perquisites :

2. 1 Housing including gas, electricity and furniture.
 - a) Free furnished accommodation on monthly rent not exceeding 60% of the salary over and above the amount of 10% of Basic Pay. In case the accommodation is owned or rented by the Bank, he shall pay to the Bank an amount as per the Rules applicable from time to time in the Bank.
 - b) Furnishing of house at a cost not exceeding Rs. 3 Lacs for which 1.5% of the Basic Pay would be payable to the Bank.
 - c) In case no accommodation is provided by the Bank, Managing Director shall be entitled to HRA equivalent to 15% of the Basic Pay.
 - d) Electricity, gas, water and other personal amenities reimbursement of actuals subject to a ceiling of 10% of the Basic Pay.
- 2.2 Helper Allowance to meet the expenditure on a helper where such helper is engaged for the performance of the official duties @ Rs. 7,500/- per month.
- 2.3 Reimbursement of expenditure incurred on purchase/maintenance of Corporate Attire during the performance of official duties @ Rs. 4,000/- per month.
- 2.4 Reimbursement of expenditure on Newspapers, Magazines, Journals required for performance of official duties @ Rs. 3,500/- per month.
- 2.5 Bank's contribution towards Provident Fund not exceeding 12% of the Basic Pay or at statutory rate as applicable.
- 2.6 Medical Benefit; Expenses incurred for self & family reimbursement of actual expenses not exceeding one month's Basic Pay in a block of three years.
- 2.7 Leave encashment on full basic pay and allowances/reimbursements at the rate applicable to other employees of the Bank, but not exceeding one month leave over eleven months service.
- 2.8 Sick leave on medical grounds supported by proper medical certificates on full pay or without pay subject to the discretion of the Board.
- 2.9 LTA once in a year for self, wife & dependent children to or from any place in India subject to the condition that only actual fare excluding Hotel expenses will be allowed.
- 2.10 Club Membership, fees of clubs subject to maximum of two clubs excluding admission fee.
- 2.11 Reimbursement of Personal Accident Insurance & Medclaim premium not exceeding Rs. 5,000/- per annum.
- 2.12 Bank will provide or reimburse the salary of two servants (sweeper & gardener) and security at the residence of the Managing Director, aggregate remuneration of which not to exceed Rs 10,730/- per month.
- 2.13 Transport; Free use of Bank's car with driver (on reimbursement basis). The monetary value of the perquisites will be evaluated as per Rule 3 of the Income Tax Rules, 1962 for personal use.

BANK OF PUNJAB LIMITED

- 2.14 Free telephone facility at the residence. Personal long distance calls shall be borne by the Managing Director.
- 2.15 Subject to the approval of Reserve Bank of India, Loan facility for house, vehicle and other appliances upto an aggregate amount not exceeding Rs. 12.50 Lacs as per Bank's rules applicable to other executives.
- 2.16 (a) Reimbursement of travelling expenses for official work of an amount equivalent to actual first class AC Rail fare/Air fare.
 (b) Reimbursement of actual Hotel expenses while traveling for official work.
 (c) Halting Allowance @ Rs. 2,000/- per day for Metro & other Major 'A' class cities and Rs. 1,500/- per day for other cities provided that if;
 (i) lodging is provided at Bank's cost/arranged through the Bank free of cost, three-fourth of the halting allowance will be admissible.
 (ii) boarding is provided at Bank's cost/arranged through the Bank free of cost, half of the halting allowance will be admissible.
 (iii) lodging & boarding is provided at Bank's cost/arranged through the Bank free of cost, one-fourth of the halting allowance will be admissible.
- 2.17 Proviso : In arriving at the value of the perquisites in so far as there exists a provision for valuation of the perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time.
8. **To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:**
- "RESOLVED That pursuant to the provisions of Section 35-B of the Banking Regulations Act, 1949 and applicable provisions of the Companies Act, 1956, S. Tejbir Singh, be and is hereby appointed as a Whole Time Director of the Bank to be designated as Executive Director of the Bank for a period of three years with effect from 29th January, 2001 at the following remuneration :-
- Basic Pay : Rs. 45,000/- per month in the scale of Rs. 45,000-10,000-open
- Perquisites :
- 2.1 Housing, including gas, electricity & furniture.
- a) Free furnished accommodation on monthly rent not exceeding 60% of the salary over & above the amount of 10% of Basic Pay. In case the accommodation is owned or rented by the Bank, he shall pay to the Bank an amount as per the Rules applicable from time to time in the Bank.
- b) Furnishing of house at a cost not exceeding Rs. 3 lacs for which 1.5% of the Basic Pay would be payable to the Bank.
- c) In case accommodation is not provided by the Bank, Executive Director shall be entitled to HRA of Rs. 10,000/- per month.
- d) Electricity, Gas, Water & other personal amenities reimbursement of actuals subject to a ceiling of 10% of the Basic Pay.
- 2.2 Helper Allowance to meet the expenditure on a helper where such helper is engaged for the performance of the official duties @ Rs. 6,000/- per month.
- 2.3 Reimbursement of expenditure incurred on purchase/maintenance of Corporate Attire during the performance of official duties @ Rs. 3,500/- per month.
- 2.4 Reimbursement of expenditure on Newspapers/Magazines/Journals required for performance of official duties @ Rs. 2,500/- per month.

BANK OF PUNJAB LIMITED

- 2.5 Bank's contribution towards Provident Fund not exceeding 12% of the Basic Pay or at statutory rate as applicable.
- 2.6 Medical Benefit; Expenses incurred for self & family reimbursement of actual expenses not exceeding one month's Basic Pay in a year or three month's Basic Pay in a block of three years.
- 2.7 Leave encashment on full basic pay and allowances/reimbursements at the rates applicable to other employees of the Bank, but not exceeding one month leave over eleven months service.
- 2.8 Sick leave on medical grounds supported by proper medical certificates on full pay or without pay subject to the discretion of the Board.
- 2.9 LTA once a year for self, wife & dependent children to and from any place in India subject to the condition that only actual fare excluding Hotel expenses will be allowed.
- 2.10 Club Membership; fees of clubs subject to maximum of two clubs excluding admission fee.
- 2.11 Reimbursement of Personal Accident Insurance & Medclaim premium not exceeding Rs. 5,000/- per annum.
- 2.12 Bank will provide or reimburse the salary of two servants (sweeper & gardener) and security at the residence of the Executive Director, aggregate remuneration of which not to exceed Rs. 7,500/- per month.
- 2.13 Transport; Free use of Bank's car with driver (on reimbursement basis). The monetary value of the perquisite will be evaluated as per Rule 3 of the Income Tax Rules, 1962 for personal use.
- 2.14 Free telephone facility at the residence. Charges for personal long distance calls shall be borne by the Executive Director.
- 2.15 Loan facility for house, vehicle and other appliances upto an aggregate amount not exceeding Rs.12.50 lacs as per Bank's rules applicable to other executives.
- 2.16 (a) Reimbursement of Traveling Expenses for official work of an amount equivalent to actual first class AC Rail Fare/Air fare.
 (b) Reimbursement of Actual Hotel Expenses while traveling for official work.
 (c) Halting Allowance @ Rs. 1750/- per day for Metro & Major 'A' class cities and Rs. 1250/- per day for other cities provided that if,
 (i) lodging is provided at Bank's cost/arranged through the Bank free of cost, three-fourth of the halting allowance will be admissible.
 (ii) boarding is provided at Bank's cost/arranged through the Bank free of cost, half of the halting allowance will be admissible.
 (iii) lodging and boarding is provided at Bank's cost/arranged through the Bank free of cost, one-fourth of the halting allowance will be admissible.
- 2.17 Proviso : In arriving at the value of the perquisites in so far as there exists a provision for valuation of the perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time.
9. **To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-**
- Resolved that, as and by way of Special Resolution, the appointment of Mr. Dinesh H. Vohra, son of Mr. H.N. Vohra, Director of the Bank, as Deputy Vice President in the Bank with effect from 30-10-2000 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 set out remuneration :-
- | | |
|-------------------------|---------------------------------------|
| (a) Basic Salary : | Rs. 12,600 - Rs. 600 open - per month |
| (b) Special Allowance : | Rs. 6,150 per month |

BANK OF PUNJAB LIMITED

- (c) Special Pay : Rs. 850 per month
- (d) House Rent Allowance : 15% of Basic Salary
- (e) Reimbursement of Medical expenses for self and family (including dependent parents), 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 once in a block of two years calculated on the basis of one month's leave over eleven month's service.
- (g) LTA once in two years for self, wife and dependents to and fro any place in India.
- (h) Personal Accident Insurance and Medical premium for self and dependents not exceeding Rs. 5000 per year.
- (i) Personal entertainment not exceeding Rs. 4000 per year.
- (j) Reimbursement upto Rs. 5500 per month on account of expenses incurred while on official duty.
- (k) Contribution to Provident Fund @ 12% of the Basic Salary.
- (l) Housing :
- * Furnished Accommodation on monthly rent not exceeding Rs. 6500 per month. In that case no HRA will be payable.
 - * Furnishing of house at a cost not exceeding Rs. 75,000 for which 1.5% of the Basic salary would be payable to the Bank.
 - * In case the accommodation is owned or rented by the Bank, 4% of the minimum of scale would be payable to the Bank.
- (m) The total aggregate monthly remuneration payable shall on no account exceed an aggregate of Rs. 20,000/- except after obtaining the prior consent of the Company by a special resolution in general meeting which shall be subject to the approval of the Central Government.

Further resolved by way of Special Resolution that subject to the approval of the Central Government, the consent of the Company be and is hereby accorded for payment of remuneration in terms aforesaid in excess of aggregate monthly remuneration of Rs. 20,000/- (Rupees twenty thousand only) with effect from 1.8.2001

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

Resolved that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and is hereby altered in the following manner :-

I. Article 115 (i) of the Articles of Association be amended to provide as follows :

"Subject to the provisions of the Act, the Banking Regulation Act, the Board of Directors shall have the power from time to time to appoint one or more of their body to be whatever name called, the Chairman, Managing Director or Whole Time Director or Whole Time Directors of the Company for such term not exceeding 5 Years at a time upon such terms and conditions as the Board may think fit, provided that it is only the Chairman or Managing Director who shall be the Chief Executive Officer of the Company and shall be in charge of the day to day management, control and supervision of the affairs of the Company and that none of his powers shall be conferred upon or exercised by any of the other Whole Time Directors and that the Directors may from time to time remove or dismiss the Whole Time Director or Directors from office and appoint another or others in his or their place or places".

II. The words Managing Directors or Managing Director(s) wherever occurring in Articles 115 (ii) and (iii) be replaced with the word Managing Director.

III. Article 115 (iv) be deleted

BANK OF PUNJAB LIMITED**11. 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 Articles of Association of the Bank be amended to add the following as Article 53A of the Articles of Association of the Company :-

"Notwithstanding anything provided in these Articles, no person or group shall without the prior written permission of the Reserve Bank of India acquire any shares in the Company, if as a result of such acquisition, the share holding of the acquirer or of the group to which the acquirer belongs, would take his or the group's share holding in the Company to a level of 5% or more of the total paid up capital of the Company (or to such other level or percentage as may be prescribed by the Reserve Bank of India from time to time), and any contrary acquisition shall be void and not binding upon the Company. The expression "group" for the purpose of this Article shall carry the meaning assigned to it under the Monopolies and Restrictive Trade Practices Act, 1969".

By Order of the Board
for Bank of Punjab Ltd.

Place : Mumbai
Dated : 25th June, 2001

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, 2001 and the Profit & Loss Account for the year ended on that date are enclosed.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 17th July, 2001 to Friday, the 20th July, 2001 (both days inclusive) for the purpose of determining entitlement of the Dividend, if any, declared by the Bank.
6. The Dividend on Equity Shares, as recommended by the Directors, if declared at the Meeting, will be paid, in case of physical share holding to those Members whose names appear on the Register of Members of the Company as on 20th July, 2001 and in case of dematerialised share holding, to those Beneficiaries appearing in the records of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of working hours on 16th July, 2001 subject to the provisions of Section 206A of the Companies Act, 1956.
7. Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to our Share Transfer Agents M/s Karvy Consultants Limited, Regd. Office : 46, Road No. 4, Street No. 1, Banjara Hills, Hyderabad-500034 Tel : (040) 331 2454, 332 0251, 332 0752 Fax : (040) 331 1968.

If the Shares are held in electronic form, the same has to be notified to the concerned Depository Participant (where you are maintaining your Securities Account).