



BANK OF PUNJAB LTD.

Annual Report 2004 - 05



Home Loans



Auto Loans



Study Loans



Anywhere Banking



Money Transfer



Online Internet Banking



Forex Bureaus



Mobile Banking



Trader Loans



Agriculture Loans



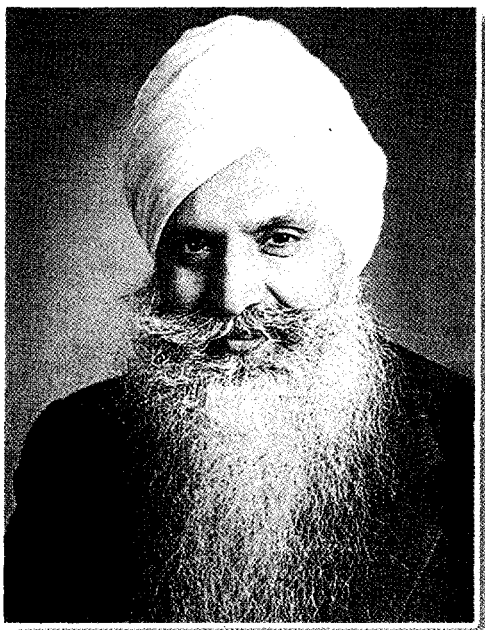
Commercial Vehicle Loans



Personal Loans

We value relationships

The



Panth Ratna Dr. S. Inderjit Singh
(Our Founder)

Board of Directors

DIRECTORS

S. K. Soni

V. N. Koura

Dr. A. S. Narag

P. Sudhir Rao

Bharat C. Raghani

Gajender Kumar

R. V. Iyer

Digvijay Singh

MANAGING DIRECTOR

C. R. Sharma

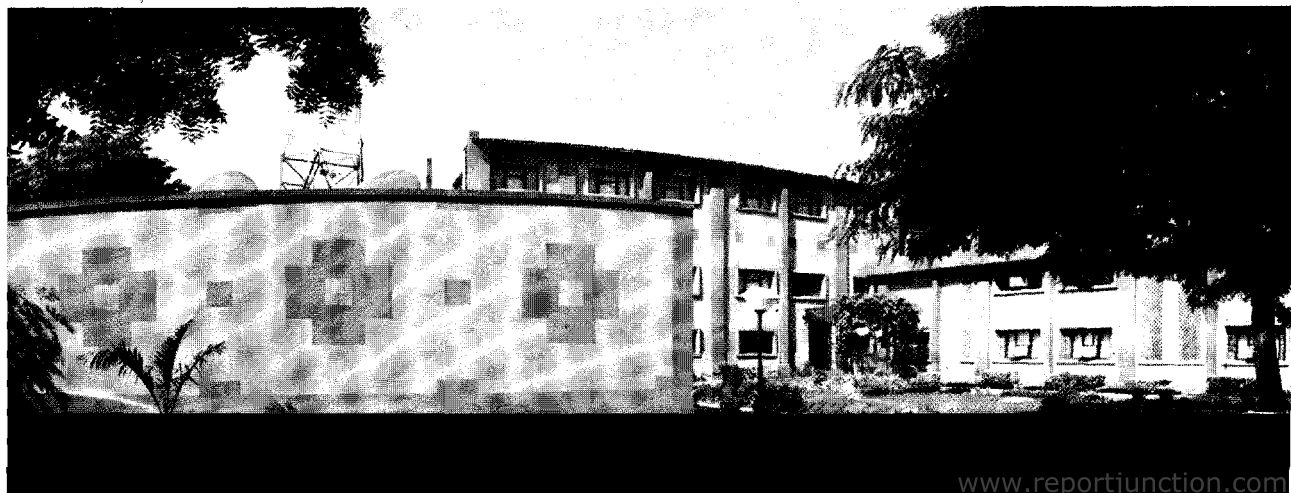
“ Successful institutions are those
which retain core values, but
change with times. ”

EXECUTIVE DIRECTOR

Tejbir Singh

COMPANY SECRETARY

BalBir Bajaj



A Decade of Growth

10

years ago we started our journey with a dream.

To set up a People's Bank.

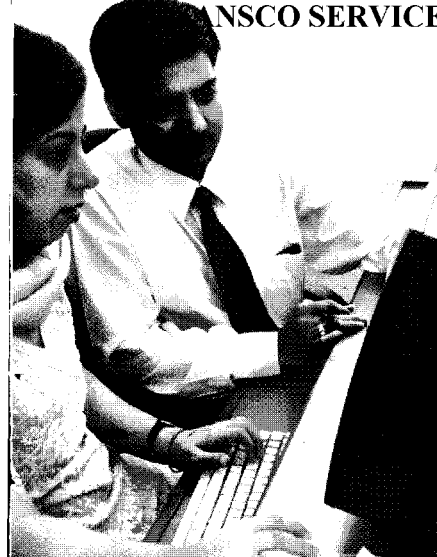
Bank of Punjab today, is a truly national bank with a vast network of 140 banking offices across 72 Cities in 16 States traversing the length and breadth of the country.

A large and growing customer base that counts amongst its valued patrons, a variegated mix of profiles – the humble farmer, the rich landowner, the teeming middle class, the urban elite, the successful and striving businessman as well as the suave NRI.

A diverse portfolio of offerings spanning rural banking packages with corporate and retail banking coupled with a comprehensive array of domestic and global services, that enable us to constantly nurture and grow this customer base.

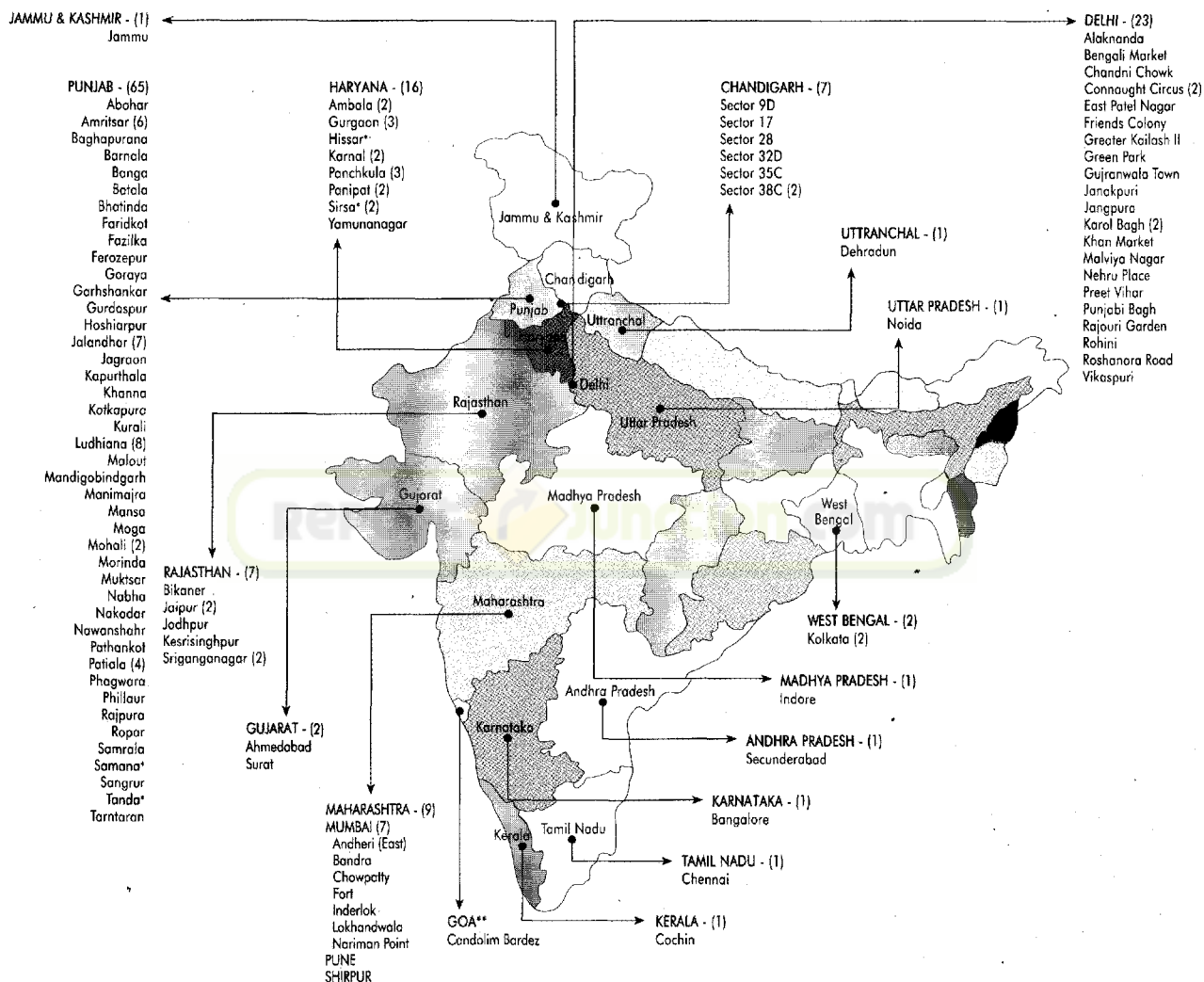
Backed by deployment of technology that remains amongst the best in our sector with a sustained up-gradation program, that allows us to stay at the cutting edge.

We enter the next decade of our growth backed by a buoyant economy and far-reaching financial reforms. Providing us at Bank of Punjab, the platform to build further and faster on our foundations. In our endeavor to crystallize our dream of being – *the People's Bank*.



Dr. Inderjit Singh
Institute of Banking and
Insurance Management
Gurgaon

NETWORK OF BANKING OFFICES



*Opening shortly
**Forex Bureau

140 Banking Offices—across 72 Cities in 16 States | Overseas Rep. Office in Mississauga, Toronto, Canada | Over 800,000 Satisfied Customers

BANK OF PUNJAB LIMITED**NOTICE**

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of Bank of Punjab Limited will be held at Kisan Bhawan, Sector 35, Chandigarh on Wednesday, August 3, 2005 at 10.00 AM to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2005, the Profit and Loss Account for the year ended as on that date together with the Reports of Auditors and Directors thereon.
2. To appoint Auditors to hold office from the conclusion of this Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

In this connection, the following Resolutions be considered and if thought fit, be passed with or without modification(s) as Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 210 and other applicable provisions, if any, of the Companies Act, 1956, the Audited Balance Sheet and the Profit and Loss Account for the financial year ended March 31, 2005 together with the Report of the Auditors and Directors thereon be and is hereby received, considered and adopted."

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

RESOLVED FURTHER THAT pursuant to the provisions of Section 228 of the Companies Act, 1956, the Board of Directors be and is hereby authorised to appoint auditors for the branch offices for the Financial Year 2005-2006, in consultation with the Bank's Auditors, on such remuneration as may be fixed by the Board of Directors of the Bank."

SPECIAL BUSINESS

3. To appoint Mr. P. Sudhir Rao as a Director liable to retire by rotation

In this connection, the following Resolution be considered and if thought fit, be passed with or without modification(s) as an Ordinary Resolution:-

"RESOLVED THAT Mr. P. Sudhir Rao who was appointed as a Director of the Bank at the Meeting of the Board of Directors held on 3rd April, 2003 pursuant to the vacancy caused by resignation of Dr. A.S. Marwah, pursuant to the provisions of Section 262 of the Companies Act, 1956 and the 96 of the Articles of Association of the Bank and who holds office as such upto the date of this 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. P. Sudhir Rao as a candidate for the election as a Director of the Bank, be and is hereby appointed as a Director of the Bank and that his appointment shall be subject to retirement by rotation.

BANK OF PUNJAB LIMITED

4. To appoint Mr. Bharat C. Raghani as a Director liable to retire by rotation

In this connection, the following Resolution be considered and if thought fit, be passed with or without modification(s) as an Ordinary Resolution:-

“RESOLVED FURTHER THAT Mr. Bharat C.Raghani who was appointed as a Director of the Bank at the Meeting of the Board of Directors held on 3rd April, 2003 in the vacancy caused by resignation of Mr. H. N. Vohra, pursuant to Section 262 of the Companies Act, 1956 and Article 96 of the Articles of Association of the Bank and who holds office as such upto the date of this 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. Bharat C.Raghani as a candidate for the office as a Director of the Bank, be and is hereby appointed as a Director of the Bank and that his appointment shall be subject to retirement by rotation.”

5. To consider, and, if thought fit, to pass with or without modification(s) the following resolution by way of a majority in number representing two-thirds in value of the shareholders of Bank of Punjab Limited (“Transferor Bank”), present either in person or by proxy at the meeting, as provided under Section 44A of the Banking Regulation Act, 1949

“RESOLVED THAT pursuant to the provisions of Section 44A of the Banking Regulation Act, 1949 (the “Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and provisions of the Memorandum and Articles of Association of Bank of Punjab Limited (hereinafter referred to as “Transferor Bank”) and subject to the sanction of the Reserve Bank of India (“RBI”), the stock exchanges where the shares of the Transferor Bank are listed and all statutory and other authorities and such other approvals, consents, permissions and sanctions and the like as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting approvals, consents, permissions, sanctions and the like which may be agreed to by the Board of Directors of the Transferor Bank (hereinafter referred to as the “Board” which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board), the consent, permission and approval of the members of the Transferor Bank be and is hereby accorded to the Scheme of Amalgamation of the Transferor Bank with Centurion Bank Limited (hereinafter referred to as the “Transferee Bank”), in terms of share swap ratio (as determined in the Joint Valuation Report dated June 29, 2005 of M/s N.M. Raiji & Co. and KPMG India Private Limited) of 9 (Nine) equity shares of face value of Re. 1/- each of the Transferee Bank for every 4 (Four) equity shares of face value of Rs. 10/- each of the Transferor Bank.

RESOLVED FURTHER THAT the draft of the Scheme of the Transferor Bank with the Transferee Bank circulated to the members with the Notice for this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to make such modifications and alterations to the Scheme including those as may be required or suggested by the relevant authority/authorities.

RESOLVED FURTHER THAT 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 deem necessary, proper or desirable in the best interests of the Transferor Bank, without requiring any further approval of the members, and to settle any question, difficulty or doubt that may arise in regard to the Scheme of Amalgamation and execute all documents and writings as may be necessary, proper, desirable or

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expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as may be suggested by the RBI, the stock exchanges where the shares of the Bank are listed and any other statutory authority as regards the terms and conditions of the Scheme of Amalgamation.

RESOLVED FURTHER THAT in the event of any member of the Transferor Bank, who has voted against the Scheme at the meeting of the Transferor Bank, or has given notice in writing at or prior to the meeting of the Transferor Bank, or to the presiding officer of the meeting of the Transferor Bank, that he dissents from the Scheme, shall be entitled, in the event of the Scheme being sanctioned by RBI, to claim from the Transferor Bank, in respect of shares held by him in the Transferor Bank, their value as determined by RBI when sanctioning the Scheme and such member shall, in consideration thereof, compulsorily tender the shares held by him, in the Transferor Bank to the Transferor Bank for cancellation thereof and to that extent the share capital of the Transferor Bank shall stand reduced, the determination by RBI as to the value of the shares to be paid to the dissenting member being final for all purpose."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to a Committee of the Board and/or the Chairman and/or the Managing Director alongwith the authority to these entities to further delegate all or any of such powers to any one or more executives of the Transferor Bank in order to give effect to this resolution."



BY ORDER OF THE BOARD OF DIRECTORS

Place : New Delhi
Date : June 29, 2005

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 PROXY NEED NOT BE A member OF THE BANK. The proxy form duly completed must reach the Registered Office of the Bank not less than 48 hours before the commencement of the Meeting.
2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business mentioned in the notice above and a copy of the Scheme of Amalgamation are annexed hereto.
3. A member or his Proxy is requested to bring the copy of the notice to the meeting and produce at the entrance of the meeting venue and attendance slip duly completed and signed.

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4. The Directors' Report, Auditors' Report, Audited Balance Sheet as on March 31, 2005 and the Profit and Loss Account for the year ended on that date are enclosed.
5. The Register of members and the Share Transfer Books of the Bank shall remain closed from Wednesday, 27th July, 2005 to Wednesday, 3rd August, 2005 (both days inclusive).
6. Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to our Share Transfer Agents –

Karvy Computershare Private Limited, 8-2-403/A, Road No 5, Banjara Hills, Hyderabad-500 034, Tel : (040-23376715), Fax : (040- 23311968).

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).

7. Members who have not encashed the Dividend Warrants for the year 1998-99 to 2003-2004 are requested to approach the Bank / Share Transfer Agents for issue of duplicate dividend warrant.

Pursuant to the provisions of Section 205C of the Companies Act, 1956 the unclaimed dividends for the financial year 1995-96, Interim Dividend 1996-97, Final Dividend 1996-97 and Interim Dividend 1997-98 have been transferred to the Investor Education & Protection Fund after a lapse of 7 years since the date of respective payments of dividend for the aforesaid financial years as required under the provisions of the Companies Act, 1956. The unclaimed Final Dividend 1997-98 is in the process of being transferred to the Investor Education & Protection Fund. The Bank has obtained a Stay from the Bombay High Court from transferring unpaid Final Dividend 1996-97 onwards to the Investor Education & Protection Fund in respect of disputed shares, held by CRB Trustees Limited A/c CRB Mutual Fund, transfer deeds in respect of which were lodged by various investors with the Bank after 21st May, 1997 and which are awaiting completion of certification procedure formalities by the Provisional Administrator appointed by the Bombay High Court in this regard.

8. A certified true copy of documents referred to in the Notice are available for inspection at the registered office of the Bank between 10.00 AM and 5.00 PM on any working day of the Bank up to the date of the Annual General Meeting –
 - (a) Memorandum and Articles of Association of the Bank of Punjab Limited;
 - (b) Memorandum and Articles of Association of Centurion Bank Limited;
 - (c) Audited Balance Sheets for the Financial Year 2004-2005 of the Bank;
 - (d) Audited Balance Sheets for the Financial Year 2004-2005 of Centurion Bank Limited;
 - (e) Joint Valuation Report dated June 29, 2005 of M/s. N.M. Rajji & Co. and KPMG India Private Limited;
 - (f) Merger Agreement dated June 29, 2005 between the Transferor Bank and the Transferee Bank;
 - (g) Register of Directors' shareholding of the Bank;
 - (h) Register of Directors' shareholding of Centurion Bank Limited.

BANK OF PUNJAB LIMITED**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT (Pursuant to Section 173(2) of the Companies Act, 1956)****Item No. 3**

Mr. P. Sudhir Rao was appointed as a Director in the casual vacancy caused by resignation of Dr. A.S. Marwah, pursuant to Section 262 of the Companies Act, 1956, at the meeting of the Board of Directors of the Bank held on 3rd April, 2003.

The Bank has received a deposit of Rs. 500 and a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. P. Sudhir Rao as a candidate for the office of Director in the Bank. Mr. P. Sudhir Rao is a Chartered Accountant by profession and has rich experience of strategic and financial advisory services. Mr. Sudhir Rao is on the Board of following companies :

1. Axis Healthtech Limited
2. Asia Bioenergy India Limited
3. Chandamama India Limited
4. Enken Engineers Private Limited
5. Green Power Management Services Private Limited
6. Indusage Advisors Private Limited
7. Indusage Advisors (Asia Pacific) Private Limited
8. Indusage Management Services Private Limited
9. Sethi Funds Management Private Limited

None of the Directors, except Mr. P. Sudhir Rao, is concerned or interested in this Resolution.

Item No. 4

Mr. Bharat C. Raghani was appointed as a Director in the casual vacancy caused by resignation of Mr. H.N. Vohra, pursuant to Section 262 of the Companies Act, 1956, at the Meeting of the Board of Directors of the Bank held on 3rd April, 2003.

The Company has received a deposit of Rs. 500 and a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Bharat C Raghani as a candidate for the office of Director in the Bank. Mr. Bharat C. Raghani is an advocate by profession and is a partner in M/s Haridas & Co., a reputed firm of Solicitors at Mumbai.

None of the Directors, except Mr. Bharat C. Raghani, is concerned or interested in this Resolution

BANK OF PUNJAB LIMITED

Item No. 5

1. For this Item No. 5, Bank of Punjab Limited is referred to as "Transferor Bank" and Centurion Bank Limited is referred to as "Transferee Bank".
2. The Scheme of Amalgamation has been approved by the respective Board of Directors of the Transferor Bank and the Transferee Bank at their respective meetings held on June 29, 2005.
3. A meeting of the members of the Transferor Bank is being convened for the purpose of considering, and if thought fit, approving, with or without modifications, the arrangement embodied in the proposed Scheme of Amalgamation, as annexed hereto (hereinafter referred to as "the Scheme") of Transferor Bank with Transferee Bank.
4. The details of the Transferor Bank are given as under:
 - (a) It was incorporated on May 27, 1994 under the Companies Act, 1956.
 - (b) The registered office of the Transferor Bank is situated at SCO 46-47, Sector 9-D, Madhya Marg, Chandigarh – 160 017.
 - (c) The Transferor Bank is a banking company under the provisions of Banking Regulation Act, 1949.
 - (d) The authorized, issued, subscribed, paid up share capital of the Transferor Bank is given under Clause 3.1 of the Scheme of Amalgamation.
 - (e) The objects of the Transferor Bank is banking business as set out in its Memorandum and Articles of Association.
 - (f) The Transferor Bank is a new private sector bank in operation for more than 10 years, with a national network of 136 branches (including extension counters) and having a significant presence in the most of the major banking sectors of the country. The Transferor Bank offers a host of banking products catering to various classes of customers ranging from small and medium enterprises to large corporates.
 - (g) The Transferor Bank is listed on The Stock Exchange, Mumbai, The National Stock Exchange of India Limited and The Ludhiana Stock Exchange.
5. The details of the Transferee Bank are given as under:
 - (a) It was incorporated on June 30, 1994 under the Companies Act, 1956.
 - (b) The registered office of the Transferee Bank is situated at Durga Niwas, Mahatma Gandhi Road, Panaji, 403 001, Goa.
 - (c) The Transferee is a banking company under the provisions of Banking Regulation Act, 1949.
 - (d) The authorised, issued, subscribed and paid up share capital of the Transferee Bank is given under Clause 3.2 of the Scheme of Amalgamation.
 - (e) The objects of Transferee Bank is banking business as set out in its Memorandum and Articles of Association.