



पंजाब नैशनल बैंक



punjab national bank

**Finance Division, Share Department**

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Pursuant to EGM Notice dated 28.09.2018 and corrigendum dated 23.10.2018, the modified resolution(s) for approval of shareholders are as under:

**1. Issue of Equity Shares on preferential basis**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Special Resolution(s):

**RESOLUTIONS:**

**“RESOLVED THAT** pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the ‘Act’) read with the Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the ‘Scheme’) and Punjab National Bank (Shares and Meetings) Regulations, 2000 (hereinafter referred to as the ‘Regulations’) and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (**RBI**), Government of India (**GOI**), Securities and Exchange Board of India (**SEBI**), and / or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (**SEBI ICDR Regulations**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR Regulations**) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called the “**Board**” which shall deemed to include a committee which the Board may have constituted or / may constitute, to exercise its powers including the powers conferred by this resolution) **to create, offer, issue and allot 63,81,90,364 Equity Shares of face value of Rs.2/- each fully paid at a premium of Rs. 83.10 per share determined in accordance with Regulation 76(1) of SEBI ICDR Regulations, amounting up to Rs. 5,431 crore (Rupees Five Thousand Four Hundred Thirty One Crore only) to Govt. of India on preferential basis.**

**“RESOLVED FURTHER THAT** the **Relevant Date** for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of minimum price for the issue of the above mentioned Equity Shares shall be 28.09.2018, being the date 30 days prior to the date of Extraordinary General Meeting. (29.09.2018 and 30.09.2018 being weekend/holiday)





**RESOLVED FURTHER THAT** the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the GOI / RBI / SEBI / Stock Exchanges where the shares of the Bank are listed, or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."

**"RESOLVED FURTHER THAT** the said equity shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements as required under Chapter VII of the "SEBI ICDR Regulations" 2009, and shall rank *pari passu* in all respects (including dividend declared, if any) with the existing equity shares of the Bank in accordance with the statutory guidelines/regulations / notifications / clarifications that are in force at the time of such declaration issued by SEBI in this regard"

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Managing Director and CEO or Executive Directors or Chief Finance Officer (CFO) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

