ੴ ਸ੍ਰੀ ਵਾਹਿਗੁਰੂ ਜੀ ਕੀ ਫ਼ਤਹ।।



प्र.का. लेखा एवं लेखा परिक्षा विभाग "शेयर कक्ष" बैंक हाऊस, प्रथम तल, 21, राजेन्द्र प्लेस, नई दिल्ली-110008 **H.O. Account & Audit Department** "SHARES CELL" Bank House, 1st Floor 21, Rajendra Place, New Delhi-110008

Phone: 011-25782926, 25812922, 25817353, 25728930, Telefax: 25781639, 15728919, Email: complianceofficer@psb.co.in

संदर्भ/Ref. No.

दिनांक/Dated:

Ref: PSB/HO/Shares Cell/

/2017-18

May 20, 2017

To,

Bombay Stock Exchange Limited, Department of Corporate Services,

25th floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai - 400 001.

SCRIP ID: PSB

SCRIP CODE: 533295

National Stock Exchange of India Ltd.,

Exchange Plaza, C - 1, Block - G,

Bandra Kurla Complex, Bandra (East),

Mumbai – 400 051.

SYMBOL: PSB SERIES: EQ

Dear Sir.

Reg:Notice for Seventh Annual General Meeting of the Bank

We have informed stock exchanges on 19.05.2017 that the Seventh Annual General Meeting of Shareholders of the Bank will be held on Thursday, June 29th, 2017 at 10.00 a.m. at India International Centre, 40-Max Mueller Marg, Lodi Estate, New Delhi -110003.

Further, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Bank shall provide, to its shareholders, the option to exercise voting right through remote e-voting to be provided by CDSL from 26.06.2017 (10.00 am) to 28.06.2017 (5.00 p.m.) w.r.t business to be transacted at the Annual General Meeting.

We are forwarding Notice for Seventh Annual General Meeting on 29.06.2017.

A detailed notice for 7th Annual General Meeting is placed on Bank's website www.psbindia.com.

Yours faithfully,

[Ajit Singh Ahuja] Company Secretary

(A Government of India Undertaking)

Head Office: 21-Rajendra Place, New Delhi-110 008. www:psbindia.com

NOTICE

Notice is hereby given that the Seventh Annual General Meeting of Shareholders of Punjab & Sind Bank will be held on Thursday, the 29th June, 2017 at 10.00 a.m. at India International Centre, 40-Max Mueller Marg, Lodhi Estate, New Delhi-110003, to transact the following business:

Item No.

- 1. To discuss, approve and adopt the Financial Results viz. Audited Balance Sheet and Profit & Loss Account of the Bank for the year ended 31st March 2017, Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and Auditors' Report on the Balance Sheet and Accounts.
- 2. To elect two Directors from amongst the shareholders, other than Central Government, in respect of whom valid nominations are received in terms of Section 9(3) (i) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 read with The Banking Regulations Act, 1949 and The Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1980 and Punjab & Sind Bank (Shares & Meetings) Regulations, 2008 made pursuant to Section 19 of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and Notification No. DBOD. No. BC. No.46/29.39.001/2007-08, 47/29.39.001/2007-08, both dated 01.11.2007 and DBOD. No. BC. No. 95/29.39.001/2010-11 dated 23.05.2011 issued by Reserve Bank of India and to pass the following resolution:-

"RESOLVED THAT two Directors elected from amongst shareholders other than Central Government, in respect of whom valid nominations were received, pursuant to Section 9(3)(i) of the Act read with Scheme and Regulations made thereunder, be and are hereby appointed as the Directors of the Bank to assume office from July 01,2017 and to hold office until the completion of a period of three years from the date of such assumption."

Notice is also hereby given that the Register of Shareholders and the Share Transfer Books of the Bank, will remain closed from 23.06.2017 to 29.06.2017 (both days inclusive) in connection with the Annual General Meeting.

Further, the Bank has fixed Thursday June 22, 2017 as 'Cut-off' Date for ascertaining the shareholders who will be entitled for voting/e-voting and attending AGM.

By Order of the Board of Directors

Place: New Delhi
Date: 18th May 2017 **Jatinderbir Singh**Chairman & Managing Director

NOTES

1. EXPLANATORY STATEMENT:

The Explanatory Statement setting out the material facts in respect of Item No. 2 of the Notice regarding Election of Directors is annexed below.

Explanatory statements setting out the material facts in respect of agenda item No. 2

The Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980, inter alia, provides that where the capital issued under Clause (C) of sub section (2 B) of Section 3 of the Act (other than to the Central Government), is more than 16% but not more than 32% of the total paid up capital, the Shareholders would be entitled to elect two directors from amongst themselves.

The paid up equity share capital of the Bank as on 31.03.2017 was Rs. 400.41 crore of which 79.62% is held by the Govt. of India while 20.38% is held by others. In view of provisions in Para (II) of Section 9(3) (i), the Bank is required to have two directors on Board of Directors to be elected by the Shareholders from amongst themselves. Two directors elected on 30.06.2014 from amongst the shareholders, for a period of three years, are completing their term on 30.06.2017.

Accordingly, the Board of Directors in their meeting dated 29.03.2017 has decided to appoint two directors from amongst shareholders other than the Central Government, through the process of election at the Annual General Meeting of the Bank.

A Director, so elected, shall be deemed to have assumed office from 01.07.2017 and will hold office for a period of three years.

2. APPOINTMENT OF PROXY:

A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE BANK.

No person shall be appointed as a proxy who is an officer or employee of Punjab & Sind Bank as per provisions of Punjab & Sind Bank (Shares and Meetings) Regulations, 2008. As per the regulation 70 (vi) of Regulations, the grantor of an instrument of proxy shall not be entitled to vote in person at the meeting to which such instrument relates.

The Proxy Form (Annexure-'D') in order to be effective must be received at Punjab & Sind Bank, Head Office Accounts & Audit Department, Shares Cell, 21-Rajendra Place, New Delhi-110 008, at least four days before the date of the Annual General Meeting i.e. on or before the closing hours of the Bank at 5.00 p.m. on 24.06.2017 (Saturday) together with the Power of Attorney or other authority, if any, under which it is signed or a copy of that Power of Attorney or other authority certified as a true copy by a Notary Public or a Magistrate unless such Power of Attorney or other authority has been previously deposited and registered with the Bank.

3. APPOINTMENT OF AN AUTHORISED REPRESENTATIVE:

No person shall be appointed as authorised representative who is an officer or employee of Punjab & Sind Bank as per provisions of Punjab & Sind Bank (Shares and Meetings) Regulations, 2008.

No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a company or any other Body Corporate which is a shareholder of the Bank, unless a copy of the Resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been received at Punjab & Sind Bank, Head Office Accounts & Audit Department, Shares Cell, 21-Rajendra Place, New Delhi-110 008, at least four days before the date of the Annual General Meeting, i.e. on or before the closing hours of the Bank at 5.00 p.m. on 24.06.2017 (Saturday).

4. REGISTRATION, ATTENDENCE SLIP AND ENTRY SLIP:

In order to facilitate the shareholders attending the meeting, Registration process will commence from 9.00 a.m. on 29.06.2017, at the venue. Shareholders are requested to be present for the meeting well in advance, to complete the Registration formalities.

For the convenience of the shareholders, attendance slip and entry pass is annexed (Annexure-'E') to this notice. Shareholders/Proxy Holders/Authorised Representatives are requested to fill in, affix their signatures at the space provided therein and surrender the same at the venue and thereafter entry slip shall be issued to them. Proxy/Authorised Representative of a shareholder should state on the attendance slip as 'Proxy' or 'Authorised Representative' as the case may be. Shareholders / Proxy holders / Authorised Representatives may note that the admission to the meeting will be subject to verification / checks, as may be deemed necessary and they are advised to carry valid proof of identity viz., Voters ID Card / Employer Identity Card / Pan Card / Passport / Driving license /Aadhar Card etc. Ballot paper for poll will be issued against surrendering of entry pass.

5. COMMUNICATION WITH THE SHARE TRANSFER AGENT:

Shareholders holding shares in physical form are requested to intimate changes/update, if any, in their email address, postal address, bank details etc. to Share Transfer Agent of the Bank at the following address to receive all communication through electronic mode:

Link Intime India Pvt Ltd.

Unit: Punjab & Sind Bank

44, Community Centre, 2nd Floor,

Naraina Industrial Area, Phase-I,

Near PVR Naraina,

NEW DELHI-110 028. Ph: 011 41410592, 41410593 email: delhi@linkintime.co.in

Shareholders holding shares in dematerialised form are requested to intimate changes/ update, if any, in their email address, postal address, bank details etc. to their depository participants, to receive all communication through electronic mode.

6. DIVIDEND

As the Bank does not conform to the eligibility criteria prescribed by the RBI for declaration of dividend, the Board has not recommended any dividend for the year 2016-17.

7. CHANGE OF ADDRESS

- a) Shareholders holding shares in physical form are requested to advise any change of address, bank details immediately to the Bank's Share Transfer Agent, i.e. Link Intime India Pvt. Ltd. Shareholders holding shares in electronic form must send the advice about change in address, bank details to their respective Depository Participant only and not to the Bank or Bank's Share Transfer Agent.
- b) Shareholders are requested to invariably quote their respective folio number/s (for those holding shares in physical form) and their respective DP ID / Client ID number (for those holding shares in electronic form) in any correspondence with the Bank or Bank's Registrar and Share Transfer Agent.

8. UNPAID/UNCLAIMED DIVIDEND, IF ANY

The shareholders who have not encashed their dividend warrants for the previous years are requested to approach the Banks' Share Transfer Agent at aforesaid address or at Banks' Shares Cell at Head Office, 21- Rajendra Place, New Delhi-110008.

9. CONSOLIDATION OF FOLIOS:

The shareholders, who are holding shares in identical order of names in more than one folio, are requested to intimate to Link Intime India Pvt. Ltd. (RTA), the ledger folio of such accounts together with the share certificate(s) to enable the Bank to consolidate all the holdings into one folio. The share certificate(s) will be returned to the Shareholders after making necessary endorsement in due course.

10. REQUEST TO SHAREHOLDERS:

Shareholders / Proxy holders / Authorised Representatives are requested to bring their copies of the Annual Report to the Annual General Meeting. No copy of the Annual report shall be provided at the venue of the Annual General Meeting.

It will be appreciated if shareholders submit their queries, if any, sufficiently in advance to the Company Secretary, Punjab & Sind Bank, HO Shares Cell, 21 Rajendra Place, New Delhi-110008 or email to complianceofficer@psb.co.in by 23.06.2017.

11. <u>VOTING RIGHTS OF SHAREHOLDERS</u>:

In terms of the provisions of Section 3 (2E) of the Act, no shareholder of the Bank, other than the Central Government shall be entitled to exercise voting rights in respect of any shares held by him / her in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

The Bank is offering e-voting facility for agenda items to all shareholders. The Cut-off date for eligibility to e-vote/vote at AGM is 22.06.2017. The e-voting period shall commence on 26.06.2017 from 10.00 a.m. and end on 28.06.2017 up to 5.00 p.m. beyond which shareholders cannot e-vote. Details for log-in ID, password, procedure is annexed.

The shareholders who have e-voted can participate in the AGM but cannot participate in poll. Incase they vote through poll, the same will not be considered.

12. ELECTION OF DIRECTORS:

The shareholders of the Bank other than the Central Government at Annual General Meeting held on 30th June, 2014 elected two Shareholder Directors, who assumed office on 1st July, 2014 and their term comes to an end on 30th June, 2017. With a view to fill in the vacancies that will arise on 30th June, 2017, Bank proposes to conduct Election of Shareholder Directors at the Annual General Meeting convened on 29th June, 2017.

The shareholders (other than the Central Government) are therefore entitled to send their nominations as per the procedure detailed in various and relevant Act/ Scheme/ Regulations/ Notification/ Guidelines, the relevant extracts/portions of which are reproduced hereunder. Two directors will be elected either, if the number of nominations is equal to two after the scrutiny of the nominations which the shareholders submit to the Bank and determination of their Fit & Proper Status by the Nomination Committee of the Board or subsequent election at the Annual General Meeting. A Director so elected shall be deemed to have assumed office from 1st July, 2017, and will hold office for a period of three years. Otherwise in case the no. of nominations exceeds two, then the election shall be done by way of voting (both e-voting / poll).

LEGAL PROVISIONS

The following table indicates the provisions contained in various Acts/ Regulation Act/ Scheme/ Regulations/ Notifications applicable in this regard:

ACT/SCHEME/REGULATIONS/	PROVISIONS	SHORT PARTICULARS
NOTIFICATIONS/DIRECTIVES		
The Banking Regulation Act, 1949	Section 5 (ne)	Substantial Interest
	Section 16 (1)	> Prohibition of Common
		Directors
	Section 20	> Restrictions for granting
		loan or advance to or on
		behalf of any of its directors

The Penking Companies (Acquisition	Section 3(2E)	Dostriction on voting rights
The Banking Companies (Acquisition	` '	Restriction on voting rightsNo. of directors to be elected
and Transfer of Undertakings) Act, 1980	Section 9(3)(i)	by the shareholders
1700	Section 9(3A) (A) to (C)	Special knowledge in certain
	Section 9(3A) (A) to (C)	fields
	Section 9(3AA)	> No person shall be eligible
	Section 9(3AB)	to be elected as director
	, ,	unless he is a person having
		fit and proper status based
		upon track record, integrity
		and such other criteria as
		RBI may prescribe.
	Section 9(3B)	➤ Right of RBI to remove a
	[2000000 (02)	director so elected who does
		not fulfill the requirements
		of Section 9(3A) and
		9(3AA) of the said Act.
	Section 13(2)	➤ Obligation as to fidelity and
		secrecy
The Nationalised Banks (Management	Clause 9(4)	> Term of office of elected
and Miscellaneous Provisions) Scheme,		directors
1980	Clause 10	Disqualifications for being
		elected as a Director of the
		Bank
	Clause 11	➤ Vacation of office of
		Director
	Clause 11A	➤ Removal from office of an
		elected Director
	Clause 11B	Filling of casual vacancy in
		the office of an elected
	C1 12(0)	Director
	Clause 12(8)	➤ Disclosure of interest by
		directors in certain
		arrangements in which they are interested.
Punjab & Sind Bank (Shares and	Regulation 10	Exercise of rights of joint
Meetings) Regulations, 2008	Regulation 10	holders
Nicetings) regulations, 2000	Regulation 61	Voting at General Meetings
	Regulation 63	> Directors to be elected at
		General Meetings
	Regulation 64	➤ List of Shareholders
	Regulation 65	➤ Nomination of candidates
	<i>3.</i>	for election
	Regulation 66	Scrutiny of nominations
	Regulation 67	➤ Election disputes
	Regulation 68	> Determination of voting
		rights
	Regulation 69	➤ Voting by duly authorized
		representative
	Regulation 70	Proxies
RBI Notification No. DBOD.No. BC.	Pursuant to Section 9(3AA) and	Fit and Proper criteria for
No. 46 and 47/29.39.001/2007-08	Section 9(3AB) of The Banking	elected directors on the boards

dated 01.11.2007 and No. DBOD. No.	Companies (Acquisition and	of nationalized banks
BC. No.95/29.39.001/ 2010-11 dated	Transfer	
23.05.2011	of Undertakings) Act, 1980	
RBI Master Circular dated 1st July		Granting loans and advances to
2014 - Master Circular DBOD. No.		relatives of Directors
Dir. BC. 16/13.03.00/2014-15 dated		
July 1, 2015		

QUALIFICATION REQUIRED FOR BEING ELECTED AS A DIRECTOR OF THE BANK

In terms of Section 9(3-A) of the Act, a candidate being a Shareholder of the Bank and who desires to be elected as Director under the clause (i) of Sub section (3) of the Act shall -

- A) have special knowledge or practical experience in respect of one or more of the following matters namely:-
- agriculture and rural economy;
- banking
- co-operation;
- economics;
- finance
- law:
- small-scale industry;
- any other matter the special knowledge of and practical experience in which, would, in the opinion of the Reserve Bank be useful for the Bank.
- B) represents the interest of depositors; or
- C) represent the interest of farmers, workers and artisans.

In terms of Section 9(3AA) of the Act a candidate being a shareholder of the Bank and desires to be a Director of the Bank should possesses 'Fit and Proper' status pursuant to guidelines issued by Reserve Bank of India in this regard. Further the elected Director shall also execute the deed of covenant and is required to furnish annual declarations/ changes, if any, as prescribed by the Reserve Bank of India in this regard.

The following guidelines of Government of India for selection of Part-time Non-Official Director (NoD) on the boards of public sector banks shall be kept in mind while carrying out determination of 'fit and proper' status of the candidate to be elected as Shareholder Director:

- a) Persons of eminence with special academic training or practical experience in the fields of agriculture, rural economy, banking cooperation, economics, business management, human resources, finance, corporate law, Risk Management, Industry and IT will ordinarily be considered. 20 years of industry experience at a senior position, established expertise in respective areas (successfully led a reputed organization, brought turn around in a falling organization) would be preferred.
- b) Retired senior Government officials with total experience of 20 years and minimum 10 years of experience at Joint secretary and above level. Retired CMDs/EDs of Public Sector Banks after one year of retirement. The ex-CMDs/EDs will not be considered for appointment as NoD on the Board of the PSB from which they have retired. Serving CMDs/EDs of a PSB will not be considered for appointment as NoD on the Board of any other PSB.
- c) Academicians Directors of premier Management Banking Institutes and Professors having more than 20 years experience.
- d) Chartered Accountants with 20 years experience (excluding audit experience) would also be preferred.
- e) Wherever possible representation may also be given to women and the persons belonging to SC/ST/OBC community.

EDUCATION: The candidate should at least be a graduate in any stream preferably with specialization in Business Management, Risk Management, Finance, Human Resources and IT.

AGE: The age of the candidate should not be more than 67 years on the date of scrutiny i.e., 15.06.2017.

WORK EXPERIENCE : Professional/academicians should ordinarily have 20 years of work experience in their particular field.

TENURE : An NoD would not be considered for nomination as a Director on the Board of a Bank/FI/RBI/Insurance Company if such Director has already been a NoD/Shareholder Director on the board of any other Bank/FI/RBI/Insurance company for six years, whether continuously or intermittently.

PROFESSIONAL RESTRICTION: The issue of professional restriction vis-à-vis office of profit in any Public Sector Bank under clause 10(d) of the Nationalised Banks Scheme (Management and Miscellaneous) Provision Scheme, 1970 may be separately examined.

DISQUALIFICATION FROM BEING ELECTED AS A DIRECTOR OF THE BANK:

- **A.** In terms of Clause 10 of the Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1980, a person shall be disqualified for being appointed as, and for being a Director:
- **a**) if he has at any time been adjudicated as insolvent or has suspended payment or has compounded with his creditors; or
- b) if he has been found to be of unsound mind and stands so declared by a competent Court; or
- c) if he has been convicted by a criminal court of an offence which involves moral turpitude; or
- **d**) if he holds any office of profit under any Nationalized Bank or State Bank of India constituted under Sub-Section (1) of Section 3 of the State Bank of India Act, 1955 or any Subsidiary Bank as defined in Section 3 of the State Bank of India (Subsidiary Banks) Act, 1959, except for holding the post of a whole-time director, including the Managing Director and directors nominated under Clause (e) and (f) of Sub-Section (3) of Section 9 of the Act from among the employees of the Bank.
- **B.** If he is not found to be 'Fit and proper' person in terms of Notification No. DBOD. No. BC. No.46/29.39.001/2007-08, 47/29.39.001/ 2007-08, both dated 01.11.2007 and DBOD. No. BC.No 95/29.39.001/2010-11 dated 23.05.2011 and/or other guidelines issued by Reserve Bank of India from time to time.

TENURE OF DIRECTORS:

Pursuant to Clause 9(4) of the Scheme, an elected director shall hold office for three years and shall be eligible for re-election.

Provided that no such director shall hold office continuously for a period exceeding six years.

Attention of Shareholders is invited to Section 9 (3B) of the Act, on the right of Reserve Bank of India to remove a director so elected under Section 9 (3) (i) of the said Act, who does not fulfill the requirements of Section 9 (3A) & (3AA) of the said Act.

NOMINATION OF CANDIDATES FOR ELECTION:

In terms of Regulation 65 of the Regulations and in terms of Notifications of Reserve Bank of India DBOD.No. BC.No.46&47/29.39.001/2007-08 dated 01.11.2007 read with DBOD No.BC.No.95/29.39.001/2010-11 dated 23.05.2011 and GOI guidelines dated 01.06.2011 and other applicable provisions of various Acts, nomination of a candidate for election as a Director shall be valid provided:

- He/she is a shareholder holding not less than 100 (One hundred) shares of the Bank. as on, the 26.05.2017 being the cut-off date for participating in the election and continues to hold a minimum of 100 shares till the date of the meeting and thereafter till the end of his/her tenure as director, if he/she is elected.

- He/she is, as on 14.06.2017, being the last date for receipt of nomination not disqualified to be a Director under the Act/Scheme/Regulation/RBI Notifications/GOI Guidelines.
- the nomination is in writing signed by at least one hundred shareholders entitled to elect Directors under the Act or by their duly constituted attorney, provided that a nomination by a shareholder who is a company may be made by a resolution of the Directors of the said company and where it is so made, a copy of the resolution certified to be a true copy by the Chairman of the meeting at which it was passed shall be dispatched to the Head Office of Bank addressed to the Deputy General Manager, Head Office Shares Cell, Accounts & Audit Department, 21-Rajendra Place, New Delhi, such copy shall be deemed to be a nomination on behalf of such company;
- the nomination is accompanied or contains a declaration signed by the candidate before a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Gazetted Officer or any officer of the Reserve Bank of India or any Nationalized bank, that he/she accepts the nomination and is willing to stand for election and that he/she is not disqualified under the Act or the Scheme or these Regulations from being a Director along with his/her personal details (bio data)duly signed and affirming that such details are true to the best of his/her knowledge and belief and also his/her undertaking to keep the Bank fully informed as soon as possible of such events which are relevant to the information, subsequent to the declaration.
- The nomination forms and declaration form are as prescribed by the Regulation and as per the proforma annexed(The proforma is also available on the Bank's website www.psbindia.com)

SUBMISSION OF NOMINATION FORMS:

Shareholders desirous of contesting the election of Directors of the Bank from amongst the Shareholders other than the Central Government should submit the following:

- Duly filled in 'Declaration Form' as per format (Annexure-'A') attached along with personal information, testimonials viz., bio-data, certificates of educational qualification(self attested), experience etc.;
- "Declaration and Undertaking by Candidate" as per format (Annexure-'B') attached pursuant to Fit & Proper Guidelines issued by Reserve Bank of India and required attachments thereat; and
- minimum of 100 Nomination Forms, as per format (Annexure-'C') obtained from shareholders of the Bank who are entitled to nominate, in the format(s) annexed to this Notice, in a sealed envelope and super scribed "Nomination for Shareholder Director", to the **Deputy General Manager**, **Punjab & Sind Bank**, **Head Office**, **Shares Cell**, **Accounts & Audit Department**, **21 Rajendra Place**, **NewDelhi-110008**.

on any working day not less than fourteen days before the date fixed for the Annual General Meeting i.e., on or before the closing hours of the Bank i.e., 5.00 p.m. on Wednesday, 14 June, 2017 failing which, the nominations are liable to be rejected.

LIST OF SHAREHOLDERS: To enable the shareholders to contest the election, a physical copy of the list of shareholders as mentioned in Regulation 64 of Punjab & Sind Bank (Shares and Meetings) Regulations 2008 will be made available at the Head office of the Bank, from 30.05.2017 onwards for purchase by shareholders on payment of Rs.50,000/- (Rs.Fifty thousand only) plus applicable taxes by demand draft in favour of Punjab & Sind Bank, payable at New Delhi. A shareholder may purchase a copy of list of shareholders (in electronic form i.e. C.D) on payment of Rs.1000/-(Rs.One thousand only) plus applicable taxes. If any shareholder requires a copy or computer prints of the register or any part thereof, the same will be supplied to him on pre- payment of at the rate of Rs.5/- plus applicable taxes for every 1000 words or fractional part thereof required to be copied .

The Register of Shareholders will be open for inspection on all working days (other than Sundays and Bank Holidays) i.e, Monday to Friday between 3.00 p.m. to 5.00 p.m at the Head Office.

SCRUTINY OF NOMINATIONS AND ELECTION OF DIRECTORS: Nominations shall be secrutinized by Nomination Committee of the Board on Thursday, the 15th June 2017, the first working day following the date fixed for receipt of the nominations, in terms of the fit and proper Guidelines dated 01.11.2007 issued by the RBI, and in case any nomination is not found to be valid, the same shall be rejected after recording the reasons therefor.

If there are only two valid nominations for the vacancies to be filled by election, the candidate(s) so nominated shall be deemed to be elected forthwith & they will assume office from July 1st, 2017 and his/her name & address shall be published. In such an event there shall not be any election at the meeting and Agenda Item No. 2 shall be withdrawn.

In the event of an election being held, if valid nominations are more than the number of directors to be elected, the candidate polling the majority of votes shall be deemed to be elected and they will assume office from the next day and his/her name & address shall be published.

If there is any dispute, the same will be settled as per Regulation 67 of the Punjab & Sind Bank (Shares and Meetings) Regulations, 2008.

WITHDRAWAL OF NOMINATIONS: If any candidate desires to withdraw his/her nomination, he/she would be entitled to do so at any time prior to closing hours of the Bank on Tuesday 28th June, 2017.

SHARES CELL: In order to facilitate quick and efficient service to the shareholders, the Bank has set up a Shares cell at its Head Office, New Delhi, Shareholders may contact this Cell at the under mentioned address for any assistance

The Company Secretary,
Punjab & Sind Bank,
Head Office, Shares Cell, Accounts & Audit Department,
21 Rajendra Place, 1st floor, New Delhi-110008
Telephone: 011-25782926, 25812922

Telephone: 011-25782926, 25812922 E-mail: complianceofficer@psb.co.in.

OTHER INFORMATION

Shareholders may kindly note that no gift/gift coupons will be distributed at the meeting.

Due to strict security reasons, brief cases, eatables and other belongings are not allowed inside the hall. Persons attending the meeting are, therefore, advised to make their own arrangements for the safe keeping of their articles.

By Order of the Board of Directors

Place: New Delhi Date: 18th May 2017

Jatinderbir Singh Chairman & Managing Director

E-Voting

E-Voting for the Seventh Annual General Meeting of Punjab & Sind Bank

In terms of Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, Bank shall provide facility of e-Voting, through CDSL, to the shareholders for the Seventh AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.06.2017 at 10.00 a.m. and ends on 28.06.2017 at 5.00 p.m. During this period shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.06.2017, may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Bank.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding	ng shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	 Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	 Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy) as recorded in your demat account or in the Bank records in order to login. If both the details are not recorded with the depository or Bank please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv). in the Dividend Bank details field as mentioned in instruction

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new

- password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Punjab & Sind Bank on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www. evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@ cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Person who have acquired shares and become members after despatch of notice may also use the above given procedure for remote e-voting.

Note: In case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be ignored. However, shareholder(s) who have casted their vote through e-voting can participate in General Meeting but cannot vote in poll.

Mr. Deepak Gupta, Practicing Company Secretary (CP No. 4629) has been appointed as the scrutinizer to the electronic voting process and for poll at the Annual General Meeting, who shall prepare and submit its report of the votes cast in favour or not in favour/ against, to the Chairman of the Annual General Meeting within 3 days of the conclusion of the meeting;

The results declared along with the scrutinizer's report shall be placed on the website of the Bank and on the website of CDSLe-voting immediately after the result is declared by the Chairman;

Subject to receipt of the sufficient votes, the resolution(s) shall be deemed to be passed on the date of the Annual General Meeting;

Notice of the meeting is also displayed at www.psbindia.com and www.cdslindia.com.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call Mr. Rakesh Dalvi, Deputy Manager, CDSL, 16th floor, P.J Tower, Dalal Street, Fort, Mumbai-400001, Phone-18002005533 or Call Mr. Bharat Bhushan, Associate Vice President, Link Intime India Pvt. Ltd, 44-Community Centre, 2nd floor, Naraina Indl Area, Phase-I, New Delhi-28 Phone-41410592, 41410593 or write an email to delhi@linkintime.co.in.

- xx) If you are already registered with CDSL for e-voting earlier then you can use your existing user ID and password/PIN for casting your vote.
- xxi) You can also update your mobile and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xxii) As the election is for two shareholder directors, vote be cast for not more than two Directors else the votes cast shall be treated as invalid.
- xxiii) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Bank and shall make within forty eight hours of conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

The Results along with the consolidated Scrutinizer's Report shall be placed on the Bank's website www.psbindia.com and on the website of CDSL immediately after the results is declared by the Chairman.

(A Government of India Undertaking)
Head Office: 21-Rajendra Place, New Delhi-110 008.

FORMAT OF DECLARATION (BY CANDIDATE)

I,	son / daughter /wife of Shr		a resident of
		hereby confirm that:	
a.	I am a Shareholder holdingequity shares o participating in the Election.	f the Bank as on 26th Ma	y, 2017 (i.e.), the Cut-Off date for
b.	*I have special knowledge or practical experience operation [iv] economics [v] finance [vi] law, [vii knowledge of and practical experience of which in Bank] and I represent the interest of the depositors of Section 9 of the Act and as an evidence thereof I sub-]small scale industry, or _ the opinion of Reserve Ba or farmers, workers and arti	[special nk of India would be useful to the sans, in terms of Sub-section 3A of
c.	I accept the nominations numbering	and	
d.	I am willing to contest the election for Director of Po	unjab & Sind Bank, and	
e.	I am not disqualified from being a Director of the Ba The Banking Companies (Acquisition & Transfer of and Miscellaneous Provisions) Scheme 1980 as Regulations 2008 and "Fit and Proper' criteria as la No. BC. No.46/29.39.001/ 2007-08, 47/29.39.001/ 95/29.39.001/2010-11 dated 23.5.2011and extant GO	of Undertakings) Act 1980, amended and Punjab & S aid down by Reserve Bank / 2007-08, both dated 01.	Nationalized Banks (Management Sind Bank (Shares and Meetings) of India vide Circular No. DBOD. 11.2007 and DBOD. No. BC.No.
f.	I neither hold any office of profit nor am I and constituted under Sub-Section (1) of Section 3 of defined by Section 3 of the State Bank of India (substitute)	the State Bank of India Ac	
	reby confirm having gone through the contents of the by profile giving details of age, qualifications, experien		17 for election of directors. A copy
decl	dertake to keep the Bank fully informed, as soon as paration which are relevant to the information provides as a director of the Bank.		
Nan	ne		
Reg	d. Folio No. [If not dematerialized]		
DP l	D No. & Client ID No. [If dematerialized]		
Plac	e:		
Date	:		
Sign	atures:		
Con	tact No.:		
	ress/email address:		

The above declaration was signed before me.

(Signature with seal of the Judge, Magistrate, Registrar/ Sub-Registrar of Assurances or any other Gazetted Officer or an Officer of the Reserve Bank of India, Punjab & Sind Bank Signature with seal & Date. or any Nationalised Bank.)

*Delete whichever is not applicable.

Nam	e of E	Bank : PUNJAB & SIND BANK	
		on and Undertaking by Candidate* osures as appropriate as on)	
I.	Pers	onal details of Candidate	
	a.	Full name	
	b.	Date of Birth	
	c.	Educational Qualifications	
	d.	Relevant Background and Experience	
	e.	Permanent Address	
	f.	Present Address	
	g.	E-mail Address / Telephone Number	
	h.	Permanent Account Number under the Income Tax Act	
		and name and address of Income Tax Circle	
	i.	Relevant knowledge and experience (Refer Section 9(3-A)	
		of the Banking Companies (Acquisition & Transfer of	
		Undertakings) Act, 1970/1980	
	j.	Any other information relevant to Directorship of the Bank	
II	Rele	vant Relationships of Candidate	
	a.	List of Relatives if any who are connected with the Bank (Refer Section 6 and Schedule 1A of the Companies Act, 1956)	
	b.	List of entities if any in which he/she is considered as being interested (Refer Section 299(3)(a) and Section 300 of the	
	c.	List of entities in which he/she is considered as holding substantial interest within the meaning of Section 5(ne) of the Banking Regulation Act, 1949 proposed and existing	
	d.	Name of Bank in which he/she is or has been a member of the board (giving details of period during which such office was held)	
	e.	Fund and non-fund facilities, if any, presently availed of by him/her and/or by entities listed in II (b) and (c) above from the bank	
	f.	Cases, if any, where the Candidate or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the bank or any other bank.	

III	Reco	ords of professional achievements	
111	a. Professional achievements relevant		
IV.	Proc	eedings, if any, against the Candidate	
	a.	If the Candidate is a member of a professional association/ body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry of at any profession/occupation at any time.	
	b.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations	
	c.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the past against the director	
	d.	Whether the Candidate attracts any of the disqualifications envisaged under Section 274 of the Company's Act 1956?	
	e.	Has the Candidate or any of the entities at II (b) and (c) above been subject to any investigation at the instance of Government department or agency?	
	f.	Has the Candidate at any time been found guilty of violation of rules/regulations/ legislative requirements by customs/ excise /income tax/foreign exchange / other revenue authorities, if so give particulars	
	g.	Whether the Candidate at any time come to the adverse notice of a regulator such as SEBI, IRDA, DCA.	
		(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by regulators which have been later on reversed / set aside in toto, it would be necessary to make a mention of the same, in case the reversal / setting aside is on technical reasons like limitation or lack of jurisdiction, etc, and not on merit. If the order of the regulator is temporarily stayed and the appellate / court proceedings are pending, the same also should be mentioned).	
V.		other explanation / information in regard to items I to III and er information considered relevant for judging fit and proper	
	Und	ertaking	
ıform	ned, as	t the above information is to the best of my knowledge and belief true and complete. I soon as possible, of all events which take place subsequent to my appointment which ve. I also undertake to execute the deed of covenant required to be executed by all direct	are relevant to the information
Place	e:	Signature	of Candidate
Date	:		
I. Re	emarks	s of Nomination Committee of the Bank	
Place	e:	:	Signature
Date	:		

NOMINATION FORM

To

The Chairman & Managing Director/ Executive Director, Punjab & Sind Bank Head office: 21 Rajendra Place, New Delhi-110 008.

Dear Sir,

ELECTION OF DIRECTORS

Cut-Off date for participating in the Election do hereby nominate Shri/ Smt	With reference to your notice dated 18.05.2	2017 1,	_ a shareholder of Punjab		
son/ daughter/wife of residing at for bein elected as a Director of Punjab & Sind Bank representing the Shareholders of the Bank as provided in Section 9(3) (i) of The Banking companies (Acquisition and Transfer of Undertakings)Act, 1980 at the 7th Annual General Meeting of the Shareholders of the Bank to be held on 29.06.2017: Signature Name	z Sind Bank holding equity shares of Rs.10/- each as on Friday, the 26 th May, 2017 (i.e) the				
elected as a Director of Punjab & Sind Bank representing the Shareholders of the Bank as provided in Section 9(3) (i) of The Banking companies (Acquisition and Transfer of Undertakings) Act, 1980 at the 7th Annual General Meeting of the Shareholders of the Bank to be held on 29.06.2017: Signature Name	Cut-Off date for participating in the Elect	ion do hereby nominate Shri/ Smt			
Section 9(3) (i) of The Banking companies (Acquisition and Transfer of Undertakings)Act, 1980 at the 7th Annual General Meeting of the Shareholders of the Bank to be held on 29.06.2017: Signature Name	son/ daughter/wife of	residing at	for being		
7 th Annual General Meeting of the Shareholders of the Bank to be held on 29.06.2017: Signature Name	elected as a Director of Punjab & Sind Ba	ank representing the Shareholders of	the Bank as provided in		
Signature Name	Section 9(3) (i) of The Banking companies	s (Acquisition and Transfer of Under	rtakings)Act, 1980 at the		
Name	7 th Annual General Meeting of the Sharehol	lders of the Bank to be held on 29.06.	2017:		
Name					
	Signature				
N. adam of dame	Name				
Number of snares	Number of shares				
Regd. Folio No. (If not dematerialized)	Regd. Folio No. (If not dematerialized)				
DP ID No. & Client ID	DP ID No. & Client ID				
No. (If dematerialized)	No. (If dematerialized)				
Place	Place				
Date	Date				

Notes:

- * In case of nomination by a Body Corporate, the nomination form should be accompanied by a certified true copy of the resolution passed by the Board of Directors under the signature of the Chairman of the Meeting at which it was passed.
- * Signature of the Shareholders nominating the candidate should match with the specimen signature available with the share transfer agent of the Bank.
- * If any of the columns above is left Blank or the particulars are found to be incorrect, the nomination is liable to be rejected.

(A Government of India Undertaking)
Head Office: 21-Rajendra Place, New Delhi-110 008.

(SEVENTH ANNUAL GENERAL MEETING): 29.06.2017

FORM "B"

FORM OF PROXY

[To be filled and signed by the Shareholder]

I / W e		
in the State of being a Shri/Smt district of her, Shri/Smt in the State of behalf at the Seventh Annual Gen	resident of the Puresident of the Puresident of the Puresident of the State of the Shareholders of th	njab & Sind Bank, hereby appoint
Signed this day of Regd. Folio No./Client ID: No. of Shares	2017	Please affix Revenue Stamp
Signature of Proxy Name: Address:		Signature of sole / first holder Name: Address:

INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM No instrument of proxy shall be valid unless,

- a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorised in writing,
- b) in the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorised in writing.
- c) in the case of a body corporate signed by its officer or an attorney duly authorised in writing
- 2. An instrument of proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his / her name, if his / her mark is affixed thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Government Gazetted Officer or an Officer of Punjab & Sind Bank.
- 3. The proxy together with
- a) the power of attorney or other authority (if any) under which it is signed, or
- b) a copy of the power of attorney or authority, certified by a Notary Public or a Magistrate, should be deposited with Punjab & Sind Bank, Head Office Shares Cell, 1st Floor, 21-Rajendra Place, New Delhi-110 008 not less than FOUR DAYS before the date of the Annual General Meeting i.e. on or before the closing hours of Saturday, the 24th day of June, 2017.
- 4. In case the relevant Power of Attorney is already registered with Punjab & Sind Bank or Share Transfer Agent, the registration Number of Power of Attorney and the date of such registration may be mentioned.
- 5. No instrument of Proxy shall be valid unless it is in Form "B' and duly stamped.
- 6. An instrument of proxy deposited with the Bank shall be irrevocable and final.
- 7. In the case of an instrument of proxy granted in favour of two grantees in the alternative, not more than one form shall be executed.
- 8. The shareholder who has executed an instrument of proxy shall not be entitled to vote in person at the Annual General Meeting to which such instrument relates.
- 9. No person shall be appointed as duly authorised representative or a proxy who is an officer or an employee of Punjab & Sind Bank.

(A Government of India Undertaking)
Head Office: 21-Rajendra Place, New Delhi-110 008.

ATTENDANCE SLIP

SEVENTH ANNUAL GENERAL MEETING INDIA INTERNATIONAL CENTRE, 40-MAX MUELLER MARG, LODI ESTATE, NEW DELHI – 110 003

THURSDAY, JUNE 29, 2017, 10.00 a.m.

[Please fill in the Attendance slip and hand it over at the Registration counter]

Regd. Folio/ DP & Client ID	
Name of the Shareholder	
Number of Shares	
Signature of Shareholder / Proxy / Authorised Representative	

PUNJAB & SIND BANK

(A Government of India Undertaking)
HO: 21 – RAJENDRA PLACE, NEW DELHI -110008

ENTRY PASS

(To be retained throughout the meeting)

SEVENTH ANNUAL GENERAL MEETING

INDIA INTERNATIONAL CENTRE, 40-MAX MUELLER MARG, LODI ESTATE, NEW DELHI – 110 003

THURSDAY, JUNE 29, 2017, 10.00 a.m.

Regd. Folio/DP & Client ID	
Name of the Shareholder	
Number of Shares	
Signature of Shareholder / Proxy / Authorised Representative	

Note: Ballot Paper for polling will be issued against the entry pass only.