

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ALLAHABAD BANK HELD ON WEDNESDAY, THE 30<sup>TH</sup> SEPTEMBER, 2015 AT 10.30 A.M. AT BHASHA BHAWAN AUDITORIUM, NATIONAL LIBRARY, BELVEDERE ROAD, ALIPORE, KOLKATA- 700027.**

**PRESENT:-**

<b>Shri Rakesh Sethi</b>	<b>Chairman and Managing Director</b>
<b>Shri J.K. Singh Kharb</b>	<b>Executive Director</b>
<b>Shri N.K. Sahoo</b>	<b>Executive Director</b>
<b>Shri Sanjeev Kumar Sharma</b>	<b>C.A. Nominee Director &amp; Chairman Audit Committee of the Board</b>
<b>Shri Ajay Shukla</b>	<b>Part Time Non-Official Director</b>
<b>Dr. Bijaya Kumar Sahoo</b>	<b>Shareholders' Director</b>
<b>Shri Sarath Sura</b>	<b>Shareholders' Director</b>
<b>Shri Parveen Kumar Chhokra</b>	<b>Shareholders' Director</b>

and 1379 shareholders (including Proxies/Authorized Representative from Govt. of India) were present at the meeting. Shri S.D. Sharma, Section Officer (BOA), Government of India, Ministry of Finance, Department of Financial Services, represented Government of India.


1. In terms of Regulation 59 of the Allahabad Bank (Shares and Meetings) Regulations, 1999, Shri Rakesh Sethi, Chairman and Managing Director chaired the meeting.
2. The Chairman welcomed the shareholders at the Extraordinary General Meeting (EGM).
3. After ascertaining the quorum for the meeting, the Chairman called the meeting to order.
4. Thereafter, the Chairman introduced the Directors of the Bank present at the meeting.
5. The Chairman informed that Shri A. Udgata, RBI Nominee Director, Dr. Shashank Saksena, Government Nominee Director, and Shri Yogeshwar Prasad Singh, Workmen Employee Director could not attend the meeting due to their professional

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commitments/exigencies and have sought leave of absence and the same has been granted to them.

6. The Chairman provided the details of Proxies and Authorized Representations received by the Bank in connection with the Extraordinary General Meeting.
7. The Chairman informed that in terms of Section 3(2E) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970, the voting rights for the shareholders other than the central Government has been restricted to 5,71,37,861 (Five crore seventy one lac, thirty seven thousand eight hundred sixty one) votes being 10% of the total paid-up equity capital of the Bank.
8. The Chairman informed that the Notice dated 31.08.2015 convening the Extraordinary General Meeting was sent to all the shareholders of the Bank and also published in English, Hindi and Bangla newspapers namely "The Financial Express", "Jansatta" and Aajkal, respectively on 07<sup>th</sup> September, 2015. The Notice was also hosted on Bank's website [www.allahabadbank.in](http://www.allahabadbank.in). With the consent of the shareholders present, the Notice of the meeting was taken as read.
9. The Chairman informed that in terms of Clause 35B of the Listing Agreement with the Stock Exchanges read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, it is now mandatory to extend electronic voting (e-voting) facility to the shareholders for voting on the agenda items of the General Meetings. Further, as per the extant provisions under Rule 20 of the Companies (Management and Administration) Rules, 2014, amended vide Govt. of India, Ministry of Corporate Affairs Notification dated 19.03.2015, the cut-off date for determining the eligibility of shareholders to vote by electronic means or in the general meeting can not be earlier than seven days before the date of general meeting. Accordingly, the Bank has fixed Wednesday, the 23<sup>rd</sup> September, 2015 as cut-off date for determining the eligibility of the shareholders to vote on the Agenda item of the meeting either by electronic means or through ballot papers. To facilitate the electronic voting, the Bank has appointed M/s National Security Depository Limited (NSDL) as e-voting agency. The remote e-voting commenced at 10.00 a.m. on Sunday, the 27<sup>th</sup> September, 2015 and ended at 05.00 p.m. on Tuesday, the 29<sup>th</sup> September, 2015. Further, the Bank has appointed M/s S. N. Ananthasubramanian & Co., Practicing Company Secretaries as Scrutinizer to oversee the remote e-voting process.

  
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10. Thereafter, the Chairman made a detailed address on the agenda item of the meeting. The gist of which are as under:-

- (a) Bank has registered consistent growth in the recent past and is in constant requirement of additional Capital to drive its growth in future. Further implementation of Basel-III norms requires additional capital. The recent guidelines issued by RBI have also substantially increased the risk weights for various categories of Assets.
- (b) The Capital Adequacy Ratio (CAR) of the Bank as on 30<sup>th</sup> June, 2015 stood at 10.22% under BASEL-III norms, Out of which, the Common Equity Tier-1 (CET) CAR was 7.38%, Additional Tier-1 CAR was 0.13% and Tier-2 CAR was 2.71%. Being a Bank with international presence, it is desired to have a robust Capital Adequacy with Tier-1 CAR of 8.00% and total CAR of more than 11.00%.
- (c) In order to comply with the RBI guidelines on BASEL-III, the Bank has to set aside more capital for the enhanced Risk Weight Assets of the Bank and therefore there is a growing need to shore up the Bank's capital base specially the Common Equity Tier -1 (CET) Capital.
- (d) The Government of India, Ministry of Finance, Department of Financial Services vide their letter No. F. No. 7/38/2014-BOA dated 19th August, 2015, has conveyed its decision to infuse capital funds to the tune of ₹283.00 crore (Rupees two hundred eighty three crore only) in your Bank by way of preferential allotment of equity in favour of Government of India.
- (e) As the proposed issue of equity shares on preferential basis to Government of India has to be made in compliance with the provisions under Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended, the Issue Price of the equity shares proposed to be issued and allotted to the Government of India (President of India) on preferential basis has been calculated in accordance with the Regulation 76 (1) of SEBI (ICDR) Regulations, 2009 and the same works out to ₹96.98 per equity share including a premium of ₹86.98 per equity share.
- (f) The Bank has already received approval from RBI and Central Government as required under Section 3(2) (B) (c) of the Banking Companies (Acquisition and Transfer of

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Undertakings) Act, 1970 and also the in- principle approval of Listing for the proposed preferential issue to Government of India from both the Stock Exchanges i.e. NSE & BSE where the equity shares of the Bank are listed. Bank will allot the shares to Government of India pursuant to the Special Resolution after the receipt of all the requisite statutory approvals. It would be the Bank's endeavour to complete the allotment within the time prescribed under SEBI (ICDR) Regulations.

(g) The Government of India's shareholding in the Bank which is presently at 60.83% will stand increased to 62.73% with the proposed issue of equity shares.

(h) M/s N.C. Banerjee & Company, Chartered Accountants, one of the Statutory Central Auditors of the Bank, have certified that the proposed preferential issue of equity shares to the Government of India (President of India) is being made in accordance with the requirement of Chapter VII of the SEBI (ICDR) Regulations, 2009. A copy of the said certificate has been tabled at the meeting and is available with the Company Secretary.

11. The Chairman and Managing Director then moved the Special Resolution of Agenda item of the EGM Notice.
12. The Special Resolution was proposed and seconded by the shareholders present at the meeting.
13. The Chairman requested the shareholders present at the meeting to nominate any one from amongst themselves besides Shri S. N. Viswanathan of S. N. Ananthasubramanian & Co, Practicing Company Secretary, as Scrutinizer for the poll. The Chairman further informed that the person so nominated should be willing to act as Scrutinizer representing shareholders present at the meeting and will have to stay at the venue till counting and declaration of the poll results. Further, the Bank will not pay any fees/remuneration to such nominated person.
14. Shri Parthasarathi Gupta (DPID/ Client ID IN300126/10602337) was nominated as shareholders' Scrutinizer.
15. The ballot boxes were demonstrated to the shareholders and thereafter the ballot boxes were locked in presence of the scrutinizers and shareholders present in the meeting.

  
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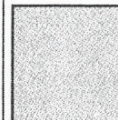
16. The Chairman announced that the results of the poll aggregated with the results of the e-voting will be placed on the Bank's website www.allahabadbank.in on the Home Page and Investor Relation Link and will also be intimated to the National Stock Exchange of India Ltd. (NSE), and Bombay Stock Exchange Ltd. (BSE) where the equity shares of the Bank are listed within two working days.
17. Thereafter, the Chairman invited the shareholders present at the meeting for discussions on the agenda item of the meeting.
18. Some of the shareholders present at the meeting raised queries and presented their views.
19. The Chairman after responding to the queries of the shareholders put to vote the Special Resolution as contained in Agenda Item of the EGM Notice.
20. The Chairman thanked the shareholders for their participation and concluded the meeting.
21. **Result of e-voting and Poll**

Based on the results of the poll aggregated with the results of the e-voting the following resolution of Agenda Item of the EGM Notice have been passed as **Special Resolution** with requisite majority:-

**Special Resolution: Agenda Item of the EGM Notice**

**"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 Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the 'Scheme') and Allahabad Bank (Shares and Meetings) Regulations, 1999 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), as amended 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

  
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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 referred to as "the Board" which shall be 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 2,91,81,274 (Two crore ninety one lac eighty one thousand two hundred seventy four) equity shares of face value of ₹10/- (Rupees ten only) each for cash at an Issue Price of ₹96.98 (Rupees ninety six and paise ninety eight only) per equity share including a premium of ₹86.98 (Rupees eighty six and paise ninety eight only) per equity share as determined by the Board/Committee in accordance with Regulation 76 (1) of SEBI (ICDR) Regulations, 2009, as amended, aggregating upto ₹283.00 crore (Rupees two hundred eighty three crore only) on preferential basis to Government of India (President of India).

**"RESOLVED FURTHER THAT** the Relevant Date for determination of the Issue Price is Monday, the 31<sup>st</sup> August, 2015.

**"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 Government of India/ Reserve Bank of India/ Securities and Exchange Board of India/ 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 prescribed under Chapter VII of the SEBI (ICDR) Regulations, 2009 and shall rank pari passu in all respect (including dividends) with the existing equity shares of the Bank.

**"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

  
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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 Chairman and Managing Director or in his absence to any of the Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions."

  
**(RAKESH SETHI)**  
**CHAIRMAN**



Place: Kolkata

Date-30.09.2015

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