BANK OF BARODA
GENERAL REGULATIONS, 1993

CENTRAL OFFICE:
J. W. Jhunjhunwala Marg,
Ballard Pier,
Mumbai-400 001.

HEAD OFFICE:
Baroda House
Mandvi
Baroda-390 006.

The 22nd April 1999
CO/LEG/MTU/91/410—In exercise of the
powers conferred by Section 19 of the

Subject to Amendment
For 2002 & 2008
Attached hereinafter

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CHAPTER I
INTRODUCTORY

1. Short title and commencement:

(i) These regulations may be called Bank of Baroda General Regulations, 1993.

(ii) These regulations shall come into force on the date of their publication in the official Gazette.

2. Definitions:—

In these regulations, unless there is anything repugnant to the subject or context of meaning thereof—

(a) “Act” means the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 (5 of 1970);

(b) “Bank” means BANK OF BARODA, a body corporate constituted under the Act;

(c) “Board” means the Board of Directors constituted under Section 9 of the Act;

(d) “Chairman” means the Chairman of the Board;

(e) “Committee” means a Committee as constituted by the Board;

(f) “Executive Director”, means the whole-time Director, not being the Managing Director;

(g) “General Manager” means General Manager of the Bank;

(h) “Management Committee” means a Committee constituted under Clause 13 of the Scheme;

(i) “Managing Director” means Managing Director of the Bank;

(j) “Register” means the register of Shareholders kept in one or more books of the Bank and includes the register of Shareholders kept in Computer floppy’s or diskettes under Sub-Sec. (2G) of Sec. 3 of the Act;

(k) “Registrar” means the person appointed by the Bank for:

(i) collecting applications from investors in respect of an issue;

(ii) keeping a proper record of applications and monies received from investors or paid to the sellers of the securities; and

(iii) assisting the Bank in—

(a) determining the basis of allotment of securities in consultation with the stock exchange;

(b) finalising the list of persons entitled to allotment of securities;

(c) processing and despatching allotment letters, re-fund orders or certificates and other related documents in respect of the issue; and

(iv) such other function as assigned from time to time by the Bank.

(l) “Scheme” means the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970;

(m) “Share” means shares in the Share Capital of the Bank;

(n) “Share transfer agent” includes—

(i) any person, who on behalf of the Bank maintains the records of holders of securities issued by the Bank and deals with all matters connected with the transfer and redemption of its securities; or

(ii) a department or division (by whatever name called) of the Bank performing the activities referred to in sub-clause (i).

(o) Words and expressions used in Chapter III and not defined in these Regulations but defined in the Depositories Act, 1996 (Act 22 of 1996) shall have the meaning respectively assigned to them in the said Act.

(p) Other expressions used and not defined in these Regulations but used in the Act or the Scheme shall have the meanings respectively assigned to them in the Act or the Scheme.

CHAPTER II
SHARES AND SHARE REGISTER

1. Nature of shares:

The shares of the Bank shall be movable property, transferable in the manner provided under these regulations.

4. Kinds of share capital:

(i) Preference Share Capital means part of share capital of the Bank which fulfills both the following conditions:

(A) as respects dividends, it carries a preferential right to be paid a fixed amount or an amount calculated at fixed rate, which may be either free of or subject to income tax.

(B) as respect capital, it carries or will carry, on winding up to repayment of capital, a preferential right to be repaid the amount of the capital paid-up or deemed to have been paid-up, whether or not there is preferential right to the payment of either or both of the following amounts, namely:

(a) any money remaining unclaimed, in respect of the amounts specified in clause (A), up to the date of winding up or repayment of capital, and

(b) any fixed premium or premium on any fixed scale, specified by the Board with the previous consent of the Central Government.

(ii) “Equity Share Capital” means all share capital, which is not preference share capital.

(iii) The expressions “Preference Share” and “Equity Share” shall be construed accordingly.

5. Particulars to be entered in the register:

(i) A share register shall be kept, maintained and updated in accordance with sub-section (2)(F) of section of the Act.
(ii) In addition to the particulars specified in sub-section 2(F) of Section 3 of the Act, such other particulars as the Board may specify shall be entered in the register.

(iii) In the case of joint holders of any share, their names and other particulars required by sub-regulation (i) shall be grouped under the name of the first of such joint holders.

(iv) Subject to the proviso of sub-section 2(D) of Sec. 3 of the Act, a shareholder resident outside India may furnish to the Bank an address in India, and any such address shall be entered in the register and be deemed to be his registered address for the purposes of the Act and these regulations.

(v) No Notice of any trust, express, implied or constructive, shall be entered on the register or be receivable by the Bank.

6. Control over shares and registers

Subject to the provisions of the Act and these regulations, and such directions as the Board may issue from time to time, the register shall be kept and maintained at the Head office of the Bank and be under the control of the Board and the decision of the Board as to whether or not a person is entitled to be registered as a shareholder in respect of any share shall be final.

7. Parties who may not be registered as shareholders

(i) Except as otherwise provided by these regulations, all persons who are not competent to contract shall not be entitled to be registered as a shareholder and the decision of the Board in this regard shall be conclusive and final.

(ii) In case of firms, shares may be registered in the names of the individual partners and no firm, as such, shall be entitled to be registered as a shareholder.

8. Maintenance of share register in computer system etc.

(i) The particulars required to be entered in the share register under sub-section, 2(F) of section 3 of the Act, read with those mentioned in regulations shall be maintained under sub-section 2(G) of section 3 of the Act, in the form of data stored in magnetic/optical/magneto-optical media by way of diskettes, floppies' cartridges or otherwise (hereinafter referred to as the "media") in computers to be maintained at the Head Office and the back up at such location as may be decided from time to time by the Chairman and Managing Director or any other official not below the rank of a General Manager designated in this behalf by the Chairman and Managing Director (hereinafter referred to as, "the designated official").

(ii) Particulars required to be entered in the share register under Sec. 3 (B) of the Act read with Section 11 of the Depositories Act, 1996 shall be maintained in the electronic form in the manner and in the form as prescribed therein.

9. Safeguards for protection of computer system

(i) The access to the system set out in Regulation 8(i) in which data is stored shall be restricted to such persons including Registrars to an issue and/or share transfer agents as may be authorised by the Board, and the passwords if any and the electronic security control systems shall be kept confidential under the custody of the said persons.

(ii) The access by the authorised persons shall be recorded in logs by the computer system and such logs shall be preserved with the officials/persons designated in this behalf by the Chairman and Managing Director or the designated official.

(iii) Copies of the back-up shall be taken on removable media at intervals as may be specified from time to time by the Chairman and Managing Director or the designated official, incorporating the changes made in the register of shareholders. At least one of these copies shall be stored in a location other than the premises in which processing it is being done. This copy shall be stored in a fire-proof environment with locking arrangement and at the requisite temperature. The access to the back-ups in both the locations shall be restricted to persons authorised in this behalf by the Chairman and Managing Director or the designated official. The persons so authorised shall record the access in a manual register kept at the location.

(iv) It shall be the duty of the authorised persons to verify the data on the back-ups with that on the computer system by using appropriate software to ensure correctness of the back-up. The result shall be recorded in the register maintained for the purpose.

(v) It shall be competent for the Chairman and Managing Director, by special or general order, to add or modify the instructions, stipulations in regard to the safeguards to be observed in maintaining the register of the shareholders in the computer system with due regard to the advancement of technology, and/or in the exigencies of situation or for any other relevant consideration.

10. Exercise of rights of joint holders

If any share stands in the names of two or more persons the person first named in the register shall, as regards voting, receipt of dividends, service of notices and all or any other matters connected with the Bank except the transfer of shares, be deemed to be the sole holder thereof.

11. Inspection of register

(i) The register shall, except when closed under Regulation 12, be open to inspection of any shareholder, free of charge, at the place where it is maintained during banking hours subject to such reasonable restrictions as the Board may impose, but so that not less than two hours in each working day shall be allowed for inspection.

(ii) Any shareholder may make extracts of any entry in the register or computer printouts free of charge or if he requires copy of computer printouts of the register or any part thereof, the same will be supplied to
him on pre-payment at the rate of Rs. 5/- for every 100 words or fraction thereof required to be copied.

(ii) Notwithstanding anything contained in sub-clause (i), any duly authorised officer of the Government shall have the right to make a copy of any entry in the register or to furnish a copy of the register of any part thereof.

12. Closing of the register

The Bank may, after giving not less than seven days previous notice by advertisement in at least two newspapers circulating in India, close the register of shareholders for any period or periods not exceeding in the aggregate forty-five days in any year, but not exceeding thirty days at any one time as shall, in its opinion, be necessary.

13. Share Certificates

(i) Each share certificate shall bear a share certificate number, a distinctive number, the number of shares in respect of which it is issued and the name of the shareholder to whom it is issued and it shall be in such form as may be specified by the Board.

(ii) Every share certificate shall be issued under the common seal of the Bank in pursuance of a resolution of the Board and shall be signed by two directors and some other officer appointed by the Board for the purpose.

Provided that the signature of the directors may be printed, engraved, lithographed or impressed by such other mechanical process as the Board may direct.

(iii) A signature to printed, engraved, lithographed or otherwise impressed shall be as valid as a signature in the proper handwriting of the signatory himself.

(iv) No share certificate shall be valid unless and until it is so signed. Share certificates so signed shall be valid and binding notwithstanding that, before the issue thereof, any person whose signature appears thereon may cease to be a person authorised to sign share certificates on behalf of the Bank.

(v) Should the share certificate so prepared contain the signature of an authorised person, as stated in sub-clause (ii) above, who however is dead at the time of issue of the certificate, the Bank may, by a method considered by it as most suitable, cancel the signature of such a person appearing on the certificate and have the signature of any other authorised person affixed to it. The share certificate so issued shall be valid.

14. Issue of share certificates

(i) While issuing share certificates to any shareholder it shall be competent for the Board to issue the certificates on the basis of one certificate for every hundred shares or multiples thereof registered in his name on any one occasion and one additional share certificate for the number of shares in excess thereof but which are less than one hundred.

(ii) If the number of shares to be registered is less than one hundred, one certificate shall be issued for all the shares.

(iii) In respect of any shares or shares held jointly by several persons, the Bank shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

15. Renewal of share certificates

(i) If any share certificate is worn out or defaced, the Board or the Committee designated by it on production of such certificate may order the same to be cancelled and have new certificate issued in lieu thereof.

(ii) If any share certificate is alleged to be lost or destroyed, the Board or the Committee designated by it on such indemnity with or without surety as the Board or the Committee thinks fit, and on publication in two newspapers and on payment to the Bank of its costs, charges and expenses, a duplicate certificate in lieu thereof may be given to the person entitled to such lost or destroyed certificate.

16. Consolidation and sub-division of shares

On a written application made by the shareholder(s), the Board or the Committee designated by it may consolidate or sub-divide the shares submitted to it for consolidation/sub-division as the case may be and issue a new certificate(s) in lieu thereof on payment to the Bank of its costs, charges and expenses of an incidental to the matter.

17. Transfer of shares

(i) Every transfer of the shares of the Bank shall be by an instrument of transfer in form 'A' annexed hereto or in such other form as may be approved by the Bank from time to time and shall be duly stamped, dated and executed by or on behalf of the transferor and the transferee along with the relative share certificate.

(ii) The instrument of transfer alongwith the share certificate shall be submitted to the Bank at its Head Office and the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the share register in respect thereof.

(iii) Upon receipt by the Bank of an instrument of transfer alongwith a share certificate with a request to register the transfer, the Board or the committee designated by the Board shall forward the said instrument of transfer along with share certificate to the Register and/or Share Transfer Agent for the purposes of verification that the technical requirements are complied with in their entirety. The Registrar and/or Share Transfer Agent shall return the instrument of transfer alongwith the share certificate if any to the transferee for resubmission unless:

(a) The instrument of transfer is presented to the Bank duly stamped and properly executed for registration and is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may require to show that the transferee to make the transfer.
(b) The Registrar satisfied that the transferee is qualified to be registered as a shareholder of the Bank in respect of the shares covered by the instrument of transfer.

(iv) The Board or the Committee designated by the Board shall unless it declines to register the transfer under
18. Power to suspend transfers

The Board or the committee designated by the Board shall not register any transfer during any period in which the register is closed.

19. Board's right to refuse registration of transfer of shares

(i) The Board may refuse transfer of any shares in the name of the transferee on any one or more of the following grounds, and on no other ground;

(a) the transfer of Shares is in contravention of the provisions of the Act or regulations made thereunder or any other law or that any other requirement under the law relating to registration of such transfer has not been complied with;

(b) the transfer of shares, in the opinion of the Board, is prejudicial to the interests of the Bank or to public interest;

(c) the transfer of shares is prohibited by an order of court, Tribunal or any other authority under any law for the time being in force.

(d) an individual or company resident outside India or any company incorporated under any law not in force in India or any branch of such company whether resident outside India or not will on the transfer being allowed hold or acquire as a result thereof, shares of the Bank and such investment in the aggregate will exceed the percentage being more than 20% (twenty) of the paid up capital or as may be specified by the Central Government by notification in the Official Gazette.

Provided however, that the powers of refusal mentioned in sub-regulation (i) (e) above may be exercised by the Committee designated by the Board in this behalf.

(ii) The Board shall, after the instrument of transfer of shares of the Bank is lodged with it for the purpose of registration of such transfer form its opinion as to whether such registration ought not to be refused on any of the grounds referred to in sub-section (i) —

(a) If it has formed the opinion that such registration ought not to be so refused, effect such registration; and

(b) If it has formed the opinion that such registration ought to be refused on any of the grounds mentioned in sub-section (i), intimate the transferor and the transferee by notice in writing within 60 days from the receipt of the Transfer Form.

20. Transmission of shares in the event of death, insolvency, etc.

(i) The executors or administrators of a deceased share holder are in respect of a share, or the holder of letters of probate or letters of administration with or without the will annexed or a succession certificate issued under Part X of the Indian Succession Act, 1925, or the holder of any legal representation or a person in whose favour a valid instrument of transfer was executed by the deceased sole holder during the latter's lifetime shall be the only person who may be recognised by the Bank as having any title to such share.

(ii) In the case of shares registered in the name of two or more shareholders, the survivor or survivors and on the death of the last survivor, his executors or administrators or any person who is the holder of letters of probate or letters of administration with or without will annexed or a succession certificate or any other legal representation in respect of such survivor's interest in the share or a person in whose favour a valid instrument of transfer of share was executed by such person and such last survivor during the latter's lifetime, shall be the only person who may be recognised by the Bank as having any title to such share.

(iii) The Bank shall not be bound to recognise such executors or administrators unless they shall have obtained probate or letters of administration or succession certificate as the case may be, from a court of competent jurisdiction.

Provided, however, that in a case where the Board in its discretion thinks fit, it shall be lawful for the Board to dispense with the production of probate or letters of administration or succession certificate or such other legal representation, upon such terms as to indemnity or otherwise as it may think fit.

(iv) Any such person becoming entitled to a share in consequence of death of a shareholder and any person becoming entitled to a share in consequence of the insolvency, bankruptcy or liquidation of a shareholder shall upon production of such evidence, as the Board may require, have the right —

(a) to be registered as a shareholder in respect of such share.

(b) to make such transfer of such share as the person from whom he derives title could have made.

21. Shareholder ceasing to be qualified for registration

It shall be the duty of any person registered as a shareholder, whether solely or jointly with another or others forthwith upon ceasing to be so registered in respect of any share to give intimation thereof to the Board in this regard.

22. Calls on Shares

The Board may, from time to time, make such calls as it thinks fit upon the shareholder in respect of all moneys remaining unpaid on the shares held by them, which are by the conditions of allotment not made payable at fixed times, and each shareholder shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board. A call may be payable by instalments.

23. Calls to date from resolution

A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the shareholders on the register on such date or at the discretion of the Board on such subsequent date as may be fixed by the Board.

24. Notice of Call

A notice of not less than thirty days of every call shall be given specifying the time of payment provided that before the time for payment of such call the Board may be notice in writing to the shareholders revoke the same.

25. Extension of time for payment of call

The Board may, from time to time and at its discretion, extend the time fixed for the payment of any call to all of any of the shareholders having regard to distance of their residence or some other sufficient cause, but no shareholder shall be entitled to such extension as a matter of right.

26. Liabilities of joint holders

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
27. Amount payable at fixed time or by instalments as calls

If the terms of issue of any share or otherwise any amount is payable at any fixed time or by instalments at fixed times, every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notice had been given and all the provisions herein contained in respect of the calls shall relate to such amount or instalment accordingly.

28. When interest on call or instalment payable

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment there shall be due and payable to the holder for the time being or allottee of the share in respect of which a call shall have been made, or the instalment shall be due, interest on such sum at such rate as the Board may from time to time, from the day appointed for the payment thereof to the time of actual payment, but the Board may at its discretion waive payment of such interest wholly or in part.

29. Non-payment of calls by shareholder

No shareholders shall be entitled to receive any divided or to exercise any right of a shareholder until he shall have paid all calls for the time being due and payable on every share held by him, whether singly or jointly with any person together with interest and expenses, as may be levied or charged.

30. Notice on non-payment of call or instalment

If any shareholder fails to pay the whole or any part of any call or instalment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Bank may at any time thereafter during such time as the call or instalment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatised in whole or in part, serve a notice on such shareholder or on the person (if any) entitled to the share by transmission, requiring him to pay such call or instalment or such part thereof, or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been paid or incurred by the Bank by reason of such non-payment.

31. Notice of Forfeiture

The notice of forfeiture shall name a day not being less than fourteen days from the date of the notice and the place or places on and at which such call or instalment or such part or other moneys and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the share in respect of which the call was made or instalment is payable will be liable to be forfeited.

32. Shares to be forfeited on default

If the requirements of any such notice as aforesaid are not complied with, any of the shares in respect of which such notice has been given may at any time thereafter for non-payment of all calls or instalments, interest and expenses or the money due in respect thereof be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

33. Entry of forfeiture in the register

When any share has been forfeited under regulation 32 an entry of the forfeiture with the date thereof shall be made in the register.

34. Forfeited shares to be property of the Bank and may be sold

Any share so forfeited shall be deemed to be the property of the Bank and may be sold, reallotted or otherwise disposed of to any person upon such terms and in such manner as the Board may decide.

35. Power to annual forfeiture

The Board may, at any time before any share so forfeited under regulation 32 shall have been sold, reallotted or otherwise disposed of, annual the forfeiture thereof upon such conditions as it may think fit.

36. Shareholder liable to pay money owing at the time forfeiture and interest

Any shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Bank all calls, instalments, interest, expenses and other money showing upon or in respect of such shares at the time of forfeiture with interest thereon from the time of forfeiture until payment at such rate as may be specified by the Board and the Board may enforce the payment of the whole or a portion thereof.

37. Partial payment not to preclude forfeiture

Neither a judgement nor a decree in favour of the Bank for calls or other monies due in respect of any shares nor any payment or satisfaction thereunder not the receipt by the Bank of a portion of any money which shall be due from any shareholder from time to time in respect of any shares either by way of principal or interest nor any in the indulgence granted by the Bank in respect of payment of any money shall preclude the forfeiture of such shares under these regulations.

38. Forfeiture of share extinguishes all claims against Bank

The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in all claims and demand against the Bank, in respect of the share and all other rights incidental to the share, except only such of those rights as are by these presents expressly waived.

39. Original shares null and void on sale, re-issue, re-allocation or disposal on being forfeited.

Upon any sale, re-issue, re-allocation or other disposal under the provisions of the preceding regulations, the certificate(s) originally issued in respect of the relative shares shall (unless the same shall on demand by the Bank have previously surrendered to it by the defauling member) stand cancelled and become null & void and of no effect, the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

40. Application of forfeiture provisions

The provisions of these regulations as to the forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share becomes payable at a fixed time, whether on account of nominal value of the shares or by way of premium as if the same had been payable by virtue of a call duly made.
41. Lien on shares

(i) The Bank shall have a first and paramount lien —

(a) on every share (not being a fully-paid share), for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

(b) on all shares (not being fully-paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Bank;

(c) upon all the shares registered in the name of each person (whether solely or jointly with others) and in respect of the proceeds of sale thereof for his debts; liabilities, and engagements, solely or jointly with any other person to or with the Bank, whether the period for the payment, fulfillment, or discharge thereof shall be actually arrived or not and no equitable interest in any share shall be recognised by the Bank over its lien.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The Bank’s lien, if any, on a share shall extend to all dividends payable thereon.

42. Enforcing Lien by Sale of Shares

(i) The Bank may sell, in such manner as the Board thinks fit, any share on which the Bank has a lien.

(a) if a sum is in respect of which the lien exists is presently payable, and

(b) after the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share of the person entitled thereto by reason of his death or insolvency.

(ii) To give effect to any such sale, the Board may authorise some officer to transfer the shares sold to the purchaser thereof.

43. Application of proceeds of sale of shares

The net proceeds of any sale of shares under regulation 42 after deduction of costs of such sale, shall be applied in or towards the satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and the residue, if any, be paid to the shareholders or the person, if any, entitled by transmission to the shares so sold.

44. Certificate of forfeiture

A certificate in writing under the hands of any director, or any other officer of the Bank of Baroda duly authorised in this behalf, that the call in respect of share was made and that the forfeiture of the share was made by a resolution of the Board to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such shares.

45. Title of purchaser and allottee of forfeited share

The Bank may receive the consideration, if any, given for the share on any sale, reallocation or other disposition thereof and the person to whom such share is sold, reallocated or disposed of may be registered as the holder of the share and shall not be bound to the application of the consideration, if any, not shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, reallocation or other disposal of the share and the remedy of any person aggrieved by the sale shall be in damages only and against the Bank exclusively.

46. Service of a notice or document to shareholders

(i) The Bank may serve a notice or a document on any shareholder either personally, or by ordinary post at his registered address or if he has no registered address in India, at the address, if any, within India supplied by him to the Bank for giving of notice to him.

(ii) Where a document or a notice is sent by post, the service of such document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice.

Provided that where a shareholder has intimated to the Bank in advance that documents should be sent to him under a certificate of posting or by registered post, with or without acknowledgment due and has deposited with the Bank a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the shareholders. And such service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case, at the time at which the letter would have been delivered in the ordinary course of post.

(iii) A notice or a document advertised in a newspaper widely circulated in India shall be deemed to be duly served on the day on which the advertisement appears on every shareholder of the Bank who has no registered address in India and has not supplied to the Bank an address within India for giving of notice to him.

(iv) A notice or document may be served by the Bank on the joint holder of a share by effecting service on the joint-holder named first in the register in respect of the share and notice so given shall be sufficient notice to all the holders of the said shares.

(v) A notice of a document may be served by the Bank on the persons entitled to a share upon death or in consequence of the insolvency of a shareholder by sending it through post in a prepaid letter addressed to them by name, or by the signature, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, to the address, if any, in India supplied for the purpose by the persons, claiming to be so entitled, or until such an address has been, if supplied, by serving the document in any manner in which it might have been served if the death or insolvency had not occurred.

(vi) The signature to any notice to be given by the Bank may be written or printed.

CHAPTER III

SECURITIES OF THE BANK HELD IN A DEPOSITORY

47. Agreement between a depository and the Bank
48. Agreement between a Participant and the Depository

(i) Any participant may enter an agreement with the Depository to act as its agent. The Depository with whom the agreement will be entered into will be one whose services the Bank has agreed to avail under Regulation 47.

(ii) Any shareholder of the Bank may through the participant enter into an agreement with the Depository in the form specified by such Depository for availing its services in respect of securities issued by the Bank.

49. Surrender of certificate of security

(i) Any shareholder or holder of any security of the Bank who has entered into an agreement under Regulation 48 above, shall surrender the certificate of security in respect of which he seeks to avail the service of a Depository to the Bank.

(ii) The Bank on receipt of the certificate of security under sub-regulation (i) above, shall cancel the certificate of security and substitute in its record the name of the depository as a registered owner in respect of that security and in form the depository accordingly.

(i) A depository shall on receipt of information under sub-regulation (ii) above, enter the name of the person referred to in sub-regulation (i) above, in its records as the beneficial owner.

50. Registration of transfer of securities with Depository

Every depository shall on receipt of intimation to effect transfer from the Bank register the transfer of securities in the name of the transferee.

51. Option to receive security certificate or to hold security held with a Depository

(i) Every person subscribing to securities offered by the Bank, shall have option either to receive security certificate or hold the security with the Depository.

(ii) When a person opts to hold security with the Depository, the Bank shall intimate such Depository details of allotment of securities and on receipt of such information, the Depository shall enter in its register, name of the allottee as the beneficial owner of that security.

52. Securities in Depository to be in fungible form

All Securities held by the Depository shall be Dematerialised and shall be in a fungible form.

53. Rights of beneficial owner

The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by the Depository.

54. Register of beneficial owner

(i) Every depository shall maintain a register and an index of beneficial owners in such form as may be prescribed under the Depositories Act, 1996 or by SEBI in respect of securities of the Bank held by the Depository.

(ii) The Depository shall furnish to the Bank at such intervals as may be prescribed by the Bank, an updated copy of the register and index of the beneficial owners maintained by it.

55. Option to opt out in respect of any securities

(i) If the beneficial owner seeks to opt out from the Depository in respect of any security, he shall inform the Depository accordingly.

(ii) The Depository shall on receipt of such intimation under sub-regulation (i) above make appropriate entries in its records and shall inform the Bank.

(iii) The Bank shall within 30 (thirty) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fee as may be specified in the SEBI Depositories & Participants Regulations, 1996 and/or the Depositories Act, 1996 issue a certificate of security to the beneficial owner or the transferee at the time may be.

CHAPTER IV
MEETINGS OF SHAREHOLDERS

56. Notice convening an Annual General Meeting

(i) A notice convening an Annual General Meeting of the shareholders signed by the Chairman and Managing Director or Executive Director or any authorized official of the Bank shall be published at least twenty one clear days before the meeting in not less than two daily newspapers having wide circulation in India.

(ii) Every such notice shall state the time, date and place of such meeting, and also the business that shall be transacted at that meeting.

(iii) The time and date of such meeting shall be as specified by the Board. The meeting shall be held at the place of Head Office of the Bank.

57. Extraordinary General Meeting

(i) The Chairman & Managing Director or in his absence the Executive Director of the Bank in his absence any one of the Directors of the Bank may convene an Extra Ordinary General Meeting of shareholders if so directed by the Board, or on a requisition for such a meeting having been received either from the Central Government or from other shareholders holding shares, carrying in the aggregate, not less than ten percent of the total voting rights of all the shareholders.

(ii) The requisition referred to in sub-regulation (i) shall state the purpose for which the Extra Ordinary General Meeting is required to be convened, but may consist of several documents in like form each signed by one or more of the requisitionists.

(iii) Where two or more persons hold any shares jointly, the requisition or a notice calling a meeting, signed by one or some of them shall, for the purpose of this regulation have the same force and effect as if it had been signed by all of them.
The time, date and place of the Extra Ordinary General Meeting shall be decided by the Board.

Provided that the Extra Ordinary General Meeting convened on the requisition by the Central Government or other shareholder shall be convened not later than 45 days of the receipt of the requisition.

(v) If the Chairman and Managing Director or in his absence the Executive Director, as the case may be, does not convene a meeting as required by sub-regulation (i), within the period stipulated in the proviso to sub-regulation (iv), the meeting may be called by the requisitionist themselves within three months from the date of the requisition:

Provided that nothing in this sub-regulation shall be deemed to prevent a meeting duly convened before the expiry of the period of three months aforesaid, from being adjourned to same day after the expiry of that period.

(vi) A meeting called under sub-regulations (b) by the requisitionist shall be called in the same manner, as nearly as possible as that in which the other general meetings are called by the Board.

58. Quorum of general meeting

(i) No business shall be transacted at any meeting of the shareholders unless a quorum of at least five shareholders entitled to vote at such meeting in person are present at the commencement of such business.

(ii) If within half an hour after the time appointed for the holding of a meeting, a quorum is not present, in the case of a meeting called by a requisition of shareholders other than the Central Government, the meeting shall stand dissolved.

(iii) In any other case if within half an hour after the time appointed for the holding of a meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and such other time and place as the Chairman may determine.

If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the shareholders who are present in person or by proxy or by duly authorised representative at such adjourned meeting shall be quorum and may transact the business for which the meeting was called:
(iv) Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by any shareholder or shareholders present in person or by proxy and holding shares in the Bank which confer a power to vote on the resolution not being less than one fifth of the total voting power in respect of the resolution.

(v) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

(vi) A poll demanded on a question of adjournment or election of chairman of the meeting shall be taken forthwith.

(vii) A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the chairman of the meeting may direct.

(viii) The decision of the chairman of the meeting as to the qualification of any person to vote, and also in the case of poll, as to the number of votes any person is competent to exercise shall be final.

62. Minutes of general meetings

(i) The Bank shall cause the minutes of all proceedings to be maintained in the books kept for the purpose.

(ii) Any such minutes, if purporting to be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.

(iii) Until the contrary is proved, every general meeting in respect of the proceedings hereof minutes have been so made shall be deemed to have been duly called and held, and all proceedings held the rest to have been duly held.

CHAPTER V

ELECTION OF DIRECTORS

63. Directors to be elected at general meeting

(i) A director under clause (i) of sub-section (3) of Section 9 of the Act shall be elected by the shareholders on the register, other than the Central Government, from amongst themselves in the General Meeting of the Bank.

(ii) Where an election of a director is to be held at any general meeting, the notice thereof shall be included in the notice convening. The meeting. Every such notice shall specify the number of directors to be elected and their particulars of vacancies in respect of which the election is to be held.

64. List of shareholders

(i) For the purpose of election of a director under sub-regulation (1) of Regulation 63 of these regulations, a list shall be prepared of shareholders on the register by whom the director is to be elected.

(ii) The list shall contain the names of the shareholders, their registered addresses, the number and denoting numbers of shares held by them, the dates on which the shares were registered and the number of votes to which they will be entitled on the date fixed for the meeting at which the election will take place and copies of the list shall be available for purchase at least three weeks before the date fixed for the meeting at a price to be fixed by the Board or the Management Committee, an application at the Head Office.

65. Nomination of candidates for election

(i) No nomination of a candidate for election as a director shall be valid unless:

(a) he is a shareholder holding -100- shares in the Bank;

(b) he is on the last date for receipt of nomination, not disqualified to be a director under the Act or under the Scheme;

(c) he has paid all calls in respect of the shares of the Bank held by him, whether alone or jointly with others, on or before the last date fixed for the payment of the call;

(d) 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 despatched to the Head Office of the Bank and such copy shall be deemed to be a nomination on behalf of such company;

(e) the nomination accompanies or contains a declaration signed by the candidate before a Judge, Magistrate, Registrar or Sub-registrar of Assurances or other Gazetted officer or an officer of the Reserve Bank of India or any nationalised bank, that he accepts the nomination and is willing to stand for election, and that he is not disqualified under the Act or the Scheme from being a director.

66. Scrutiny of nomination

(i) Nominations shall be scrutinised on the first working day following the date fixed for the receipt of nominations, and in case any nomination is not found to be valid, the same shall be rejected after recording the reason therefor. If there is only one valid nomination for any particular vacancy to be filled by election the candidate so nominated shall be deemed to be elected forthwith and his name and address shall be published as so elected. In such an event there shall not be any election at
67. Election disputes

(i) If any doubt or dispute shall arise as to the qualification or disqualification of a person deemed, or declared to be elected, or as to the validity of the election of a director, any person interested, being a candidate or shareholder entitled to vote at such election, may, within seven days of the date of the declaration of the result of such election, give intimation in writing to the Chairman and Managing Director of the Bank and shall in the said intimation give full particulars of the grounds upon which he doubts or disputes the validity of the election.

(ii) On receipt of an intimation under sub-regulation (i), the Chairman and Managing Director or in his absence, the Executive Director of the Bank shall forthwith refer such doubt or dispute for the decision of a committee consisting of the Chairman and Managing Director or in his absence, the Executive Director and any two of the directors nominated under clause (b) and (c) of sub-section (3) of section 9 of the Act.

(iii) The committee referred to in sub-regulation (ii) shall make such enquiry as it deems necessary and if it finds that the election was a valid election, it shall confirm the declared result of the election or, if it finds that the election was not a valid election, it shall, within 30 days of the commencement of the enquiry, make such order and give such directions including the holding of a fresh election as shall in the circumstances appear just to the committee.

(iv) An order and direction of such committee in pursuance of this regulation shall be conclusive.

CHAPTER VI
VOTING RIGHTS OF SHAREHOLDERS

68. Determination of voting rights

(i) Subject to the provisions contained in section 3(2E) of the Act, each shareholder who has been registered as a shareholder on the date of closure of the register prior to the date of a general meeting shall, at such meeting, have one vote on show of hands and, in case of a poll, shall have one vote for each share held by him.

(ii) Subject to the provisions contained in Section 3(2E) of the Act, every shareholder entitled to vote as aforesaid who, not being a company, is present in person or by proxy or who being a company is present by a duly authorised representative, or by proxy shall have one vote on a show of hands and in case of a poll shall have one vote for each share held by him as stated hereinafter in sub-regulation (i).

Explanation: For this Chapter, "Company" means any body corporate.

(iii) Shareholders of the Bank entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a shareholder or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.

69. Voting by duly authorised representative

(i) A shareholder, being the Central Government or company may by a resolution, as the case may be, authorise any of its officials or any other person to act as its representative at any general meeting of the shareholders and the person so authorised (referred to as a "duly authorised representative" in these regulations) shall be entitled to exercise the same powers on behalf of the Central Government or company which he represents, as if he was an individual shareholder of the Bank. The authorisation so given may be in favour of two persons in the alternative and in such a case any one of such persons may act as the duly authorised representative of the Central Government/company.

(ii) No person shall attend or vote at any meeting of the shareholders of the Bank as the duly authorised representative of a company unless a copy of the resolution appointing him as a duly authorised representative is deposited at the Head Office of the Bank not less than four days before the date fixed for the meeting.

70. Proxies

(i) No instrument of proxy shall be valid unless, in the case of an individual shareholder, it is signed by him or by his attorney duly authorised in writing, or in the case of joint holders, it is signed by the shareholder first named in the register or his attorney duly authorised in writing or in the case of the body corporate signed by its officer or an attorney duly authorised in writing:

Provided that an instrument of proxy shall be sufficiently signed by any shareholder, who is for any reason, unable to write his name, if his 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 the Bank.

(ii) No proxy shall be valid unless it is duly stamped and a copy thereof deposited at the Head Office of the Bank or at any other place duly notified by the
bank in this regard not less than four days before the date fixed for the meeting, 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 a power of attorney or other authority is previously deposited and registered with the bank.

(iii) No instrument of proxy shall be valid unless it is in Form "B".

(iv) An instrument of proxy deposited with the bank shall be irrevocable and final.

(v) 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.

(vi) The grantor of an instrument of proxy under this regulation shall not be entitled to vote in person at the meeting to which such instrument relates.

(vii) No person shall be appointed as duly authorised representative or proxy who is an officer or an employee of the Bank.

R. K. IYER
Secy. to Board

BANK OF BARODA
FORM 'A'
SHARE TRANSFER FORM
[See sub-regulation (i) of regulation 17]

FOR THE CONSIDERATION stated below the "Transferor(s) named do hereby transfer to the "Transferee(s)" named the shares specified below subject to the conditions on which the said shares are now held by the Transferor(s) and the transferee(s) do hereby agree to accept and hold the said shares subject to the condition aforesaid.

Full Name of Company Name of the recognised Stock Exchange,
where dealt in, if any,

Description of Equity Shares

| No. in | Number in | Consideration | Consideration |
| Figures | words | (in figures) | (in words) |

Distinctive Numbers

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ATTESTATION

I hereby attest the signature(s) of the Transferor(s) herein mentioned

Signature

Name

Address/Seal

Transferee(s) [Buyer(s)] particulars

Signature(s)

Name(s) in full

Name and address of witness

Signature of Witness

Page 12 of 30
BANK OF BARODA

FORM 'B'

FORM OF PROXY
[See sub-regulation (iii) of regulation 20]

(to be filled in by the shareholder)

I/Wc, resident of____________ in the district of __________ in the State of __________ being a shareholder/shareholders of the Bank of Baroda hereby appoint Shri __________ in the district of __________ in the State of __________ or failing him, Shri __________ resident of __________ in the State of __________ as my/our proxy to vote for me/us and on my/our behalf at the meeting of the shareholders of the Bank of Baroda to be held on the __________ day of __________, and at any adjournment thereof.

Signed this __________ day of __________

Name: ____________________________

Address: ____________________________

Stamp 10 Paise

Appeal Revenue

Stamp
बैंक ऑफ बँडौदा

(प्रावधान कार्यालय)

अधिसूचना

बँडौदा, 17 अक्टूबर, 2003

सं. बीसीसी/विधि/एमटीच्यु/95/1538 – बैंकिंग कंपनी (उपक्रमों का अभिविषेष एवं अन्य) अधिनियम, 1970 की धारा 19 की 
उपधारा (२), (१९७० का ५) द्वारा प्रदत्त शक्तियों का इस्तेमाल करते हुए बैंक ऑफ बँडौदा के निदेशक मण्डल ने भारतीय रिजर्व बैंक से पत्रकारी के 
उपाय से केंद्र सरकार को पूर्व मंत्री के अनुसार बैंक ऑफ बँडौदा सामान्य विनियम, 1998 में पुनः संशोधन उपर्युक्त निर्देशित संशोधन किये 
हैं: –

1. (i) विनियम को बैंक ऑफ बँडौदा सामान्य (संशोधन) विनियम 2003 
कहा जाए।

(ii) सरकारी राजपत्र में प्रकाशन की तारीख से ने विनियम प्रभावी होंगे।

2. "बैंक ऑफ बँडौदा सामान्य विनियम 1998" को "बैंक ऑफ बँडौदा 
सामान्य (शेयर एवं बैंड) विनियम 1998 " के नाम से जाना जाएगा।

3. यथानामित बैंक ऑफ बँडौदा सामान्य (शेयर एवं बैंड) विनियम 1998 
के विनियम 2 में 

(i) खंड (इ) को निर्देशित द्वारा प्रतिस्थापित किया जाएगा अर्थात् 
(२) "समिति" से तार्कित "विनियम 2क के तहत गठित समिति से 
है।".

(ii) खंड (ज़े) के अंत में निर्देशित शब्द एवं आंकड़े प्रविष्ट किए 
जाएंगे, अर्थात् 
"डिपाउटी अधिनियम, 1996 (1996 का 22) की धारा 11 के 
तहत डिपाउटी द्वारा धारित हिताधिकारी स्वामियों का रजिस्टर".

2488/01/2004

1.50/30
4. विनियम 2 के उपरांत निम्नलिखित नया विनियम प्रविष्ट किया जाएगा, अर्थात्
"2क (i) विनियम 67 के उपबंध (ii) में यथा उपलब्ध को छोड़कर निदेशक मंडल, जब कभी आवश्यक समझे, हन विनियमों हेतु एक समिति का गठन कर सकता है, जिसमें अध्यक्ष एवं प्रबंध निदेशक अथवा उनकी अनुपस्थिति में कार्यकारी निदेशक तथा दो अन्य निदेशक, जैसा वह उचित समझे, होगे.
(ii) इस विनियम के तहत गठित समिति निदेशक मंडल द्वारा निर्दिष्ट प्रक्रिया नियमों का पालन करेगी.

5. विनियम 5 के उपबंध (v) को हटा दिया जाएगा.

6. विनियम 5 के पश्चात् निम्नलिखित विनियम जोड़ा जाएगा, अर्थात् -
"5क (i) यदि बही में, अनुक्रमणिका बनाने, अनुक्रमणिका रखने, जोकी शेयरधारकों के नामों की कार्ड अनुक्रमणिका के रूप में हो सकता है, की संभावना नहीं है तो बैंक शेयरधारकों की बही में किए गए किसी परिवर्तन की तारीख से 14 दिनों के अंदर अनुक्रमणिका (Index) में आवश्यक परिवर्तन कर लेगा.
(ii) अनुक्रमणिका को शेयरधारकों के रजिस्टर के साथ रखा जाएगा.

7. विनियम 7 के उपबंध (ii) में "फर्मों के संबंध में" शब्दों के स्थान पर "साझेदारी फर्मों के संबंध में" प्रतिस्थापित किया जाएगा.

8. विनियम 8 के उपबंध (ii) के पश्चात् निम्नलिखित उपबंध जोड़ा जाएगा, अर्थात्
(iii) सूचना प्रौद्योगिकी अधिनियम 2000 (2000 का 21) में इलेक्ट्रॉनिक रिकार्डों को सुरक्षित रखने हेतु निर्धारित सुरक्षा मानकों के अधीन रहते हुए, इलेक्ट्रॉनिक रूप में रजिस्टर रखा जाएगा.

9. विनियम 11 के उपबंध (ii) में "प्रति 100 शाखों के लिए 5.5/- की दर से" को "प्रति 1000 शाखों के लिए 5.5/- की दर से अथवा ऐसी दर से जिसे निदेशक मंडल निर्धारित करें" से प्रतिस्थापित किया जाएगा.

10. विनियम 12 को निम्नलिखित द्वारा प्रतिस्थापित किया जाएगा, अर्थात्:
"12 बढ़ी बंदी-लागू दिशानिर्देशों तथा स्टॉक एक्सचेंज के साथ सूचीबद्धता समझौता के अनुपालन की सुनिश्चित करने, भारत में प्रचलित कम से कम दो समानार पत्रों में बिज्ञापन के रूप में न्यूनतम 7 दिनों की पूर्व चुनाव देने के उपार्थ बैंक किसी भी अवधि अथवा प्रति वर्ष कुल 45 दिनों से अधिक पर अरुंध एक बार में 30 दिनों से अधिक नहीं, जैसा आवश्यक हो, शेयरधारकों की बढ़ी को बंद कर सकता है".

11. विनियम 13 में (i) उपर्युक्त (ii) के "निदेशक मंडल द्वारा नियुक्त कोई अन्य अधिकारी" शब्दों के "कोई अन्य अधिकारी, जो वेतनमान-II अथवा कंपनी सचिव से नीचे का न हो" से प्रतिस्पर्धित किया जाएगा.

(ii) उपर्युक्त (v) को हटा दिया जाएगा.

12. विनियम 15 में "शेयर प्रमाणपत्रों का नवीनीकरण" शौकक को निम्नलिखित से प्रतिस्पर्धित किया जाएगा.
"नया अथवा डुप्लिकेट शेयर प्रमाणपत्र जारी करना"

13. विनियम 17 में उपर्युक्त (iii) तथा (iv) के लिए निम्नलिखित उपर्युक्त प्रतिस्पर्धित किया जाएगा.
"(iii) अंतरण को बढ़ी में दर्ज करने के अनुरोध के साथ प्राप्त होने पर बैंक द्वारा शेयर प्रमाणपत्र के साथ अंतरण लिखित, निदेशक मंडल अथवा निदेशक मंडल द्वारा नामित समिति उक्त अंतरण लिखित को शेयर प्रमाणपत्र के साथ, तकनीकी आवश्यकताओं के पूर्ण अनुपालन के सत्यापन हेतु, रजिस्ट्रेटर अथवा शेयर अंतरण एजेंट को भेजेगा. यदि अंतरण लिखित विधिवत स्पष्टता तथा रजिस्ट्रेटर कर्म हेतु समुचित रूप से निर्धारित न हो एवं संबंधित शेयर प्रमाणपत्रों अथवा निदेशक मंडल द्वारा ऐसे अंतरण हेतु अंतरण करने के लक्ष दर्शाने हेतु अपेक्षित अन्य प्रमाणों से युक्त न हो तो रजिस्ट्रेटर अथवा शेयर अंतरण एजेंट शेयर प्रमाणपत्रों के साथ अंतरण लिखित अंतरित को पुनः प्रस्तुत करने हेतु लौटा देगा.

व्याख्या :- "तकनीकी आवश्यकताओं के दृष्टांत" से तात्पर्य है.

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क) अंतरण विलेख, विधिवत रूप से स्थापित होना चाहिए।
ख) अंतरण विलेख में उल्लिखित प्रमाणपत्र नंबर अथवा डिस्टिंक्टिव नंबर को शेयर प्रमाणपत्र के साथ मेल खाना चाहिए।
ग) अंतरणकर्ता के हस्ताक्षर मेल खाने चाहिए।
घ) अंतरण विलेख साक्षीकृत होना चाहिए।

iv) निदेशक मंडल अथवा निदेशक मंडल द्वारा नामित समिति, जब तक कि इसके द्वारा विनियम 19 के अन्तर्गत अंतरण के पंजीकरण को मना नहीं किया जाता, अंतरण को पंजीकृत कराएगी।

v) जब तक कि शेयरों का अंतरण विनियम 19 के अंतर्गत मना नहीं किया जाता, अंतरण लिखित के दायर किए जाने को तारीख से 60 दिनों के भीतर अंतरित को विधिवत रूप से अंतरित शेयर प्रमाणपत्र सुचित करना होगा।

14. विनियम 19 में:

i) खण्ड (i) के "निदेशक मंडल मना कर सकता है " शब्दों के स्थान पर "निदेशक मंडल अथवा समिति मना कर सकती है " प्रतिस्थापित किया जाएगा।

ii) खण्ड (i) के उपबन्ध को हटा दिया जाएगा।

iii) खण्ड (ii) में -

(क) शुरुआत में "निदेशक मंडल द्वारा " शब्दों के स्थान पर " निदेशक मंडल अथवा समिति द्वारा " प्रतिस्थापित किया जाएगा।

(ख) उप-खण्ड (ख) के स्थान पर निम्नलिखित उप-खण्ड प्रतिस्थापित किया जाएगा :-

"यदि इससे यह राय बना ली है कि ऐसा पंजीकरण उप-विनियम (i) में उल्लिखित किसी भी कारण के आधार पर मना किया जाना है तो इस संबंध में अंतरणकार तथा अंतरित को, अंतरण प्रमाण प्राप्त होने के 60 दिनों के भीतर अथवा संबंधित रोक्स में जाने के कारणों को देने अथवा लिखित अथवा नोटिस द्वारा सूचित करना होगा ".

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15. विनियम 21 में निम्नलिखित स्पष्टीकरण जोड़ा जाएगा अर्थात् :-
"स्पष्टीकरण - इस विनियम के उदेश्य हेतु एक शेयरधारक, पंजीकरण के लिए अयोग्य हो जाएगा यदि -
(क) वह नाबालिग का अभिभावक है तो नाबालिग के बालिग हो जाने पर (ख) कर्ता के नाते शेयरों को धारित किए हुए हैं तो उसके कर्ता न रह जाने पर.

16. विनियम 32 में "उस संदर्भ में निदेशक मंडल के संकल्प द्वारा" शब्दों के स्थान पर "निदेशक मंडल के संकल्प द्वारा" जोड़ा जाएगा.

17. विनियम 44 में "बैंक के किसी अन्य अधिकारी" शब्दों के स्थान पर "अपनी सचिव अथवा बैंक का अन्य कोई अधिकारी जो बैंकमान-II के रैंक से कम नहीं होना चाहिए" में प्रतिस्थापित किया जाएगा.

18. विनियम 46 में, खण्ड (ii) के उपबंध में
(i) "अयोग्य कोई व्यक्ति द्वारा पात्री सहित अथवा रहित" शब्दों के स्थान पर "अयोग्य कोई व्यक्ति द्वारा पात्री सहित अथवा रहित अथवा कुरिस्तियों से संबंधित प्रतिनिधि" में प्रतिस्थापित किया जाएगा.
(ii) मामलानुसार "सामान्य डाक द्वारा" के पश्चात "अथवा इलेक्ट्रॉनिक माध्यम" जोड़ा जाएगा.

19. अध्याय III में -
(i) विनियम 47 में, "एक अथवा अधिक डिप्टी" शब्दों के स्थान पर "डिप्टीरीज अधिनियम, 1996 की धारा 2 (ई) में परिभाषित के अनुसार एक अथवा अधिक डिप्टी" प्रतिस्थापित किया जाएगा.
(ii) विनियम 48 से 55 तक को हटा दिया जाएगा -

20. विनियम 56, खण्ड (i) में "कोई भी प्राधिकृत अधिकारी" शब्दों के स्थान पर "कोई भी अधिकारी जो बैंकमान-III के श्रेणी से कम न हो अथवा लंबी काल में सचिव" प्रतिस्थापित किया जाएगा.

21. विनियम 61 के पश्चात, निम्नलिखित विनियमों को जोड़ा जाएगा, अर्थात् :
61ए मतगणना स्थल पर मतपत्र निरीक्षक

(i) जहां पर मतगणना होनी है वहां पर किए गए मतदान के मतपत्रों की जांच के लिए बैठक के अध्यक्ष द्वारा मतपत्र निरीक्षकों की नियुक्ति करेगा, जो कि इस बारे में उन्हें रिपोर्ट करेगे।

(ii) बैठक के अध्यक्ष को यह अधिकार होगा कि वह मतगणना के परिणाम की घोषणा के पहले किसी भी समय मतपत्र निरीक्षक को उसके पद से हटा सकता है एवं निरीक्षकों को हटाये जाने के फलस्वरूप अथवा अन्य किसी कारण से पैदा हुई रिक्तियों को भर सकता है।

(iii) अधिनियम के अंतर्गत इस तरह से नियुक्त किए गए दो मतपत्र निरीक्षकों में से एक बैठक में उपस्थित शेयरधारक (बैंक के अधिकारी अथवा कर्मचारी के रूप में नहीं) का होना जरूरी है, वशर्ते कि इस तरह का शेयरधारक उपलब्ध हो, एवं वह इसके लिए उत्स्मत हो।

61बी मतगणना करने एवं उसके परिणाम का तरीका

(i) बैठक के अध्यक्ष के पास मतगणना करने के तरीके के बारे में विनियमन का अधिकार रहेगा।

(ii) मतगणना के परिणाम को मतगणना हेतु किए गए संकल्प पर बैठक में लिया गया निर्णय समझा जाएगा।

22. अधिनियम 62 में, खंड (iii) के बाद, निम्नलिखित खंड शामिल किए जाएंगे,

अर्थातः

(iv) मिनट बुक के निरीक्षण अथवा विशेषणकृत बैठक में मिनट की प्रति के लिए शेयरधारक द्वारा लिखित रूप से किए गए निवेदन पर, बैंक शेयरधारक को संबंधित स्थिति के अनुसार निरीक्षण की स्वीकृति देगा अथवा मिनट की प्रति को प्रस्तुत करेगा।

23. अधिनियम 65 के खंड (i) उपखंड (k) में "100 (एक सौ) शेयरों की धारिता " शब्दों के स्थान पर "100 (एक सौ) शेयरों से कम की धारिता नहीं " से प्रतिस्थापित किया जाएगा।
BANK OF BARODA
(Head Office)
NOTIFICATION
Baroda, the 17th October, 2003

No. BCC/LEGAL/MTU/95/1538.—In exercise of the powers conferred by Sub-section (2) of Section 19 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (5 of 1970), the Board of Directors of Bank of Baroda, after consultation with the Reserve Bank of India and with the previous sanction of the Central Government, hereby makes the following amendments furtherto amend Bank of Baroda General Regulations, 1998 namely,

1. (i) These regulations may be called the Bank of Baroda General (Amendment) Regulations, 2003.

(ii) They shall come into force on the date of their publication in the Official Gazette.


3. In Regulation 2 of Bank of Baroda General (Shares and Meetings) Regulations 1998, the Regulations so renamed.

(i) for clause (e), the following shall be substituted, namely :-

(e) 'Committee' means a Committee constituted under regulation 2A';

(ii) in clause (j), the following words and figures shall be inserted at the end namely :-

“and register of beneficial owners maintained by any depository under section 11 of the Depository Act, 1996 (22 of 1996)”. 
4. after regulation 2, the following new regulation shall be inserted, namely:-

"2A(i) Except as provided in Clause (ii) of regulation 67, the Board may constitute, as and when necessary, a Committee consisting of the Chairman and Managing Director or in his absence Executive Director and two other directors as it may deem fit, for the purposes of these regulations;

(ii) The Committee constituted under this regulation shall observe such rules of procedure as may be specified by the Board.".

5. In regulation 5, Clause (v) shall be omitted.

6. After regulation 5, the following regulation shall be inserted, namely:-

"5A(i) The Bank shall, unless the register is in such form as in itself to constitute an index, keep an index, which may be in form of a card index of the names of shareholders and shall, within fourteen days after the date on which any alteration is made in the register of shareholders, make the necessary alteration in the index.

(ii) The index shall be kept with the register of shareholders".

7. In regulation 7, in clause (ii) for the words "in case of firms", the words "in case of partnership firms" shall be substituted.

8. In regulation 8, after clause (ii), the following clause shall be inserted, namely:-

(iii) The register in electronic form shall be maintained subject to such safeguards as stipulated for securing electronic records under the Information Technology Act, 2000 (21 of 2000).

9. In regulation 11, in clause (ii) for the words "at the rate of Rs.5/- for every 100 words", the words "at the rate of Rs.5/- or at such rate as the Board may decide for every 1000 words" shall be substituted.

10. For regulation 12, the following shall be substituted, namely:-
12. Closing of the register- The Bank may, after ensuring compliance of the applicable guidelines and the listing agreement with the Stock Exchanges, and after giving not less than seven days previous notice by advertisement in at least two newspapers circulating in India, close the register of shareholders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time as may in its opinion, be necessary.

11. In regulation 13,

(i) In clause (ii) for the words "some other officer appointed by the Board", the words "some other officer not below the rank of Scale II or the Company Secretary" shall be substituted;

(ii) Clause (v) shall be omitted.

12. In regulation 15, for the heading "Renewal of share certificate" the following shall be substituted, namely:

"Issue of new or duplicate share certificate ".

13. In regulation 17, for the clauses (iii) and (iv), the following clauses shall be substituted, namely:

"(iii) Upon receipt by the Bank of an instrument of transfer along with a share certificate with a request to register the transfer, the Board or the Committee designated by the Board shall forward the said instrument of transfer along with share certificate to the Registrar or Share Transfer Agent for the purposes of verification that the technical requirements are complied with in their entirety. The Registrar or Share Transfer Agent shall return the instrument of transfer along with the share certificate, if any, to the transferee for resubmission unless the instrument of transfer is presented to the bank, duly stamped and properly executed for registration and is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may require to show the title of the transferor to make such transfer.

Explanation- "Illustrations of technical requirements" means
(a) Transfer deed shall be duly stamped:

(b) Certificate number or distinctive number mentioned in the transfer deed shall tally with the share certificate:

(c) Transferor's signature shall tally:

(d) Transfer deed shall be witnessed."

(iv) The Board or the Committee designated by the Board shall, unless it refuses to register the transfer under regulation 19 hereinafter, cause the transfer to be registered.

(v) Unless the transfer of shares is refused under regulation 19, the share certificate duly transferred shall be delivered to the transferee within sixty days from the date of lodging of the instrument of transfer.

14. In regulation 19:-

(i) In clause (i) for the words "The Board may refuse", the words "The Board or Committee may refuse" shall be substituted;

(ii) the proviso to clause (i) shall be omitted;

(iii) in clause (ii)-

(a) In the opening portion for the words "The Board shall", the words "the Board or Committee shall" shall be substituted

(b) for sub-clause (b), the following sub-clause shall be substituted, namely:

"If it has formed the opinion that such registration ought to be refused on any of the grounds mentioned in sub regulation (i) intimate the same to the Transferor and the Transferee by notice in writing giving reasons for such refusal within 60 days from the receipt of transfer form or within such period as may be laid down in the Listing Agreement with the concerned Stock Exchange."
15. The following Explanation shall be inserted in regulation 21, namely:-

"Explanation- For the purposes of this regulation, a shareholder may cease to be qualified for registration,-

(a) If he is a guardian of minor, on the minor attaining the majority;
(b) If he is holding shares as a Karta, on his ceasing to be a Karta".

16. In regulation 32, for the words "by a resolution of the Board to that effect" the words "by a resolution of the Board to that effect at its next meeting to be held after the expiry of the notice of forfeiture under regulation 31" shall be substituted.

17. In regulation 44, for the words "any other Officer of the Bank", the words "Company Secretary or any other Officer of the Bank not below the rank of Scale II" shall be substituted.

18. In Regulation 46, in proviso to the clause (ii),-

(i) for the words "by registered post, with or without acknowledgement due, the words "by registered post, with or without acknowledgement due or by courier service or in an electronic mode" shall be substituted;
(ii) The words "or electronic media, as the case may be" shall be inserted after the words "ordinary course of post".

19. In Chapter III,-

(i) in regulation 47, for the words "one or more depository", the words one or more depository as defined in section 2(e) of the Depositories Act, 1996" shall be substituted;
(ii) regulations 48 to 55 shall be omitted.

20. In regulation 56, in clause (i), for the words "any authorised official" the words "any officer not below the rank of Scale VII or Company Secretary" shall be substituted.

21. After regulation 61, the following regulations shall be inserted, namely:-
61A. Scrutineers at Poll

(i) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinize the votes given on the poll and to report thereon to him.

(ii) The Chairman of the meeting shall have the power, at any time before the result of the poll is declared, to remove a scrutinee from the office and to fill the vacancy in the office of the scrutineers arising from such removal or from any other cause.

(iii) Of the two scrutineers appointed under this regulation one shall always be a shareholder (not being an Officer or employee of the Bank) present at the meeting: provided that such a shareholder is available and willing to be appointed.

61B. Manner of taking poll and result thereof.

(i) The chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.

(ii) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken”.

22. In regulation 62, after clause (iii), the following clause shall be inserted, namely;

“(iv) On written request made by a shareholder for inspection of the minute book or for a copy of the minute of a specified meeting, the Bank shall allow the inspection or furnish the copy of the minute, as the case may be, to the shareholder”.

23. In regulation 65, in Clause (i), in sub-clause (a), for the words “holding 100 (one hundred) shares”, the words “holding not less than 100 (one hundred) shares” shall be substituted.

M.T. UDESHI, Dy. General Manager (Legal)

[ADVT-III/IV/Bank/5504]
भारत का सार्गप्रत्र
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इस भाग में भिन्न पृष्ठ संख्या दी जाती है जिससे कि यह अलग संकलन के रूप में रखा जा सके।
(Separate paging is given to this Part in order that it may be filed as a separate compilation)

भाग III—खण्ड 4
[PART III—SECTION 4]
[सांविधिक निकायों द्वारा जारी की गई विविध अधिसूचनाएं जिसमें कि आदेश, विज्ञप्ति और सूचनाएं सम्मिलित हैं]
[Miscellaneous Notifications including Notifications, Orders, Advertisements and Notices issued by
Statutory Bodies]

बैंक ऑफ बांग्लादेश

মুম্বই, শনিবার ৭ অগ্রহ ২০০৮

सं. बीसीआर/विविध/पीक-आर/100/447---बैंककारी कम्पनी (उपक्रम का अर्जन एवं अंतरण) अधिनियम 1970 (1970 का 5) को धारा 19 द्वारा प्रदत्त शक्तियों को प्रयुक्त करते हुए, बैंक ऑफ बांग्लादेश के निदेशक मंडल आ भारतीय रिजर्व बैंक से परमार्श करने के पर्याप्त और केन्द्रीय सरकार की विभिन्न मंजूरी के साथ बैंक ऑफ बांग्लादेश सामान्य (शेयर एवं बैंक) विनियम, 1998 में निम्नलिखित संशोधन करने का प्रस्ताव किया है:

1. संक्षिप्त नाम और प्रारंभ—(1) इन विनियमों का संक्षिप्त नाम बैंक ऑफ बांग्लादेश सामान्य (शेयर एवं बैंक) संशोधन विनियम 2008 है।

(2) ये सरकारी राज्यपाल में अपने प्रकाशित होने की तारीख से प्रवृत्त होगी।

2. बैंक ऑफ बांग्लादेश सामान्य (शेयर एवं बैंक) विनियम, 1998 में विनियम 2 तथा 4 का संशोधन

(i) विनियम 2 में खंड (पी) के स्थान पर निम्नलिखित खंड प्रतिस्थापित होगा—

"(पी) इन विनियमों में पहला प्रतिविद्युत एवं अभिव्यक्तियों को परिभाषित नहीं किया गया है किंतु अधिनियम अथवा भारतीय रिजर्व बैंक के अधिनियम को धारा 3 की उपधारा (2) के खंड (सी) के परामर्श के प्रवृत्त करने के तहत उपभोक्ता समिति के अनुसार प्रदत्त शक्तियों के अनुसार और अधिनियम की धारा 3 की उपधारा (2) के खंड (सी) के परामर्श के अनुसार भारतीय रिजर्व बैंक के अधिनियम दिशानिर्देशों में इनका अर्थ यथा मामलानुसार अधिनियम या योजना वा भारतीय रिजर्व बैंक के अधिनियम दिशानिर्देशों में उनका हाल दिखाता अर्थ के समान होगा।"
"4 ए (1) बैंक इकवाटी शेयरों अथवा अधिमानी शेयरों के सार्वजनिक निर्माण अथवा अधिमानी आबंटन अथवा प्राप्तवेक्ष प्लेटफॉर्म के माध्यम से पूर्ण आयाम वल्लक है।

(2) बैंक ऐसी पूँजी उपाधों के बारे में राजकीय प्रतिपाद एवं बैंक जानकारी समिति के दिशानिर्देशों, नियमों अथवा नियमों के अनुसार एक प्रस्ताव तैयार करेगा।

(3) सार्वजनिक निर्माण अथवा अधिमानी शेयरों के अधिमानी आबंटन अथवा प्राप्तवेक्ष प्लेटफॉर्म के माध्यम से पूर्ण आयाम वल्लक है। ऐसे अधिमानी शेयरों की प्रत्येक श्रेणी के अधिकों (चाहे मात्र अथवा मात्र अधिमानी अथवा अधिमानी आपत्ति) की प्रत्येक श्रेणी के निर्माण की सीमा और शर्त अथवा नियंत्रण, अधिनियम की धारा 3 की उपधारा (2) के खंड (२) के परामित्त में सामाजिक प्रावधानों के अनुसार में भारतीय रिजर्व बैंक द्वारा निर्दिष्ट दिशानिर्देशें के अनुसार निर्भर होगी।

(4) बैंक भारतीय रिजर्व बैंक को विशेष प्रस्ताव प्रस्तुत करेगी, और प्रस्ताव को अंतिम रूप देने से पहले भारतीय रिजर्व बैंक के निर्देशों को ध्यान में रखेगा।

(5) तत्पश्चात अंतिम प्रस्ताव मंजूरी हेतु केंद्रीय सरकार को प्रस्तुत किया जायेगा और वह ऐसे रात्रिय एवं ओपनियों, जिन्हें वह अंदीरा समर्थन के अधिकारी मंजूरी प्राप्त कर सकेगी।

(6) बैंक केंद्रीय सरकार की मंजूरी के अनुसार पूँजी उपाध वल्लक है।"

पी के रामास्वामी अय्यर
उप महाप्रबंधक (विधि)

पद टिपणी : मूल बैंकिंग भारत सरकार के राजपत्र में अधिसूचना सं.21(भाग 3 धारा 4) विनिमय 22.05.1999 के तहत प्रकाशित हुआ था और परवर्ती एंडोर्न अधिसूचना सं.142 विनिमय 13.8.2004 के माध्यम से भारतीय राजपत्र में प्रकाशित हुए थे।

दि इंटरटेंट ऑफ कॉर्ट एंड वक्स एकाउंटेंट्स ऑफ इंडिया
कोलकाता-700016, विनिमय 31 मार्च 2008

सं सीखप्लू(१)/३/२००८: दि कॉर्ट एंड वक्स एकाउंटेंट्स विनिमय, 1959 के अनुसार में खंड 4 के उप-खंड (३), खंड 5 के उप-खंड (४) और खंड 19 के उप-खंड 4 द्वारा अधिसूचित किया जाता है कि इंटरटेंट को कार्यसूचि के अनुसार 245वीं वेक्टर जो 26 एवं 27 मार्च, 2008 को संयुक्त हुई, में निम्नलिखित शुल्क को रामस्थित किया है, जोकि 1 अप्रैल, 2008 से लागू होगी:

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<td>फोरो सदस्यता शुल्क</td>
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देवशरीर वापसी
सचिव
BANK OF BARODA

Mumbai, the 7th April 2008

No. BCC/LEGAL/PKR/100/447 In exercise of powers conferred by section 19 of the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970 (5 of 1970), the Board of Directors of Bank of Baroda after consultation with the Reserve Bank of India and with the previous sanction of the Central Government propose to make the following amendments to the Bank of Baroda General (Shares and Meetings) Regulations 1998, namely:-

1. Short title and commencement- (1) These regulations may be called the Bank of Baroda General (Shares and Meetings) Amendment Regulations, 2008

(2) They shall come into force on the date of their publication in the official Gazette.

2. Amendments of Regulations 2 and 4 in the Bank of Baroda General (Shares and Meetings) Regulations, 1998

(i) In Regulation 2 for clause (p) the following clause shall be substituted, namely:-

"(p) The words and expressions used herein and not defined in these Regulations but defined in the Act or Schemes or guidelines issued by the Securities and Exchange Board of India and the guidelines framed by the Reserve Bank in pursuance to the powers conferred on it under the proviso to clause (c) of subsection (2B) of section 3 of the Act shall have same meaning respectively assigned to them in the Act or the Scheme or the guidelines issued by the Securities and Exchange Board of India or framed by the Reserve Bank, as the case may be";

(ii) After regulation 4, the following regulation shall be inserted, namely:-

"4A (1) The Bank may raise capital by Public issue or preferential allotment or private placement of Equity Shares or Preference Shares.

(2) The Bank shall formulate a proposal to raise capital in accordance with the guidelines, rules or regulations of the Securities and Exchange Board of India, relating to raising of such capital."
(3) For raising capital by public issue or preferential allotment or private placement of preference shares, the extent of issue of each class of such preference shares (whether perpetual or irredeemable or redeemable) and the terms and conditions subject to which each class of such preference shares that may be issued by the Bank shall be determined in accordance with the guidelines framed by the Reserve Bank in pursuance to the provisions contained in the proviso to clause (c) of subsection (2E) of section 3 of the Act.

(4) The Bank shall submit the proposal to the Reserve Bank and take into account the views of the Reserve Bank before finalizing the proposal.

(5) The final proposal shall thereafter be submitted to the Central Government for its sanction and the Central Government may grant sanction subject to such terms and conditions as it may deem fit.

(6) The Bank shall raise capital in accordance with the sanction of the Central Government.

P. K. RAMASWAMY IYER
Dy. Gen. Manager (Legal)

Foot Note: - The principal Regulation was published in the Gazette of India vide Notification No. 21(Part II Section 4) dated 22/5/1999 and subsequent amendments published in the Gazette of India vide Notification No 142 dated 13/8/2004.

THE INSTITUTE OF COST AND WORKS ACCOUNTANTS OF INDIA
Kolkata-700 016, the 31st March 2008

No. CWA(1)/3/2008 : In pursuance of sub-Section (3) of Section 4, sub-Section (4) of Section 5 and sub-Section (4) of Section 19 of the Cost and Works Accountants Act, 1959, it is hereby notified that the Council of the Institute at its 245th meeting held on 26th & 27th March, 2008 has revised the following fees with effect from 1st April, 2008:

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DEBASIS BAGCHI
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