

ELECTION OF DIRECTORS - DECEMBER 2017- **EXTRACTS OF RELEVANT ACTS, SCHEME AND REGULATIONS, ETC.**

In terms of Section 9(3) (i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the Shareholder Directors shall have to be appointed upon the extent of capital issued under clause (c) of sub-section (2B) of Section 3 of the Act.

The relevant Sections of the Banking Regulations Act, 1949, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the relevant clauses of the Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970 and the relevant regulations of Bank of Baroda General (Shares and Meetings) Regulations, 1998 respectively in this regard, are reproduced below for the information of the Shareholders.

THE BANKING REGULATION ACT, 1949

Substantial interest- Section 5 (n-e)

- i. In relation to a company, means the holding of a beneficial interest by an individual or his spouse or minor child, whether singly or taken together, in the shares thereof, the amount paid upon which exceeds five lakhs of rupees or ten per cent. of the paid-up capital of the company, whichever is less;
- ii. In relation to a firm, means the beneficial interest held therein by an individual or his spouse or minor child, whether singly or taken together, which represents more than ten per cent of the total capital subscribed by all the partners of the said firm.

Prohibition of Common Directors - Section 16(1)

No Banking Company incorporated in India shall have as a Director on its Board of Directors, any person who is a Director of any other Banking Company.

Restrictions on Loans and Advances - Section 20

- 1) Notwithstanding anything to the contrary contained in Section 77 of the Companies Act, 1956 (1 of 1956), no Banking Company shall -
 - a) grant any loans or advances on the security of its own shares, or
 - b) enter into any commitment for granting any loan or advance to or on behalf of -
 - (i) any of its Directors
 - (ii) any firm in which any of its Directors is interested as partner, manager, employee or guarantor, or
 - (iii) any company not being a subsidiary of the Banking Company or a Company registered under Section 25 of the Companies Act, 1956 (1 of 1956), or a Government Company of which or the subsidiary or the holding company of which any of the Directors of the Banking Company is a Director, Managing Agent, Manager, Employee or guarantor or in which he holds substantial interest, or
 - (iv) any individual in respect of whom any of its Directors is a partner or guarantor.
- 2) Where any loan or advance granted by a Banking Company is such that a commitment for granting it could not have been made if Clause (b) of sub-section (1) had been in force on the date on which the loan or advance was made or is granted by a Banking Company after the commencement of Section 5 of the Banking Laws (Amendment) Act, 1968 (58 of 1968), but in pursuance of a commitment entered into before such commencement, steps shall be taken to recover the amounts due to the Banking Company on account of the loan or advance together with interest, if any, due thereon within the period stipulated at the time of the grant of loan or advance or where no

such period has been stipulated, before the expiry of one year from the commencement of the said Section 5;

Provided that the Reserve Bank may, in any case on an application in writing made to it by the Banking Company in this behalf, extend the period for the recovery of the loan or advance until such date, not being a date beyond the period of three years from the commencement of the said Section 5 and subject to such terms and conditions, as the Reserve Bank may deem fit:

Provided further that this sub-section shall not apply if and when the Director concerned vacates the office of the Director of the Banking Company, whether by death, retirement, resignation or otherwise.

- 3) No loan or advance, referred to in sub-section (2), or any part thereof shall be remitted without the previous approval of the Reserve Bank, and any remission without such approval shall be void and of no effect.
- 4) Where any loan or advance referred to in sub-section (2), payable by any person, has not been repaid to the Banking Company within the period specified in that sub-section, then such person shall, if he is a Director of such Banking Company on the date of the expiry of the said period, be deemed to have vacated his office as such on the said date.

Explanation in this Section -

- a. "Loan or advance" shall not include any transaction which the Reserve Bank of India may, having regard to the nature of the transaction, the period within which, and the manner and circumstances in which, any amount due on account of the transaction is likely to be realized, the interest of the depositors and other relevant considerations, specify by general or special order as not being a loan or advance for the purpose of this Section;
 - b. "Directors" includes a member of any Board or Committee in India constituted by Banking Company for the purpose of managing, or for the purpose of advising it in regard to the management of, all or any of its affairs.
- 5) If any question arises whether any transaction is a loan or advance for the purpose of this Section, it shall be referred to the Reserve Bank, whose decision thereon shall be final.

THE BANKING COMPANIES (ACQUISITION AND TRANSFER OF UNDERTAKINGS) ACT, 1970

Restrictions on voting rights

Section 3(2E): No shareholder of the corresponding new Bank other than the Central Government shall be entitled to exercise voting rights in respect of any shares held by him in excess of ten per cent of the total voting rights of all the shareholders of the corresponding new Bank.

Composition of the Board of Directors

Section 9 (3) (i): Where the capital issued under clause (c) of sub-section (2B) of Section 3 is :-

- a) not more than sixteen per cent of the total paid up capital, one Director
- b) more than sixteen per cent of the total paid up capital, but not more than thirty two per cent of the total paid up capital, two Directors.
- c) more than thirty two per cent of the total paid-up capital, three Directors,

to be elected by the shareholders, other than the Central Government, from amongst themselves.

Provided that on the assumption of charge after election of any such director under this clause, equal number of directors nominated under clause (h) shall retire in such manner as may be specified in the Scheme.

Provided further that in case the number of directors elected, on or before the commencement of the Banking Companies (Acquisition and Transfer of Undertakings) and Financial Institutions Laws (Amendment) Act, 2006, in a corresponding new Bank exceed the number of directors specified in sub-clause (I) or sub-clause (II) or sub-clause (III), as the case may be, such excess number of directors elected before such commencement shall retire in such manner as may be specified in the scheme and such directors shall not be entitled to claim any compensation for the premature retirement of their term of office.

Section :9(3A): The Directors to be elected under the said clause (i) shall -

(A) have special knowledge or practical experience in respect of the one or more of the following matters, namely -

- i. agriculture and rural economy
- ii. Banking
- iii. Co-operation
- iv. Economics
- v. Finance
- vi. Law
- vii. Small scale industry
- viii. any other matter the special knowledge of, and practical experience in, which would, in the opinion of the Reserve Bank be useful to the corresponding new Bank.

(B) represents the interests of depositors; or

(C) represent the interest of farmers, workers and artisans

Section 9(3AA):

Without prejudice to the provision of sub-section 3(A) and notwithstanding anything to the contrary contained in the Act or in other law for the time being in force, no person shall be eligible to be elected as a Director under Clause (i) of Sub-Section (3) unless he is a person having 'fit and proper status' based upon the track record, integrity and such other criteria as Reserve Bank may notify from time to time in this regard.

Section 9(3AB) :

The Reserve Bank may also specify in the notification issued under sub-section 3(AA), the Authority to determine the 'Fit and Proper' status, the manner of such determination, the procedure to be followed for such determination and such other matters as may be considered necessary or incidental thereto.

Section 9(3B) :

Where the Reserve Bank is of the opinion that any Director of a corresponding new Bank elected under clause (i) of sub-section (3) does not fulfill the requirements of sub-section (3A) and (3AA), it may after giving to such Director and the Bank a reasonable opportunity of being heard, by order, remove such Director and on such removal, the Board of Directors shall co-opt any other person fulfilling the requirement of sub-section (3A) and (3AA) as a Director in place of the person so removed till a Director is duly elected by the shareholders of the corresponding new Bank in the next Extraordinary General Meeting and the person so co-opted shall be deemed to have been duly elected by the shareholders of the corresponding new Bank as a Director.

Obligation as to Fidelity and Secrecy:

Section 13(2):

Every Director, member of a local Board or a Committee, or Auditor, Advisor, Officer or other employee of a corresponding new Bank shall before entering upon his duties, make a declaration of fidelity and secrecy in the form set out in the Third Schedule.

THE NATIONALISED BANKS (MANAGEMENT AND MISCELLANEOUS PROVISIONS) SCHEME, 1970

Term of office of elected Director

Clause 9(4) :

An elected Director shall hold office for three years and shall be eligible for re-election. Provided no such Director shall hold office continuously for a period exceeding six years.

Disqualification of Directors

Clause 10 :

A person shall be disqualified for being appointed as and for being a Director:-

- a) if he has at any time been adjudicated an insolvent or has suspended payment or has compounded with his creditors or
- b) if he has been found to be of unsound mind and stands so declared by a competent court; or
- c) if he has been convicted by criminal court of an offence which involves moral turpitude
- d) if he holds any office of profit under any Nationalized Bank or State Bank of India constituted under sub-section (1) of Section 3 of the State Bank of India Act, 1955 or any Subsidiary Bank as defined in Section 3 of the State Bank of India (Subsidiary Banks) Act, 1959, except for holding the post of a whole-time Director, including the Managing Director and Directors nominated under clauses (e) and (f) of sub-section (3) of Section 9 of the Act from amongst the employees of the Bank.

Vacation of office of Directors -etc.

Clause 11 :

1. If a Director becomes subject to any of disqualification specified in clause 10 or is absent without leave of the board for more than three consecutive meetings thereof, he shall be deemed to have vacated his office as such and thereupon his office shall become vacant.
2. The Chairman or a whole-time Director including the Managing Director or a Director referred to in clause (b) or clause (c) or clause (d) of sub section 3 of Section 9 of the Act may resign his office by giving notice thereof in writing to the Central Government and on such resignation being accepted by that Government shall be deemed to have vacated his office; and any other Director may resign his office by giving notice thereof in writing to the Central Government and such resignation shall take effect on the receipt of the communication of the resignation by the Central Government.
3. Without prejudice to the provision of the foregoing sub-clauses, the office of a Director referred to in clause (e) or clause (f) of sub-section 3 of Section 9 of the Act shall become vacant as soon as the Director ceases to be a workman or an employee other than workman of the Nationalized Bank of which he is a Director.
4. Where any vacancy occurs in the office of a Director other than an elected Director, it shall be filled in accordance with sub-section (3) of Section 9 of the Act.

Removal from office of an elected Director

Clause 11A :

The shareholders, other than the Central Government, may, by a resolution passed by the majority of the votes of such shareholders holding in the aggregate, not less than one half of the share capital held by all such shareholders, remove any Director elected under Clause (i) of the sub-section (3) of Section 9 and elect in his stead another person to fill the vacancy.

Filling of vacancy in the office of an elected Director

Clause 11B :

1. Where any vacancy occurs before the expiry of the term of office of an elected Director, the vacancy shall be filled by election.

Provided that where the duration of vacancy is likely to be less than six months, the vacancy may be filled by the remaining Directors

2. A person elected or co-opted, as the case may be, under sub clause (1) shall hold office for the unexpired portion of the term of his predecessor.

Disclosure of interest by Directors

Clause 12(8) :

A Director who is directly or indirectly concerned or interested in any contract, loan, arrangement or proposal entered into or proposed to be entered into by or on behalf of the Nationalized Bank, shall, as soon as possible after the relevant circumstances have come to his knowledge, disclose the nature of his interest to the Board and shall not be present at the meeting of the Board when any such contract, loan, arrangement or proposal is discussed unless his presence is required by the other Directors for the purpose of eliciting information and no Director so required to be present shall vote on any such contract, loan, arrangement or proposal :

Provided that nothing contained in this sub-clause shall apply to such Director by reason only of his being:

- i. a shareholder (other than a Director) holding not more than two percent of the paid up capital in any public Company as defined in the Companies Act, 1956 (1 of 1956), or any corporation established by or under any law for the time being in force in India or any co-operative society, with which or to which the Nationalized Bank has entered into or made, or proposes to enter into or make, a contract, loan, arrangement or proposal; or
- ii. an officer or other employee of the Nationalized Bank, if he is a director referred to in clause (e) or clause (f) of sub-section (3) of Section 9 of the Act.

BANK OF BARODA GENERAL (SHARES AND MEETINGS) REGULATIONS, 1998

Exercise of rights of joint holders

Regulation 10:

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

Voting at general meetings

Regulation 61:

- (i) At any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded, be decided on a show of hands.
- (ii) Save as otherwise provided in the Act, every matter submitted to a general meeting shall be decided by a majority of votes.
- (iii) Unless a poll is demanded under sub-regulation (i), a declaration by the Chairman of the meeting that a resolution on show of hands has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of, or against, such resolution.
- (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.

Scrutineers at Poll

Regulation 61A

- (i) Where a Poll is to be taken, the chairman of the meeting shall appoint two scrutineers to scrutinize the votes given on poll and to report thereon to him.
- (ii) The Chairman of the meeting shall have power, at any time before the result of the poll is declared, to remove a scrutineer 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.

Manner of taking poll and result thereof:

Regulation 61B

- 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 resolution on which the poll was taken.

Directors to be elected at general meeting

Regulation 63

- 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 the particulars of vacancies in respect of which the election is to be held.

List of shareholders

Regulation 64

- i. For the purpose of election of a Director under sub-regulation (i) 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 with 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, on application at the Head Office.

Nomination of candidates for election:

Regulation 65:

- i. No nomination of a candidate for election as a director shall be valid unless,
 - a) he is a shareholder holding not less than 100 (One hundred) 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 dispatched 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 Nationalized Bank, that he accepts the nomination and is willing to stand for election, and that he is not disqualified either under the Act or the Scheme or these regulations from being a Director.
- ii. No nomination shall be valid unless it is received with all the connected documents complete in all respects and received, at the Head office of the Bank on a working day not less than fourteen days before the date fixed for the meeting.

Scrutiny of nominations:

Regulation 66:

- i. Nominations shall be scrutinized on the first working day following the date fixed for receipt of nominations and in case any nomination is not found to be valid, the same shall be rejected after recording the reason thereof. 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 the meeting convened for the purpose and if the meeting had been called solely for the purpose of the aforesaid election it shall stand cancelled.
- ii. In the event of an election being held, if valid nominations are more than the number of Directors to be elected, the candidate polling the majority of votes shall be deemed to have been elected.
- iii. A Director elected to fill an existing vacancy shall be deemed to have assumed office from the date following that on which he is or is deemed to be elected.

Election disputes:

Regulation 67:

- 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 thereof 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 clauses (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 results of the election, or if it finds that the election was not a valid election, it shall, within thirty days of the commencement of the enquiry, make such order and give such directions including the holding of 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.

Voting Rights of Shareholders:

Regulation 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 the 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 authorized 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 hereinabove 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.

Voting by duly authorized representative:

Regulation 69:

- i. A shareholder, being the Central Government or a Company, may by a resolution, as the case may be, authorize any of its officers or any other person to act as its representative at any general meeting of the shareholders and the person so authorized (referred to as a "duly authorized representatives" in these regulations) shall be entitled to exercise the same powers on behalf of the Central Government or the Company which he represents, as if he were an individual shareholder of the Bank. The authorization 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 a duly authorized 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 authorized representative of the Company unless a copy of the resolution appointing him as a duly authorized representative certified to be a true copy by the Chairman of the meeting at which it was passed shall have been deposited at the Head Office of the Bank not less than four days before the date fixed for the meeting.

Proxies

Regulation 70:

- i. No instrument of proxy shall be valid unless, in the case of an individual shareholder, it is signed by him/her or by his/her attorney, duly authorized in writing, or in the case of joint holders, it is signed by the shareholder first named in the register or his/ her attorney, duly authorized in writing, or in the case of a body corporate signed by its officer or an attorney duly authorized in writing.

Provided that an instrument of Proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his/her name, if his/her mark is affixed thereto and attested by a Judge or Magistrate or 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 the other authority is previously deposited and registered with the Bank.
- iii. No instrument of the 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 granter of an instrument of proxy shall not be entitled to vote in person at the Extraordinary General Meeting to which such instrument relates.
- vii. No person shall be appointed as duly authorized representative or a proxy who is an officer or an employee of Bank of Baroda.
- viii. All alterations in the Proxy Form should be duly authenticated.

RBI'S FIT AND PROPER CRITERIA GUIDELINES

Reserve Bank of Baroda (RBI), in exercise of powers conferred on it under sub-sections (3AA) of Section 9 of the Banking Companies (Acquisition & Transfer of Undertakings) Act 1970/1980 has issued notification DBOD BC No.46 and 47/29.39.001/2007-08 dated November 01,2007 laying down specific " Fit and Proper " Criteria to be fulfilled by the persons being elected as directors on the Board of the Banks under the provisions of Section 9 (3)(i) of the Banking Companies (Acquisition &Transfer of Undertakings) Act 1970/1980.

SALIENT FEATURES OF THE NOTIFICATION

The Authority, Manner/ Procedure and Criteria for deciding the "Fit and Proper "status etc., are as under:

a) **Authority:**

All the nationalized banks are required to constitute a "nomination committee" consisting of a minimum of three directors (all independent/non-executive directors) from amongst the Board of Directors. The Board of Directors should also nominate one among them as Chairman of the nomination committee. The quorum required is three, including the Chairman. In case of absence of any member already nominated, the board of directors may nominate any other independent director in his place for the ensuing meeting. At the time of constituting the nomination committee the board can decide on its tenure.

b) **Manner and procedure:**

The nomination committee should undertake a process of due diligence to determine the 'fit and proper' status of existing elected directors/the person to be elected as a director under Sec 9 (3)(i) of the Act *ibid*. For this purpose, the banks should obtain necessary information and declaration, in the format enclosed (Annexure-1), from the existing elected directors/persons, who file their nominations for election. The nomination committee should meet before the last date of acceptance of nominations in case of candidate to be elected and decide whether or not the person's candidature should be accepted based on the criteria mentioned below. The committee's discussions should be properly recorded as formal minutes of the meeting and the voting if done should also be noted in case of both existing and proposed Directors. Based on the information provided in the signed declaration, Nomination Committee should decide on the acceptance or otherwise of the candidate and may make references, where considered necessary to the appropriate authority/persons, to ensure their compliance with the requirements indicated.

c) **Criteria**

The nomination committee should determine the 'fit and proper' status of the existing elected directors/proposed candidates based on the broad criteria as mentioned hereunder:

- (i) Educational Qualification
 - (ii) Experience and field of expertise
 - (iii) Track record and integrity
- (The above list is only illustrative and not exhaustive.)*

The Nomination Committee should see whether the non-adherence to any of the above criteria would hamper the existing elected director/proposed candidate from discharging the duties as a director on the Board of the bank. Further, the candidate coming to the adverse notice of any authority/regulatory agency or insolvency or default of any loan from any bank or financial institution would make the candidate unfit and improper to be a director on the Board of a bank

d) **Other matters**

It is desirable that it is ensured, in the public interest, that the elected directors execute the deed of covenants (as recommended by the Dr.Ganguly Group vide RBI circular DBOD.No.BC.116/08.139.001/2001-02 dated 20thJune 2002 and also every year as on 31st March.

It is also mandatory that all the elected directors must furnish a simple declaration every year as on 31st March that the information already provided by them has not undergone any change and where there is any change, requisite details are furnished by the directors forthwith. If there are any significant changes, the nomination committee should undertake the due diligence exercise afresh and examine the 'fit and proper' status of the director.

GIST OF REVISED RBI GUIDELINES (vide circular no. DBR.Apt.BC.No.39/29.39.001/2016-17 dated 24.11.2016)

Special knowledge or practical experience useful to banking companies

In the backdrop of innovations in banking and technology, it is felt that the domain knowledge and experience enumerated under various statutory provisions for the directors on the boards of commercial banks (excluding RRBs) need to be augmented by knowledge and experience in other specialized areas, to guide the banks in managing their diversified business portfolios and risks. It has, therefore, been decided to broaden the fields of specialization to include (i) Information Technology (ii) Payment & Settlement Systems (iii) Human Resources (iv) Risk Management and (v) Business Management, for persons who could be considered for appointment of director in the banks.

REVISED GUIDELINES DATED 25th MARCH 2015 ISSUED BY GOI FOR APPOINTMENT OF PART-TIME NON-OFFICIAL DIRECTORS (NOD) ON THE BOARDS OF PUBLIC SECTOR BANKS/FINANCIAL INSTITUTIONS:

GENERAL

1. Nominations will be made keeping in view the provisions of the relevant Acts/Rules.
2. The suitability of nominees may be assessed in terms of qualification and expertise, track record, integrity etc. For assessing integrity and suitability, information on criminal records, financial position, civil actions undertaken to pursue personal debts, refusal of admission to or expulsion from professional bodies, sanctions applied by regulators and similar bodies and previous questionable business practices etc. will be relied upon.

EXPERIENCE

- a) Persons with eminence special academic training or practical experience in the fields of agriculture, rural economy, banking, cooperation, economics, business management, human resources, finance, corporate law, Risk Management, industry and IT will ordinarily be considered. 20 years of industry experience at a senior position, established expertise in respective areas (successfully led a reputed organization, brought turnaround in a failing organization) would be preferred.
- b) Retired senior Government officials with total experience of 20 years and minimum 10 years of experience at Joint Secretary and above level. Retired CMDs/EDs of Public Sector Banks after one year of retirement. The ex-CMDs/EDs will not be considered for appointment as NOD on the Board of the PSB from which they have retired. Serving CMDs/EDs of PSB will not be considered as NOD on the Board of any other PSB.
- c) Academicians Directors of premier Management Banking Institutes and Professors having more than 20 years of experience.

- d) Chartered Accountants with 20 years experience (excluding audit experience) would also be preferred.
- e) However, the experience criteria may be relaxed with the approval of the Finance Minister in exceptional cases based on merits of the case.
- f) As far as possible representation may also be given to women and the persons belonging to SC/ST community.

EDUCATION

An NOD should at least be a graduate in any stream preferably with specialization in Business Management, Risk Management, Finance, Human Resources and IT.

AGE

The age of the Director, on the date of recommendation by Search Committee should not be more than 67 years.

WORK EXPERIENCE

Professionals/academicians should ordinarily have 20 years of work experience in their particular field.

DISQUALIFICATIONS

- a) A director already on a Bank/Financial Institution (FIs)/RBI/Insurance Company, under any category, may not be considered for nomination as NOD in any other Bank/FI/RBI/Insurance Company.
- b) Persons connected with hire purchase, financing investment, leasing and other para-banking activities, MPs, MLAs, MLCs and Stock Brokers will not be appointed as non-official directors on the boards of Banks/FIs/RBI/Insurance Companies. Investors in a hire purchase, financing investment, leasing and other para banking activities would not be disqualified for appointment as NOD, if they are not having any managerial control in such companies.
- c) No person may be re-nominated as an NOD on the Board of a Bank/FI/RBI/Insurance Company on which he/she has served as Director in the past under any category for two terms or six years whichever is longer.

TENURE

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

PROFESSIONAL RESTRICTION

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

REGIONAL REPRESENTATION

Efforts should be made to ensure representation of all the six zones of the country - North, South, East, West, Central and North-East on the boards of Public Sector Banks taken together.

GIST OF REVISED GUIDELINES DATED 08th JULY 2016 ISSUED BY GOI FOR APPOINTMENT OF PART-TIME NON-OFFICIAL DIRECTORS:

- i. If a Chartered Accountant firm is currently engaged in any Public Sector Bank (PSB) as a Statutory Central Auditor, no partner of the same Chartered Accountant firm shall be eligible for appointment as a Non-official Director in any Nationalised Bank / PSB.
- ii. If a Chartered Accountant firm is currently engaged in a Nationalised Bank as Statutory Branch Auditor or Concurrent Auditor, no partner of the same Chartered Accountant firms should be eligible for appointment as a Non-official Director in the same Bank.

**Investors Services Department
(Company Secretary)
Bank of Baroda
Baroda Corporate Centre,
C-26, "G"Block, BKC
Bandra (East)
MUMBAI 400 051**

**Place: Mumbai
Date: 14.11.2017**