Saraswat
Bank

Saraswat Co-operative Bank Ltd.

(Scheduled Bank)

CERTIFICATE OF REGISTRATION NO. 2062 OF 1918.
DATED 14th SEPTEMBER 1918.

BYE - LAWS

Last amended on 16th June, 2026

Printed on 16.07.2026

Certificate of Registration

No. 2062 of 1918

The Registrar hereby notifies that The Saraswat Co-operative Banking Society Limited, **Taluka** Saraswat Brahman Samaj Griha, Bhatwadi, Girgaum, **District** Bombay, has been registered under Section 9 of Act 11 of 1912,

Dated 14 th September 1918

Sd/ R. E. Ewbank
Registrar,
CO-OPERATIVE SOCIETIES
Bombay Presidency

Extract from the Bombay Government Gazette. October 19,1933
Re : the change of name of the Society from "The Saraswat Co-operative Banking Society Ltd." to "The Saraswat Co-operative Bank Ltd".

"No.2062/7 – The name of The Saraswat Co-operative Banking Society Limited, Bombay, Registered under this office No. 2062, dated 14th September 1918, is hereby changed to **The Saraswat Co-operative Bank Limited,** Bombay, and it is so registered under Section 16 of Act VII of 1925."

Poona 13th October 1933

Sd/- **K.L. PANJABI**
Registrar, Co-operative Societies
Bombay Presidency

Regd. Office :- **Saraswat Co-operative Bank Ltd.,**
Ekanath Thakur Bhavan,
953, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025.

BYE-LAWS

OF

Saraswat Co-operative Bank Ltd.

CONSTITUTION

1. Saraswat Co-operative Bank Limited (hereinafter referred to as the Society) is a Society registered as a Co-operative Credit Society under the Bombay Co-operative Societies Act, 1925 (Bombay Act VII of 1925) amended by the Maharashtra Co-operative Societies Act, 1960 (Maharashtra Act No. 24 of 1961) and also deemed to be registered under the Multi State Co-operative Societies Act, 2002 (hereinafter referred to as the 'Act').

1A. The area of operation of the Bank shall be the entire Union of India.

2. The Society shall consist of ten or more persons possessing the requisite qualifications as laid down in Bye-Law No. 6.

3. The liability of each share-holder of the Society shall be, and hereby is, limited to the capital represented by the share or shares of which such shareholder is the registered holder.

REGISTERED OFFICE

4. The Registered Office of the Bank is and shall be situated in Mumbai at Ekanath Thakur Bhavan, 953, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.
Email id:- corporatecenter@saraswatbank.com

OBJECTS

5. The objects of the Society shall be to engage in any one or more of the forms of business enumerated in Section 6 as amended by Section 56 of The Banking Regulation Act, 1949 and in particular, to carry out the following forms of business:

    (a) To do banking business on Co-operative principles by accepting for the purpose of lending or investment, of deposits of money from members as well as the public, repayable on demand or otherwise and, withdrawable by cheque, draft, order or otherwise;

    (b) To raise funds by issue of shares;

    (c) To encourage thrift, self-help and co-operation among members and depositors;

    (d) To prevent members from falling into permanent indebtedness and to assist them financially in times of difficulty and to help them to get out of debt;

(e) To engage in any one or more of the following forms of business namely;

(i) The borrowing, raising or taking up of money;

(ii) The lending or advancing of money to members either upon or without security,

(iii) The drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments and securities whether transferable or negotiable or not;

(iv) The granting and issuing of letters of credit, traveller's cheques and circular notes and to do all forms of foreign exchange business;

(v) Deleted.

(vi) The acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds;

(vii) Deleted.

(viii) The receiving of all kinds of bonds, scrips or valuables on deposit or for safe custody or otherwise;

(ix) The providing of safe deposit vaults.

(x) The collecting and transmitting of money and securities;

(xi) Acquiring and holding and generally dealing with any property or any right, title or interest in any such property which may form the security or part of the security for any loans or advances or which may be connected with any such security;

(xii) Carrying on and transacting guarantee and indemnity business, on behalf of the constituents in the ordinary course of banking business;

(xiii) Opening Branches and sub-offices with previous sanction of the Registrar and the Reserve Bank of India;

(xiv) Subject to the previous approval of the Registrar establishing and supporting or aiding in the establishment and support of associations, institutions funds, trusts and conveniences calculated to benefit members, employees or ex-employees of the Society or the dependents or connections of such persons; granting pensions and allowances and making payments towards insurance; subscribing to or guaranteeing monies for charitable benevolent object or for any exhibition or for any public, general or useful object;

(xv) Undertaking and executing trusts, undertaking the administration of estates as a executor, trustee or otherwise, with the previous permission of the Registrar;

(xvi) The acquisition, construction, maintenance and alteration of any building or Works necessary or convenient for the purposes of the Society;

(xvii) To act as Insurance agent;

(xviii) To promote one or more subsidiary institutions which may be registered under any law for the time being in force for the furtherance of its stated objects.

(xix) Any other form of business which the Central or the State Government may Specify as a form of business in which it is lawful for a banking institution to engage;

(xx) Doing all such other things as are incidental and conducive to the promotion Or advancement of the business of the Society;

(xxi) To open, establish, maintain and operate Currency chest and small coins depots on such terms and conditions as may be required by the Reserve Bank of India and enter into all administrative or other arrangements for undertaking such functions with Reserve Bank of India.

(f) To amalgamate with another Society with same or similar objects.

MEMBERS

6. No person shall be entitled to become a member of the Society unless:

a) He is over 18 years of age.

b) His written application for membership in the prescribed form has been approved by a majority of the Board of Directors.

c) He has subscribed to at least fifty shares and paid his instalment within 15 days of allotment or within such further period as Board of Directors may within its discretion allow, and

d) He has been residing and/or carrying on business and /or engaged in gainful occupation within the area of operation of the Bank.

Provided, however, no person who is already a member of the Society prior to the commencement of this Bye-Law shall, save as expressly provided in Bye-Law No. 6A, cease to be a member of the Society merely by the reason of his not possessing the qualification laid down in this Bye-Law and provided Further that in case of such person ceasing to be a member of the Society under any one of the contingencies mentioned in Bye-Law No. 24, his nominee, assignee, heir, legal representative or even the surviving persons, jointly entitled to a share along with such deceased member shall not be able to claim the benefit of the continuity of the membership of the Society and shall only be able to claim from the Society whatever benefits such nominee etc. would be entitled to claim under Bye-Law Nos. 19 and 20.

e) Notwithstanding anything contained in any other Bye-law for the time being in force, any Person, residing, carrying on business or is working for gain within the area of operation of the Bank and who desires to stand surety for a borrowing Member of Bank and who desires to borrow occasionally for a temporary period against certain tangible securities such as Gold and Silver ornaments, Fixed Deposit receipts of the Bank, LIC policies, transferable Govt. and Trustee Securities or who desires to borrow upto such limits as may be prescribed by the Reserve Bank of India from time to time for purchase of consumer durable articles such as television sets, refrigerators, two wheelers, etc. or for any other purpose permitted by the Reserve Bank of India may be admitted as a Nominal Member of the Bank upon his application in a prescribed form on payment of Rs.100/- as a non-refundable entrance fee which shall be credited to the Reserve Fund, provided however his application for Membership in the prescribed form has been approved by the Board of Directors. However, the members of Self-Help Groups (SHGs) and Joint Liability Groups (JLGs) who stand as guarantors for the loans granted to Self Help Groups (SHGs)/Joint Liability Groups (JLGS) are exempted from becoming nominal members.

In the case of nominal member, as soon as the debt payable by him is discharged and no amount is outstanding from him, a certificate issued by the Bank in this behalf will be conclusive proof of cessation of membership.

e) (i) Minimum Level of Products and Services to be availed by the member shall be as follows :

Maintained with the Bank during the previous financial year:-

a) i. Savings Account with average daily balance of Rs.2,000/-or;
ii. Current Account with average daily balance of Rs.5,000/-or;

b) Maintained Fixed deposit of minimum Rs.10,000/- or;

c) Taken loan of any type for an amount of at least Rs.1,00,000/-

6A. Notwithstanding anything contained in any other Bye-Law a Co-operative Society shall not be eligible to be a member of the Society and that a Co-operative Society already admitted a member shall cease to be a member with effect from 28th February, 1966.

6B. Notwithstanding anything contained in any other Bye-law, membership of the bank shall be open to a proprietary firm, partnership firm, a private or public limited company, Self Help Groups (SHGs), Joint Liability Groups (JLGs) or any other body corporate constituted under any law for the time being in force except a Co-operative Society registered under the Co-operative Societies Act other than the Maharashtra State Co-operative Bank Limited, or the Mumbai District Central Co-operative Bank Ltd., or to a Society registered under the Societies Registration Act, 1860 or: it is the State Government or it is a local authority or it is a public trust registered under any Law for the time being in force for registration of such trust.

Provided:

(I) The written application for membership in the prescribed form has been approved by a majority vote of the members of the Board present at the meeting of the Board of Directors.

(II) At least fifty shares are subscribed & fully paid.

6C. Notwithstanding anything mentioned in any other Bye-Law, a member holding less than 50 shares shall subscribe for additional shares to make his total shares at minimum of 50 as required under Bye-Law No. 6.B (ii) within a period of one year from the commencement of this Bye-Law in order to exercise his membership rights failing which the Society shall refund the amount of shares held by him.

6D. Subject to the applicable laws/regulations/rules etc. the Board of Directors shall have the power to issue such number of shares of the Society as the Board may deem fit, to one or more duly registered trusts formed by the Society with the corpus from the Society for the benefit of the retired/present employees and members of the Society. The Shares shall be issued to each of the said trusts on such terms and conditions as the Board may deem fit. The shares issued from time to time by the Board of Directors to each of the said trusts shall not exceed more than 5% of the paid-up share capital of the society when the same is issued to each of the said trusts.

6E. Notwithstanding anything to the contrary contained in any other Bye-Law, a member of any amalgamating society, who after amalgamation becomes the shareholder of the Society and holds minimum one share but less than fifty shares of the Society, such shareholder shall be considered as a member and be eligible to exercise his membership rights in the same manner as any other member of society admitted under provisions of Bye law No.6 for a period of five years.

Such member shall subscribe for additional shares to make his total shares at minimum fifty within such period of five years, failing which he will not be eligible to exercise his membership rights after the expiry of five years.

7. The capital of the Society is ₹ 1000,00,00,000/-divided into 100,00,00,000/shares of ₹ 10/- each. Money on shares shall be paid in full at one time and a Share Certificate shall be issued on the realization of the amount subscribed for.

8. The Society in General Meeting may from time to time increase the Capital by the creation of new shares of such number and amount as may be deemed expedient.

SHARES

9. Shares shall be under the control of the Board of Directors who may allot them subject to these Bye-Laws to persons qualified under Bye-Law No. 6 on such terms and conditions and at such time as the Board shall think fit.

10. Shares may be registered in the name of one or more persons provided that where two or more persons are registered as the holders of any shares, they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:

    a) The Society shall not be bound to register more than five persons as the holders of any share.

    b) The joint holders of any share shall be liable severally as well as jointly, in respect of all payments which ought to be made in respect of such share.

c) On the death of any one of such joint-holders the survivors or survivor shall be the only persons or person recognised by the Society as having any title to such share, but the Board may require such evidence of death as they may deem fit.

d) Any one of such joint-holders may give effectual receipts of any dividend, bonus or return of capital payable to such joint-holders.

e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any shares shall be entitled to delivery of the certificate relating to such share or to receive notices from the Society, or to attend or vote at General Meetings of the Society and any notice given to such person shall be deemed notice to all the joint-holders.

11. The certificates of title to shares shall be issued under the seal of the Society and shall be signed by the Managing Director and by two members of the Board of Directors.

12. If any certificate be worn out, defaced, destroyed, or lost, a new one or new ones may be issued in lieu thereof on payment of a fee of Rupees Ten per share certificate on production to the Board of Directors of evidence satisfactory to them of its being worn out, defaced, destroyed, or lost, or in default of such evidence on such indemnity being given as the Board of Directors may think sufficient.

13. Deleted.

14. If the requisitions of such notice are not complied with, any share or shares in respect of which notice has been given may, at any time thereafter, before payment of all instalments, interest and expenses due in respect thereof, be forfeited by the Board of Directors, who shall record a minute to that effect, and the holder thereof shall cease to have any interest therein, and his name may be removed from the register as such shareholder, and thereupon notice shall be given to him of such removal, and an entry of the forfeiture with the date thereof shall forthwith be made in the register.

15. The amount collected on any share or shares so forfeited shall be deemed to be the property of the society and shall be credited to the Reserve Fund.

16. No member shall hold shares more than 5% of the total paid- up Share Capital of the Society.

Provided that the Board may stipulate the maximum limit of shareholding within the above ceiling for linkage of shareholding to borrowing in accordance with the directions given by the Reserve Bank of India and/or the Central Registrar of Co-operative Societies from time to time.

16A. No dividend shall be declared or paid except from out of the net profits and such dividend shall be decided by the Board.

17. A member may transfer his share or shares after holding them for one year to any person subject to Bye-Law No. 6 with the approval of the Board or the Board may at its option redeem any shares at their par value. The transfer shall not be deemed to be complete until the name of the transferee has been entered in the Members Register and such fees as the Board of Directors may prescribe has been paid.

The Board may decline to register any transfer of shares in respect whereof any member is indebted to the Society in any way.

18. No interest, dividend or share of the profits of the Society for the then current year shall

be paid or payable to share-holder whose share capital shall be repaid to him under the provisions of Bye-Law No 17.

19. A member may by signing a nomination paper or the register to be kept at the Society's registered office to that effect, and thereby causing the name of his nominee to be entered in a register, nominate any person or persons to receive the member's interest in the Society on his death, should such person or persons survive the member. Such nomination may be revoked or cancelled at any time by the member in question by intimation to that effect given in writing to the Society and a fresh nomination made on payment of a fee of one rupee.

20. On the death of a share-holder, the Society may pay to or transfer to the credit of the person or persons nominated in accordance with the Bye-Laws made in this behalf or if there is no person or persons so nominated, such person or persons as may appear to the Board of Directors to be entitled to receive the same as heir or legal representative of the deceased share-holder, within six months from the date of the deceased share-holder, a sum representing the value of such shareholder's share or interest as ascertained in accordance with these bye-laws and the Society shall thereupon be absolved from all liability in respect of such share or interest on his executing a deed of indemnity to the Society.

21. The sum to be paid by the Society under Bye-Laws No 19 & 20 shall be the amount paid up on the shares held by the deceased share-holder together with the amount due to him in respect of any deposit and interest thereon, less the amount if any, due by him to the Society and shall be paid within six months from the death of the deceased share-holder.

22. The liability of a past share-holder, to the extent mentioned in Bye-Law No 3, for the debts due to the Society as they existed at the time when he ceased to be a shareholder of it, shall continue for a period of two years from the date of his so ceasing. The estate of a deceased shareholder shall remain liable to the extent mentioned in Bye-Law No 3 for the debts due to the Society as they existed at the time of his decease for a period of two years after such decease.

23. A member of the Society may be expelled by the vote of an absolute majority of General Meeting:

    a) If he is persistent defaulter.
    b) If he wilfully deceives the Society by false statements.
    c) If he is bankrupt or legally disabled.
    d) If he is criminally convicted.
    e) If he intentionally does any act likely to injure the credit of the Society.

Expulsion involves the forfeiture of all shares held by him.

24. A person ceases to be a member:

    a) On death.
    b) When his resignation is accepted by the Board of Directors.
    c) On expulsion; or

d) On forfeiture or transfer of all the shares held by him.

24.A A person shall not be eligible for being a member or continuing as a member of the Bank if-

(a) his business is in conflict or competitive with the business of the Bank; or

(b) he fails to use the minimum level of the products or services for two consecutive years; or

(c) he has not attended three consecutive general meetings of the Bank and such absence has not been condoned by the members in the general meeting; or

(d) he has made any default in payment of any amount to be paid to the Bank.

BORROWINGS BY THE SOCIETY

25. It shall be competent to the Board of Directors:

i) To accept funds or to borrow funds on behalf of the society either by way of deposits or by way of issuing unsecured, subordinated non-convertible redeemable debentures/bonds, or other instruments permitted by the Reserve Bank of India either from members or from persons other than members.

ii) to avail itself of rediscounting facilities from time to time from the Industrial Development Bank of India (IDBI) or any such other financial agency under the scheme for rediscounting facilities.

DEPOSITS

26. Deposits may be received at any time from members or non-members at the discretion of the Board of Directors, by any office-bearer of the Society whom the Board of Directors may delegate the Power for the time being.

27. Deposits from members shall be received in preference to deposits from non-members.

28. There shall be six classes of deposits.:

1) Fixed Deposits.

2) Recurring Deposits.

3) Savings Account Deposits.

4) Current Account Deposits.

5) Cash Certificate Deposits.

6) Any other types of demand and/or time deposits.

The rates of interest and other terms and conditions in regard to the above-named deposits accepted by the Society shall be determined by the Board of Directors subject to the directives issued by the Reserve Bank of India in this behalf from time to time.

29. Deleted.

30. With the previous sanction of the Registrar, the Board of Directors may establish Provident and other Funds for the benefit of the members and or employees of the Society and may make contribution to such Fund on such terms and conditions as shall be determined by the Board and approved by the General Body of members.

31. Deleted.

32. Deleted.

33. Deleted.

LOANS

34. Loan shall be made only to members, provided that with special sanction of the Registrar, along with members, the Society may make loans to another Society and others. Such others will be the following categories:

    a) Individuals/firms and companies who become the borrower of the bank by way of assignment of their debts.

    b) Non-Government Organisations.

34A. 1. A Borrowing member should hold shares at Five percent of his borrowing, If such borrowing unsecured i.e. in the form of clean advances against one or more Personal sureties or purchase/discount of clean bills and cheques.

2. A Borrowing Member should hold shares at two and half percent of his borrowing if such borrowings are against tangible securities.

3. A Borrowing Member being a small scale industrial unit should hold shares initially at 1 percent of its borrowings which percentage should be raised to two and half percent of the borrowings in the next two years, provided that the above linkage of shareholding to borrowing shall be in accordance with the ratios as may be fixed by the Reserve Bank of India from time to time.

Notwithstanding anything contained herein the maximum shareholding of a Member shall be subject to the provisions of the Multi-State Co-operative Societies Act, 2002 and the rules framed thereunder.

Explanation: This Bye-Law Shall not be applicable to a Nominal Member whether a borrower or not.

35. Advances may be granted on personal security with or without sureties subject to such maximum limit as may be fixed by the Reserve Bank of India from time to time for advances against one or more sureties who shall be member/s or for advances without surety.

35A. Deleted.

35B. Deleted.

36. Loans, Cash Credit or Overdrafts on Current Accounts may also be granted on the Security of:

    1. Stocks, Funds and Securities in which a trustee is authorised to invest Trust money as specified in Section 20 of the Indian Trust Act, 1882.

    2. Gold and Silver in bars or in ornaments.

3. Life Insurance Policy of a recognised Company within its surrender value which is assigned to the Society.

4. Fixed Deposits, Recurring Deposits, Cash Certificate Deposits, Annuity Deposit with the Society or the Fixed Deposit Receipt of any approved Bank or the postal Cash Certificate pledged with the Society.

5. Goods including livestock, vehicles, barges, cargo/passenger ships, trawlers, boats, fishing nets etc. which or the documents of title to which are deposited with or pledged, hypothecated, assigned or transferred to the Society as security for such advances, loans or credits.

6. Shares and Debentures

7. Land, Building, Machinery, Raw Materials, Goods in process and Finished goods.

8. Bills of Trade outstanding, Duty Drawback and Cash Assistance due from Government or approved parties arising out of bonafide commercial, trade or industrial transactions and having currency of not more than one hundred and eighty days.

9. Accepted Bills of Exchange, Promissory Notes and Hundies arising out of bonafide commercial, trade or industrial transactions having a currency of not more than one hundred and eighty days except those drawn under Deferred Payment Scheme of any approved financial agency where the ceiling of one hundred and eighty days shall not apply.

36A. Deleted.

36B. Deleted.

36C. Notwithstanding anything contained in any other Bye-Law, loans and advances in any form may be granted to any member, individual or other entity permitted under law for various purposes with such repayment period and such terms and conditions as may be prescribed by the Reserve Bank of India otherwise as may be laid down or framed by the Board of Directors from time to time.

37. Applications for loans be dealt with by the Board of Directors who may grant the same or any portion thereof on such terms or conditions consistent with these Bye-Laws as they think fit or may refuse the same without being under any obligation to assign reason for doing so.

38. Loans plus interest shall be repayable on demand or in such instalments, but not exceeding a period as the Board may determine or in accordance with Reserve Bank of India guidelines. The Board of Directors may suspend repayment of any instalments on sufficient cause being shown. A Borrower may pay off the whole or any balance of the loan due with interest thereon to the date of payment at any time during the currency of the loan.

Notwithstanding anything contained in the Bye-Law or any other Bye-Law the period of repayment for housing loans shall be subject to such guidelines as may be issued from time to time by the Reserve Bank of India or as may be fixed by the Board of Directors.

38A. The Board of Directors may grant loans to members of the staff of the bank for acquiring housing accommodation or site in a co-operative housing society on such terms and conditions as are set out by the Board of Directors notwithstanding the period of repayment prescribed under Bye-Law No. 38 and notwithstanding ceiling on the amount of advance prescribed under Bye-Law No. 35.

The Board of Directors may grant with the prior approval of the Divisional Joint Registrar loans to the Housing Societies of the members of the staff on terms and conditions as are set out by the Board of Directors notwithstanding the period of repayment prescribed under Bye-Law no. 38 and notwithstanding the ceiling on the amount of advance prescribed under Bye-Law No. 35.

38AB. Notwithstanding anything contained in these bye-laws, the Board of Directors may sanction loans to the employees of the Bank for such amounts, at such rates of interest, for such period of repayment and subject to such other conditions as the Board in its discretion may fix in this behalf.

39. Interest on advances shall be charged at such rates as may be decided by the Board of Directors in accordance with the directives issued by the Reserve Bank of India from time to time.

The rates shall be notified to the Borrowers/Members by display on the notice board of the Branches from time to time.

39A. If a borrower fails to pay off the advance on demand or the instalments fixed on the due dates, the Board may charge penal interest in addition to the usual interest at a rate which shall be in accordance with the instructions in this regard from the Reserve Bank of India.

40. The Society shall have first charge on the paid up share or shares, dividends or other sums payable to a share-holder or past share-holder in respect of any liabilities of such share-holder or past share-holder to the Society and the Society may at any time set off any sum credited or payable to a share-holder or past share-holder in or towards payment of any liabilities of such share-holder or past share-holder.

PROFITS

41. The net profits of each financial year of the Society shall be arrived at and thereafter disposed off in accordance with the provisions of the Multi-State Co-operative Societies Act, 2002 and the Rules framed thereunder;

Provided that the payment of ex-gratia to the employees of the Bank shall be subject to such stipulations, conditions and quantifications as may be decided by the Board of Directors from time to time.

42. The statutory reserve fund shall be available by resolution of the General Meeting to cover deficiencies which may arise from unforeseen losses, and to serve as security for any loans which the Society may find that it has to contract subject to the approval of the Registrar. In the event of dissolution, the statutory reserve fund may with the approval of the Registrar appointed under the Act by the Local Government, be applied to such purpose as may be determined by the majority of the members.

The General Reserve of the society being free reserves, the Board may decide the utilization in furtherance of the objectives of the society.

INVESTMENTS

43. The capital and funds of the Society or such part thereof as may not have been invested under any of these Bye-Laws and which may not immediately be required for the purpose of the Society may be deposited in the Society's Name in the Government Saving Bank or with any other Bank or Bankers approved by the Registrar and shall be withdrawable by cheques signed jointly by two of its members or officers authorised by the Board of Directors.

44. The Capital and Funds of the Society shall be invested in accordance with the provisions of the Multi-State Co-operative Societies Act, 2002 or as may be permitted by the Reserve Bank of India.

    The investment shall be in the name of the Society and all such transactions in connection thereof shall be signed by two officers authorised in this behalf by the Board of Directors.

MEETINGS

45. A General Meeting of the Society shall be held once every year at such time and such place as may be prescribed by the Board of Directors.

46. General Meetings shall be of two kinds:

    'Annual General' and 'Special General'

    (a) The business of the Annual General Meeting shall be

        1. To receive and consider the Profit and Loss Account, the Balance Sheet and the Report of the work of the Board of Directors and the Auditors.

        2. To elect members of the Board for the next term and appoint Auditors.

        3. To declare dividend; and

        4. To transact any other business which may be brought forward for consideration by the Board of Directors or proposed by the Registrar.

47. Three Hundred Members shall constitute a quorum for all purposes for a General Meeting.

48. If within half an hour after the time appointed for holding of a General Meeting a quorum be not present, the meeting, if convened upon the requisition of share-holders, shall be dissolved and in every other case shall stand adjourned to a later hour on the same day or to a subsequent date as may have been specified in the notice calling the meeting and at such adjourned meeting the business on the agenda of the original meeting shall be transacted **irrespective of the rule of quorum.**

49. At every General Meeting the Chairperson or Vice-Chairperson of the Board of Directors shall, if present, take the Chair. If at any meeting the Chairperson or Vice-Chairperson be not present within 15 minutes after the time appointed for holding the meeting, then a member from amongst the share-holders present and entitled to vote, will be chosen by the share-holders and shall take the Chair.

50. Minutes of all resolutions and proceedings at General Meeting shall be made in books

provided for the purpose.

51. A Special General Meeting may be called at any time by the Board on their own authority or shall be called by the Board upon the requisition made to the Managing Director in writing by one hundred of the shareholders or by the Registrar, within a month from the date of such requisition. At a Special General Meeting so held, no business other than that specified in the notice shall be transacted.

52. The Notice of Annual General Meeting specifying the time, date, place and Agenda of the Annual General Meeting will be sent to the registered e-mail id of the member. A link will be provided in the notice to access the website of the Bank (www.saraswatbank.com) wherein the Annual Report of the Bank consisting of the Notice of Annual General Meeting, Agenda of the Annual General Meeting, Audited Balance sheet and Profit and Loss account, together with the Auditor's Report thereon, Report of the Board and Amendment of Byelaws, if any, will be published. The website of the bank will display all this information at least 14 days prior to holding of Annual General Meeting.

In case of Special General Meeting seven days' notice will be given in the same manner.
Any member desiring a hard copy of the Annual Report shall inform the Bank in writing at least seven days prior to the date of AGM and the same will be provided.

53. Every question shall be decided by a show of hands unless a shareholder demands a ballot in which case ballot shall forthwith be taken. Each shareholder shall have one vote irrespective of the number of shares held by him. No voting shall be allowed by proxy. At all meetings of the Society, resolutions shall be carried by a majority of votes of those present. The Chairperson shall have a casting vote in case of equality of votes.

53A. A company or any other body corporate constituted under any law for the time being in force which has invested any part of its funds in the shares of the Society may appoint any one of its directors or officers to vote on its behalf in the affairs of the Society and accordingly such director or officer shall have the right to vote on behalf of the company or body corporate.

BOARD OF DIRECTORS

54. The affairs of the Society shall be managed by the Board of Directors consisting of 19 members excluding the Managing Director (who shall be an Ex-Officio Member of the Board);

provided that

i) two seats of the Board shall be reserved for Women members of the Society and

ii) one seat shall be reserved for Scheduled Castes or Scheduled Tribes.

Provided that atleast two Directors of the Board shall, at all times, have suitable banking experience (at middle/senior management level) or relevant professional qualifications in the fields of law, accountancy or finance.

In case none or one of such elected member of the Board possesses the requisite qualifications of suitable banking experience (at middle/senior management level) or relevant professional qualifications in the fields of law, accountancy or finance, the elected members of the Board shall co-opt two persons or one person respectively, in addition to 19 Directors, having an aforesaid qualification from amongst the other members of the Society who are not disqualified from being member of the Board under the provisions of the Act, Rules or Bye-Laws of the Society.

Such co-opted members shall not have the right to vote in any election of the society in their capacity as such member or to be eligible to be elected as office bearers of the board.

At every periodic election of the Board of Directors, 19 members of the Board shall be elected in the manner hereinafter provided in Bye Law No. 55 of the Society.

Due to any reason, if the number of members of the Board reduces to below 19, the Board of Directors can still conduct business during its meeting if the Board complies with the requirement of quorum as mentioned in Bye Law No.61.

55. Candidates for seats on the Board of Directors shall be nominated in the following manner:

1) Candidates for Fourteen seats from amongst the members of the Society residing in and or carrying on business and or engaged in gainful occupation within limits of State of Maharashtra.

2) Candidates for Two seats from amongst the members of the Society residing in and or carrying on business and or engaged in gainful occupation outside the limits of State of Maharashtra but within the area of operation of the Bank.

3) Candidates for Two Reserved seats for Women from amongst the members of the Society residing in any State or Union Territories in the Union of India, where the Bank has or may have its Branches.

4) Candidates for One Reserved seat for Scheduled Castes or Scheduled Tribes from amongst the members of the Society residing in any State or Union Territories in the Union of India, where the Bank has or may have its Branches.

55A. Candidates contesting for directorship shall hold fifty fully paid shares on the last date of nomination and should have been member for a minimum period of twelve months immediately preceding the date of such election or appointment. The contesting Candidate should have an operative savings/current/term deposit account of Rs. 50,000/- in the bank for a minimum period of twelve months continuously prior to the date of nomination and will continue till he/she remains as a Director of the Board.

A member who is indebted to the Society as Borrower except by way of advance against his deposits with the Bank shall not be eligible for election on the Board. No person shall be eligible to be elected as a member of the board, unless he is an active member of the general body of that Bank.

55B. A candidate who wishes to contest the election to the Board of Directors of the Bank is required to deposit Rs. 25,000/- as Security Deposit at the time of filing the nomination. Provided that if a candidate withdraws his nomination or if his nomination is rejected, the deposit will be refunded within 15 days of his withdrawal/rejection. The deposit shall be forfeited, if at an election, where a poll has been taken, the candidate is not elected and the number of valid votes polled by him does not exceed one-tenth of the total number of valid votes polled by all the candidates or, in the case of election of more than one member at the election one- tenth of the number of valid votes, so polled divided by the number of members to be elected. In other cases Security Deposit will be returned.

56. The election of the Board of Directors shall be conducted by Co-operative Election Authority in accordance with the provisions of the Multi State Co-operative Societies Act, 2002 and the Rules framed thereunder (as amended from time to time).

57. The Board of Directors shall elect its own Chairperson and Vice Chairperson from amongst the elected members of the board in accordance with the directions of the Co-operative Election Authority and as per the provisions of the Multi State Co-operative Societies Act, 2002 and the Rules framed thereunder (as amended from time to time).

57A. The Board of Directors shall appoint a Managing Director and shall assign him such powers and duties as it shall think fit. Managing Director shall be the Chief Executive of the Society.

Explanation: Managing Director means and includes an Officer authorised to act as such in his absence by a Resolution of the Board.

58. The board may fill casual vacancies upto one-third of the number of elected members on the board by nomination out of the same class of members in respect of which the casual vacancy has arisen, if the term of office of the board is less than half of its original term:

Provided that in case the number of such casual vacancies in the same term of the board exceeds one-third of number of elected members of the board, such vacancies shall be filled by elections in accordance with the directions of the Co-operative Election Authority and as per the provisions of the Multi State Co-operative Societies Act, 2002 and the Rules framed thereunder (as amended from time to time).

In the event of casual vacancy occurring in the Board, the Chief Executive shall communicate such casual vacancy to the Co-operative Election Authority within the time period stipulated in the Multi State Co-operative Societies Act, 2002 and the Rules framed thereunder (as amended from time to time).

59. The term of office of the Board of Directors of the Bank shall be for a period of five years from the date of election or for such other maximum period as may be prescribed by, or permissible under Central Act or the Rules framed there under. Retiring members of the Board shall, subject to their satisfying the Multi-State Co-operative Societies Act, 2002 the rules framed thereunder and the Bye-laws otherwise be eligible to stand for re-election at the ensuing election.

60. The Board shall have power to appoint, engage or dismiss any person or persons required for the good working of the Society or it shall assign to them such duties and salaries or other rules of payments as it shall think fit.

61. The Board shall meet at least once a month for the transaction of business at a time and place to be fixed. The proceedings of the meetings of the Board shall be recorded in the minute book to be kept for the purpose. One third of its total number of elected members of the board shall constitute a quorum at the meetings of the Board of Directors and any question brought forward for discussion shall be decided by the majority. In case of equality of votes, the Chairperson will have a casting vote. A person ceases to be a member of the Board if he remains absent for three consecutive board meetings or three consecutive general body meetings and such absence has not been condoned.

62. The Chairman of the Board will act as a Chairman at every meeting of the Board. In absence of the Chairman, the Vice-Chairman of the Board shall occupy the Chair or in absence of both, one of the members of the Board present there, shall be the Chairman of that meeting.

63. (a) Subject to provisions of the Act, if any, or any enactment /public notification issued by the appropriate authorities from time to time, the fees payable to the Director, not being the Managing Director, for attending meetings of the Board or Committees thereof for each such meeting attended by him/her, shall be as the Board of Directors may decide from time to time.

(b) Subject to provisions of the Act, if any, or any enactment/public notification issued by the appropriate authorities from time to time, the Managing Director of the Society shall receive remuneration as the Board of Directors may decide from time to time.

(c) No member of the Board of Directors or their relatives or the firms/companies/concerns in which the directors or their relatives are interested, except the Managing Director of the Society shall take any loans from the Society during his/her period of office except advances against fixed deposits standing in their own name with the Society. Further, the directors or their relatives or the firms/companies /concerns in which the directors or their relatives are interested shall also not stand as surety/guarantor to the loans and advances or any other financial accommodation sanctioned by the Society.

63A. Every member of the Board and every employee of the Society shall before entering upon his duties sign a declaration in the prescribed form pledging himself to observe strict secrecy respecting all transactions of the society with its members and/or customers and all matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required or authorised to do so by the Board or by law.

64. The Powers of the Board of Directors shall be :

a) To appoint, suspend, punish or dismiss all salaried servants of the society.
b) To hear and deal with complaints.
c) To deal with applications for loans.
d) To examine and check the accounts.
e) To prepare Annual Balance Sheet and Reports.
f) To enquire into and take action in cases of arrears.
g) To raise loans.
h) To fix rates of interest or brokerage for borrowings.
i) To institute, defend or compromise legal proceedings.
j) To open branches with the permission of the Reserve Bank of India and to appoint agents and correspondents.
k) To endorse, sell, transfer or otherwise deal with shares, Government and other securities on behalf of the Society and to delegate powers in this respect to two or more members of the Board.
l) To prepare the Annual Budget of Income and Expenditure.
m) To acquire and dispose off any immovable property.

n) Generally to conduct the business of the Society and frame rules without prejudice to the foregoing bye-laws.

o) To decide the payment of ex-gratia to the employees and the stipulations, conditions and quantifications thereof, from time to time.

p) To take all such decisions, actions and give all such directions in connection with any matter relating to the Bank, its business, its depositors, members, shareholders, borrowers, constituents or employees as are not specifically provided for above and also to exercise all such powers and discharge all such functions as are not specifically allotted elsewhere under the terms and provisions of these Bye-Laws, or under the Multi-State Co-operative Societies Act, 2002 and the Rules framed thereunder to the General Body, the Managing Director or any other officer or body of individuals.

64A. The Board may constitute an Executive Committee and other such committees or sub-Committees as may be considered necessary. Provided that the Board shall constitute-

(a) An Audit and Ethics Committee;

(b) A Committee on prevention of sexual harassment at work place. The Board may decide the number of members in each committee and its quorum.

The Board may delegate any of their powers mentioned in Bye-Law no. 64 to an Executive Committee consisting of not more than six members of the Board of Directors including the Managing Director. Four members shall form the quorum for the meetings of the Executive Committee.

64AA To constitute a Board of Management (BOM) as per existing guidelines or guidelines issued by Reserve Bank of India from time to time.

64B. Notwithstanding anything in the Bye-Laws, the Board of Directors may authorise by a resolution or by a Power of Attorney any member of the Board or Officer of the Society either singly or jointly with a member of the Board or with another Officer of the Society to exercise such powers and to sign, execute or endorse Government and other Securities, Shares, Debentures, Negotiable Instruments, Drafts, Receipts and other documents as the Committee shall determine.

64C. Notwithstanding anything in the Bye-Laws, the Board of Directors may authorise by a resolution or by a Power of Attorney any member of the Board or Officer of the Society either singly or jointly with a member of the Board or with another Officer of the Society to rediscount bills/promissory notes of whatever description or nature discounted by or with the Bank from time to time in such manner and upon such terms and conditions as they or he may think fit or as IDBI or any such other financial agency may impose or require and for the said purposes to transfer, accept or endorse promissory notes, bills of exchange or other negotiable instruments and to enter into, make, sign, execute and do all such contracts, arrangements, undertaking, receipts, payments, letters, certificates, declarations, instruments and things as may in their opinion be necessary or convenient or as may be required by IDBI or any such other financial agency from time to time and in particular to waive presentation of bills of exchange and promissory notes.

64D. Notwithstanding anything herein before contained in any other Bye-Law for the time being in force, the Board of Directors may authorise executives not below the rank of Officer by a Resolution or by a Power of Attorney to sanction Loans/ Overdrafts/ Cash Credits and to issue guarantees and Indemnities upto such limits as may be fixed by the Board subject to the directives issued by the Reserve Bank of India from time to time for advances against Tangible Securities such as Pledge of shares and Debentures of Joint Stock Companies on the approved list of the Bank, Govt., and approved Trustee Securities, National Savings Certificates, Units of Unit Trust of India, Gold Ornaments, Fixed and Recurring Deposits of the Bank and assignment of Life Insurance Policies and other tangible and intangible securities and issue guarantees and indemnities on such terms and conditions as are set out by the Board of Directors.

64E. The Board of Directors may delegate powers mentioned in Bye-Law No. 64 to the Managing Director and other Officers or to Committee of Executives and Officers constituted for the purpose to decide on such matters and on such conditions and safeguards as the Board of Directors may decide from time to time.

65. Accounts and Records shall be maintained in the forms prescribed by the Registrar as the Board of Directors think necessary.

66. The accounts of the Society shall be audited at least once a year by one or more Auditors who shall be appointed at the Annual General Meeting and who shall not be members of the Board of Directors. The Auditors so appointed shall be such persons as are entitled to act as auditors of companies or authorised by the Registrar. A casual vacancy may be filled up by Board. These yearly audits shall be supplementary to the annual audit of the official auditor representing Registrar of Co-operative Societies.

67. The financial year of the Society shall for the purpose of accounts or annual reports be considered as from 1^{st} April to 31^{st} March.

MISCELLANEOUS

68. The Society shall have a common seal and every instrument to which it is affixed shall be signed by Managing Director and two other members of the Board. The Seal shall be kept in the custody of the Managing Director.

68A. All Dividends that may remain unclaimed for three years after having been declared may be forfeited by the Board for the benefit of the Society and shall be carried to the Reserve Fund Account.

69. All matters not provided for herein shall be decided according to terms of the Multi State Co-operative Societies Act, 2002 and the Rules and Regulations framed thereunder (as amended from time to time.)

70. In case of an Annual General Meeting, not less than fourteen days' notice and in the case of Special General Meeting not less than seven days' notice shall be given to the members by affixing the same on the notice board at the Registered Office of the Bank and its branches, by publication in one prominent newspaper, by sending in electronic form to the registered email id of the member and by publishing on bank's website (www. saraswatbank.com)

71. Any notice, sent by post shall be deemed to have been served at the time when the letter containing the same was delivered to the post office and all notices given by advertisement shall be deemed to have been given on the day on which the advertisement first appeared.

72. The non-receipt of such notice or annual report so posted or sent to the shareholders shall not invalidate the Proceedings of any General Meeting.

73. No Bye-Law can be altered or cancelled nor can any new Bye-law be enacted except by a General Meeting by the majority of at least two-third of the shareholders present at the meeting held for the purpose.

74. No alteration, addition or cancellation of any of the Bye-Laws can be operative except with the approval of the Registrar and until the same has been registered under the Multi State Co-op. Societies Act, 2002.

75. The Bank shall designate a Cooperative Information Officer, who shall on receipt of application in the format and fees prescribed under the MSCS Rules, 2002, provide information to its members about the affairs and management of the Bank and such information shall be as per the Reserve Bank's Master Direction on Financial Statements-Presentation and Disclosures.

Provided that the Bank shall not reveal the information relating to any customer or member as per Bank's obligation to maintain secrecy under the provisions of law.