

**Comparison of Articles proposed for Modification as per Notice of Postal Ballot dated 23.11.2022**

Article No.	Existing Article	Proposed Article
Chapter VI of AOA	CHAIRMAN AND CHIEF EXECUTIVE OFFICER	Chairman/Managing Director/Chief Executive Officer/ <b>Executive Director(s)/Whole Time Director(s)</b>
51(s)	To authorise and empower, subject to the provisions of the Act, Chairman appointed on whole-time or part-time basis or the Managing Director or the Chief Executive Officer or other Officers of the Bank to exercise and perform all or any of the powers, authorities and duties conferred or imposed upon the directors by the Memorandum of Association or by these Articles, to the extent that such delegation is permitted by law.	To authorize and empower, subject to the provisions of the Act, Chairman appointed on whole-time or part-time basis or the Managing Director or the Chief Executive Officer <b>or the Executive Director(s) or the Whole Time Director(s), by whatever name called</b> , or other Officers of the Bank to exercise and perform all or any of the powers, authorities and duties conferred or imposed upon the directors by the Memorandum of Association or by these Articles, to the extent that such delegation is permitted by law.
61(a)	The payment of remuneration to Directors and to Chairman appointed on whole-time or part-time basis or the Managing Director or Chief Executive Officer shall be subject to the provision of Section 198 of the Act.	The payment of remuneration to directors and to Chairman appointed on whole-time or part-time basis or the Managing Director or Chief Executive Officer <b>or the Executive Director(s) or the Whole Time Director(s), by whatever name called, shall be subject to the provisions of Companies Act, 2013 to the extent not inconsistent with the Banking Regulation Act, 1949 or extant guidelines/circulars of RBI.</b>
61(c)	A director, other than the Chairman appointed on whole-time basis or the Managing Director or Chief Executive Officer and the Official nominee(s) of the Reserve Bank of India, who has attended any meeting of the Board of Directors or of a Committee thereof, shall be entitled to be paid for every such meeting attended by him, sitting fees not exceeding such maximum amount as may be specified under Section 310 of the Companies Act, 1956 read with the Banking Regulation Act, 1949.	A director, other than the Chairman appointed on whole-time basis or the Managing Director or Chief Executive Officer <b>or the Executive Director(s) or the Whole Time Director(s) by whatever name called</b> , and the Official nominee(s) of the Reserve Bank of India, who has attended any meeting of the Board of Directors or of a Committee thereof, shall be entitled to be paid for every such meeting attended by him, sitting fees not exceeding such maximum amount as may be specified under <b>Companies Act, 2013 to the extent not inconsistent with the Banking Regulation Act, 1949 or extant guidelines/circulars of RBI.</b>
63	The Chairman appointed on whole-time or part-time basis or the Managing Director or	The Chairman appointed on whole-time or part-time basis or the Managing Director or Chief Executive Officer <b>or Executive</b>

Article No.	Existing Article	Proposed Article
	Chief Executive Officer shall be paid such remuneration as may from time to time be determined by the Bank in its general meeting, subject to the provisions of Sections 198 and 387 of the Act, and the Sections 10 and 35 B of the Banking Regulation Act, 1949.	<b>Director(s) or the Whole Time Director(s), by whatever name called</b> , shall be paid such remuneration as may from time to time be determined by the Bank in its general meeting, subject to the provisions of Sections 10 and 35B of the Banking Regulations Act, 1949 <b>and applicable provisions of Companies Act, 2013 to the extent not inconsistent with the Banking Regulation Act, 1949 or extant guidelines/circulars of RBI.</b>
60(e)*	-	In respect of areas other than those which are expressly provided in the Articles regarding appointment, reappointment, term of office, remuneration, powers & duties etc., of the Executive Director(s) or the Whole Time Director(s), the articles as applicable for the Managing Director & CEO shall be applicable to the Executive Director(s)/ or the Whole Time Director(s), by whatever name called, unless they are inconsistent with the extant laws or regulations.
42(a)	<p>Every director other than the Chairman appointed on whole-time or part-time basis or the Managing Director or the Chief Executive Officer shall hold not less than 150 unencumbered shares paid up fully.</p> <p>Provided that it shall not be necessary that he should hold the qualification shares before his appointment as director, but every director who is not already qualified in that respect, shall obtain the qualification within 2 months after his appointment as director.</p>	Proposed for Deletion

\* New Insertion

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