



बैंक ऑफ महाराष्ट्र
Bank of Maharashtra

भारत सरकार का चयन

एक परिवार एक बैंक

पोस्टल बैलेट सूचना NOTICE OF POSTAL BALLOT

ई-वोटिंग की अवधि / E-Voting period
27 अप्रैल, 2020 से 26 मई, 2020 तक
27th April, 2020 to 26th May, 2020

प्रधान कार्यालय: "लोकमंगल", 1501, शिवाजीनगर, पुणे - 411 005

HEAD OFFICE: "Lokmangal", 1501, Shivajinagar, Pune - 411 005

टेली./Tel.: 020 25511360 ई-मेल / E-mail: investor_services@mahabank.co.in

वेबसाइट / Website: www.bankofmaharashtra.in



Head Office: "Lokmangal", 1501, Shivajinagar, Pune - 411005.

Notice of Postal Ballot

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to seek consent of the Shareholders of Bank of Maharashtra (hereinafter referred to as "the Bank") to pass the Special Resolution appended below through Postal ballot by way of remote electronic voting process (i.e. e-voting).

The proposed Special Resolution and Explanatory Statement, stating the material facts and reasons thereof is annexed hereto.

Bank has appointed Ms. Malati Kumar (COP no.10890) or failing her Ms. Ashwini Vartak (COP no.16723) of M/s. S.N. Ananthasubramanian & Co., Company Secretaries, Thane as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In light of General Circular No.17/2020 dated 13th April, 2020 of Ministry of Corporate Affairs (MCA), Bank is sending Notice of Postal ballot by email to all its Shareholders of Bank, who have registered their email addresses with the Bank / Depositories / RTA. Shareholders of Bank, who have not registered their email addresses with Bank / Depositories / RTA can obtain the soft copy of Notice of Postal ballot by sending email to investor_services@mahabank.co.in / helpdesk@mcsregistrars.com. Notice of Postal Ballot is available on website of Bank i.e. www.bankofmaharashtra.in

In view of present situation due to COVID-19 pandemic in the Country and above referred MCA Circular, Bank is not sending physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope to the Shareholders for this Postal Ballot.

Further, Bank is providing remote e-voting facility to Shareholders for voting on the Special Resolution. Shareholders can vote on resolution mentioned in Notice of Postal Ballot through remote e-voting facility only. Assent or Dissent of the Shareholders on the resolution mentioned in Notice would only be taken through the remote e-voting system as per the General Circular No.17/2020 dated 13th April, 2020 of Ministry of Corporate Affairs (MCA).

Shareholders are requested to read the notes mentioned in the Notice of Postal Ballot and instructions given thereunder for e-voting purpose.

The Scrutinizer will submit the report on Postal ballot to the Managing Director & Chief Executive Officer (“MD&CEO”) or any other Director / Officer of the Bank as authorized by the Board of Directors after the end of e-voting period. The results of the Postal Ballot will be announced by Bank on or before 5:00 p.m. on 28th May, 2020 and same will also be submitted to Stock Exchanges. Postal ballot (E-voting) results will also be hosted on the website of the Bank i.e. www.bankofmaharashtra.in and E-voting Agency i.e. www.evotingindia.com

Agenda item no.1: Issue of Equity shares of Rs.10/- each of Bank to Government of India on preferential basis:

To consider and if thought fit, to give ASSENT / DISSENT for passing the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (**“The Act”**), The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 (**“The Scheme”**) and The Bank of Maharashtra (Shares and Meetings) Regulations, 2004 (**“The Regulations”**), as amended from time to time and subject to the approvals, consents, sanctions, if any, of the Reserve Bank of India (**“RBI”**), Government of India (**“GOI”**), Securities and Exchange Board of India (**“SEBI”**), and/or any other authority as may be required in this regard and subject to such terms, conditions and modification/s thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (**SEBI ICDR Regulations**) as amended from time to time and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into with the Stock Exchanges, where the equity shares of the Bank are listed, consent of the Shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called **“the Board”** which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute, to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot such number of Equity Shares of Rs.10/- each (Rupees Ten only) for cash at a price (including premium) as determined in accordance with Regulation 164 of SEBI ICDR Regulations aggregating **Rs.831 Crore** (Rupees Eight Hundred and Thirty One Crore only) on Preferential basis to Government of India (**“GOI”**).

RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is fixed as **24th April, 2020**.

RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Government of India/ Reserve Bank of India/ Securities and Exchange Board of India/ Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares to be issued shall rank *pari passu* with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.

RESOLVED FURTHER THAT the new equity shares to be issued as aforesaid will be listed on the Stock Exchanges where equity shares of the Bank are listed on the date of allotment of new equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approvals thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Managing Director and Chief Executive Officer or Executive Director (s) or such other Officer of the Bank or a Committee as it may deem fit to give effect to the aforesaid Resolution.”

By Order of the Board of Directors
For **Bank of Maharashtra**

Place: Pune
Date: 22nd April, 2020

(A.S. Rajeev)
Managing Director & CEO

NOTES:

1. The Explanatory Statement stating all material facts and reasons for the proposed resolution is annexed hereto.
2. This Notice of Postal Ballot is being sent by the electronic mode to those Shareholders of Bank, whose Email addresses are registered with the Bank / Depositories / RTA. Shareholders of Bank, who have not registered their email addresses with Bank / Depositories / RTA can obtain the Notice of Postal ballot by sending email to investor_services@mahabank.co.in / helpdesk@mcsregistrars.com
3. The Shareholders may note that this Notice of Postal Ballot is available on website of Bank i.e. www.bankofmaharashtra.in and Central Depository Services (India) Limited i.e. www.evotingindia.com and Stock exchanges.

4. The voting rights is reckoned on the paid-up value of Equity Shares registered in the name of the Shareholders on Friday, 17th April, 2020 ("Cut-off date"). Only those Shareholders whose names are recorded in the Register of Shareholders of the Bank or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by E-voting. A person who is not a Member as on the Cut-off Date should treat this Notice of Postal Ballot for information purpose only.
5. In terms of sub-section (2E) of Section 3 of the Banking Companies (Acquisitions & Transfer of Undertakings) Act, 1970, 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/her in excess of **ten per cent of the total voting rights of all the shareholders of the Bank.**
6. The Shareholders can vote on the resolution through e-voting module only available on website of Central Depository Services (India) Limited i.e. www.evotingindia.com during the e-voting period as no physical copy of Ballot Form is being sent by Bank and Assent or Dissent of the Shareholders on the resolution would only be taken through the remote e-voting system as per the General Circular no.17/2020 dated 13th April, 2020 of Ministry of Corporate Affairs (MCA).
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on Tuesday, 26th May, 2020 i.e., the last date specified by the Bank for e-voting.
8. Shareholders shall themselves exercise their vote for voting on resolution through remote e-voting process.
9. Shareholders are requested to read the below e-voting instructions for voting on resolution.
10. **E-Voting process:**
 - (i) Shareholders of the Bank holding shares either in Physical or in Dematerialized form, as on the **Cut – off Date(s)** i.e. **17th April, 2020** shall cast their vote electronically. E-voting facility shall remain open to all shareholders from **09:00 a.m. on Monday, 27th April, 2020 till 05:00 p.m. on Tuesday, 26th May, 2020.** The e-voting module shall be disabled by CDSL for voting thereafter.

I. The process and manner for remote e-voting are as under:

a) Follow steps to cast E-vote:

- (i) Launch internet browser by typing the following URL:
<https://www.evotingindia.com/>
- (ii) Click on Shareholder – **Login**
- (iii) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Bank.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Bank/ RTA/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank/ RTA's records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Bank selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution mentioned in this Notice.
- (x) Click on the EVSN for the relevant **<BANK OF MAHARASHTRA >** on which you choose to vote.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.

For Agenda Item No.1

- (xiii) On the voting page, the number of shares as held by the Shareholder of the Bank as on the **Cut-off Date** i.e. Friday, 17th April, 2020 will appear.
- (xiv) In respect of Agenda item No.1, you may click on the assent or dissent as the case may be. Cast your vote by selecting appropriate option and click on “**SUBMIT**” and also “**CONFIRM**” when prompted.
- (xv) A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the agenda item, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If you are holding shares in electronic form and have forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or you may contact Mr. Rakesh Dalvi, Manager, CDSL, ‘A’ Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400 013 or contact at a toll free number 1800-22-5533 or you may write an email to helpdesk.evoting@cdslindia.com
- (iii) Shareholders may visit Bank’s website www.bankofmaharashtra.in – Investor Relation link page for updated e-voting instructions.

11. The Scrutinizer shall, after the conclusion of e-voting period of Postal Ballot, submit a Scrutinizer’s Report on the total votes cast in favour or against the Special Resolution as set out in Notice, to the Managing Director & Chief Executive Officer (MD&CEO) or any of the Executive Directors of the Bank as authorised by the Board of Directors or any other person authorised by him, who shall countersign the same.

EXPLANATORY STATEMENT

Agenda item no.1:

DISCLOSURE AS REQUIRED TO BE MADE IN TERMS OF SEBI (ICDR) REGULATIONS, 2018.

a) Government of India, Ministry of Finance, Department of Financial Services vide its communication dated 17th March, 2020 has informed the Bank about infusion of Capital to the tune of Rs.831/- Crore (Rupees Eight Hundred and Thirty One Crore only) by way of preferential allotment of equity shares in favour of the Government of India (GoI). GoI has also remitted the application money on 20th March, 2020 and the same is maintained in a separate account. The Board of Directors, has approved the proposal of issuing equity shares of Bank aggregating upto Rs.831/- Crore (including premium) to Government of India on preferential basis on 26.03.2020. The Capital raised would be utilized to improve the Capital Adequacy and to fund the Bank’s Business growth.

b) Maximum number of specified securities to be issued:

The Special Resolution shall be deemed to be passed on the last date of Postal Ballot (e-voting) i.e. Tuesday, 26th May, 2020. Pursuant to Regulation 161 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date is Friday, 24th April, 2020 and the Issue Price will be calculated in accordance with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Issue Price and the number of Shares to be issued and allotted to the Government of India (“GOI”) shall be intimated to the Stock Exchanges after the Relevant Date.

c) Shareholding Pattern before and after the Issue:

Before issue:

Sr. No.	Category	Before the Issue	
		No of Shares held	% share holding
A	Promoter Holding	5386578326	92.49
B	Non Promoter Holding	437530974	7.51
	Total	5824109300	100.00

After Issue:

The Post Issue Shareholding Pattern will be informed to the Stock Exchanges and Shareholders after determination of the Issue Price and number of equity shares to be allotted to GoI.

- d) As the entire issue is being made to the Government of India, (the major shareholder and promoter of the Bank), there would not be any change in the management / control of the Bank.
- e) The allotment pursuant to the Special Resolution shall be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where any application for exemption from the applicability of SEBI (SAST) Regulations, 2011 or any approval or permission by any Regulatory Authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.
- f) All the shares proposed to be issued and allotted under Preferential Issue to the Government of India (GoI) shall be locked in for a period of three years from the date of 'trading approval' of new equity shares granted by the Stock Exchanges in terms of Regulation 167 of SEBI (ICDR) Regulations, 2018.
- g) The entire pre-preferential shareholding of Government of India will be locked in for a period commencing from the Relevant Date to a period of six months from the date of 'trading approval' of new equity shares.
- h) The Certificate issued by the Statutory Central Auditor(s) certifying that the issue is being made in accordance with the requirements of these regulations shall be available on the website of Bank and at the Registered Office of Bank till the date of announcement of results of the Postal Ballot considering the proposed preferential issue.
- i) The Bank undertakes to re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

- j) The Bank undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottee.
- k) The Bank is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges where the equity shares of the Bank are listed.
- l) The Government of India has not sold any equity shares of the Bank during the six months preceding the Relevant Date. Further, all the equity shares held by the Government of India (GOI) in the Issuer Bank are held in Dematerialized Form.
- m) Since the Shareholding of GoI is more than 75% before the proposed preferential issue, obtaining exemption the applicability of SEBI SAST Regulations, 2011 is not required.
- n) As the Bank or its Promoter or any of its Directors is not a willful defaulter, disclosures as specified in Schedule VI to the ICDR Regulations are not applicable.
- o) None of the Directors of the Bank has been declared as a fugitive economic offender.

The Board of Directors recommends passing of the Special Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolution, except to the extent of their shareholding in the Bank.

By order of Board of Directors

Place: Pune
Date: 22nd April, 2020

(A.S. Rajeev)
Managing Director & CEO

GREEN INITIATIVE – GO PAPERLESS!!!

E-COMMUNICATION REGISTRATION FORM

To,
MCS Share Transfer Agent Limited (RTA)
Unit: Bank of Maharashtra
A-209, C-Wing, 2nd Floor, Gokul Industrial Estate, Sagbaug,
Marol Co-op Industrial Area, B/H Times Square, Andheri (East), Mumbai - 400 059.
Tel.: (022) 28516020/21/22
Email: helpdeskmum@mcsregistrars.com / mparase@mcsregistrars.com

Dear Sir/ Madam,

Sub: Registration of Email ID

I agree to receive all future Shareholder's communication like Notice, Explanatory Statement / Annual Report / documents etc. from the Bank in electronic mode. Please register my e-mail id in your records for sending all the notices / documents etc. through e-mail.

1. First / Sole Shareholder's name:	
2. Registered Folio No/ DP ID & Client ID.:	
3. Address:	
	Pin code:
4. Email ID:	
5. Contact No.:	

Notes: 1) Shareholders are requested to keep Bank informed as and when there is any change in the email address. Unless the e-mail ID given is changed by you, by sending another communication in writing, the Bank will continue to send the Notice, Explanatory Statement/ Annual Report/ documents etc. to you on the above mentioned e-mail ID. 2) If shares are held in electronic mode, kindly register your e-mail ID with your DP.

I hereby declare that the particulars given above are correct and complete.

Date:

Place:

(signature of Shareholder)