



NOTICE

Notice is hereby given that the **103rd Annual General Meeting** of the Members of NKGSB Co-operative Bank Ltd., Mumbai, will be held on **WEDNESDAY, THE 25TH NOVEMBER, 2020, AT 11.00 A.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the circular regarding guidelines on conduct of AGM by Multi State Cooperative Banks dated 25th August, 2020 vide Ref. No.R-11017/101/2015-L&M, issued by Director (Co-operation) with the approval of Central Registrar of Cooperative Societies, New Delhi to transact the following business. This meeting does not require physical presence of the members at a common venue. The deemed venue for the 103rd Annual General Meeting shall be the registered office of the Bank situated at Laxmi Sadan, 361, V P Road, Girgaum, Mumbai – 400 004.

1. To receive and adopt the Audited Profit and Loss Account for the year ended 31st March, 2020 and Audited Balance Sheet as on that date and the reports of the Board of Directors and the Statutory Auditors thereon.
2. To approve appropriation of Net Profit for the year ended 31st March, 2020.
3. To appoint Statutory Auditors up to the date of the 104th Annual General Meeting.
4. To approve amendment to Bye-Law No. 5(ix), 37, 47, 51, 52 and 65 to 72 (Annexure II).
5. To appoint Shri Uday Shetye as the Managing Director of the Bank, subject to approval of the Reserve Bank of India.
6. Any other business that may be brought forward with the permission of the Chair.

By order of the Board,

UDAY SHETYE

Deputy Managing Director

Date –14th October, 2020

NOTES

- If there is no quorum at the appointed time, the meeting shall stand adjourned and will be held after half an hour on the same day through VC/OAVM, at which time the members present shall constitute the quorum in terms of Bye-Law No. 32 (iii) and the agenda of the meeting shall then be transacted. The counting of quorum will be done on the basis of number of members logged in at the scheduled time of the meeting through the official link so provided by the Bank for this AGM.
- As per Rule No. 18 of the Multi-State Co-op. Societies Rules, 2002, the Minutes of the 102nd Annual General Meeting held on 27th June, 2019, were duly approved by the Board of Directors in its meeting held on 26th July, 2019 and copies thereof were made available at the branches and at the Registered Office.
- The detailed notice of AGM alongwith soft copy of the Annual Report are made available on the website of the Bank (www.nkgsb-bank.com).
- Members are requested to note that if the said AGM is interrupted due to any unforeseen circumstances viz., technical fallout/ network failure, etc., then the meeting will be continued immediately as soon as the system is restored, on the same web link/platform.
- If any member desires to have any information in connection with the Agenda items, he is requested to intimate to the Deputy Managing Director at the Registered Office, AT LEAST SIX DAYS in advance of the AGM during business hours, so that the necessary explanation or information can be easily made available.

APPEAL TO MEMBERS

- Members are requested to notify the change of address (alongwith address proof), e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), bank details such as branch and/ or account number, if any, to the respective branch. Those members who do not have account with our Bank are requested to contact the nearest branch.
 - All members are required to comply with KYC requirements as advised by RBI. Members are requested to contact their concerned branch in this regard, if not complied till date.
 - Members are requested to avail nomination facility by submitting Nomination form duly completed to the Shares Department.
 - Members may please note that in terms of Bye-Law No. 54(iv), 'any dividend remaining undrawn for three years after having been declared shall be forfeited and shall be carried to the Reserve Fund of the Bank.' Members are therefore requested to collect the unclaimed dividend for the financial year 2017-18 on or before 31.07.2021, failing which the same will be forfeited and credited to Statutory Reserve Fund.
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IMPORTANT NOTICE

A. The chronology for conducting AGM through OAVM is detailed below:

As per the guidelines issued by the Director (Co-operation) with the approval of Central Registrar of Cooperative Societies, New Delhi vide its Circular dated 25th August, 2020, process of Audio Visual Meeting will be for 5 days i.e. from 25th November, 2020 to 29th November, 2020 as under-

- a) Day 1 i.e. Wednesday, 25th November, 2020 at 11.00 a.m. to 01.00 p.m.: -Chairman's Speech and Introduction of Agenda.
 - b) Day 1 & 2 i.e. Wednesday, 25th November, 2020 and Thursday, 26th November, 2020 - Members can post question/query electronically by sending e-mail to agmqueries@nkgsb-bank.com from 03.00 p.m. to 05.00 p.m. on 25th November, 2020 and from 09.00 a.m. to 05.00 p.m. on 26th November, 2020.
 - c) Day 3 i.e. Friday, 27th November, 2020 from 09.00 a.m. to 05.00 p.m.: - Reply will be given by the Bank for the queries and the same will be posted on the Bank's website (www.nkgsb-bank.com).
 - d) Day 4 & 5 - The remote e-Voting period begins on Saturday, 28th November, 2020 from 09.00 a.m. to 05.00 p.m. and on Sunday, 29th November, 2020 from 09.00 a.m. to 05.00 p.m. The remote e-Voting module shall be disabled by NSDL for voting after the cut off time and date.
- B. In compliance with the aforesaid circular and clause number 31 of the Bye-laws of the Bank, Notice of the AGM through OAVM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Bank. Members may note that the Notice will be available on the website of NSDL (<https://www.evoting.nsdl.com>) and the Notice and Annual Report 2019-20 will also be available on the Bank's website (www.nkgsb-bank.com).
 - C. The Central Registrar has issued guidelines vide its Circular dated 25th August, 2020, to engage services of expert independent agency for the conduct the AGM through VC/OAVM. Accordingly, the Bank has engaged services of National Securities Depository Limited(NSDL) as the Authorised Agency for conducting the e-AGM and providing online voting facility on the resolutions of the AGM proposed by the Board.
 - D. Mr. Ashish Lalpuria, Practising Company Secretary (FCS: 9381, CP: 11155) has been appointed by the Bank as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
 - E. The Bank has fixed 31st March 2020 as the 'Cut-off Date' to record the entitlement of the Members to cast their vote through remote e-Voting through OAVM.



- F. A member shall not have more than one vote irrespective of the number of shares held.
- G. Institutional / Corporate /Partnership firm members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through OAVM on its behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent by email to **pranotiprabhu@nksb-bank.com** and to the Scrutinizer to **ashishlalpuria@yahoo.co.in** with a copy marked to **evoting@nsdl.co.in** through its registered e-mail address with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote; at least 8 days before the date of the meeting.
- H. In case of joint holders, the person whose name stands first in the share certificate, if present, shall have the right to vote. But in his absence, the person whose name stands second in the share certificate, who is present for AGM through OAVM and who is not a minor and is eligible to vote as per the provisions of the Bye-law of the Bank, shall have a right to vote. No member shall be permitted to vote by proxy.
- I. For any technical difficulty regarding login, the member can call on Toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager – NSDL on **pallavid@nsdl.co.in**, 022-24994545 or on **evoting@nsdl.co.in**. This facility has been arranged by the Bank for the convenience of the members. Only queries / issues regarding login / password shall be responded. This agency will not be able to resolve any network issues at the member's end. It is further informed that the agency will not respond to any queries regarding Agenda or Bank or Banking related matters.

J. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at **<https://www.evoting.nsdl.com>** under members login by using the remote e-Voting credentials (As per instructions given in Point No. K, hereunder). The link for VC / OAVM will be available in members' login where the EVEN of Bank will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that the Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
6. Members who need assistance before or during the AGM through VC / OAVM, can contact NSDL on **evoting@nsdl.co.in/1800-222-990** or contact Mr.Amit Vishal, Senior Manager – NSDL on **amitv@nsdl.co.in**, 022-24994360 / or Ms.Pallavi Mhatre, Manager - NSDL on **pallavid@nsdl.co.in**, 022-24994545. Alternatively, the members can also write to National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

K. INSTRUCTIONS FOR MEMBERS TO JOIN AND VOTE AT THE AGM THROUGH OAVM ARE AS UNDER:

The Members can join the AGM through OAVM, 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Steps and process to join and vote at the AGM through VC / OAVM:

The remote e-Voting will be on Saturday, 28th November, 2020 from 09.00 a.m. to 5.00 p.m. and Sunday, 29th November, 2020 from 9.00 a.m. to 05.00 p.m. The remote e-Voting module shall be disabled by NSDL for voting after the cut off time and date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Members’ section.
3. A new screen will open wherein you will have to enter your User ID and your Password which is provided by NSDL on your registered e-mail ID. Further you will also have to verify as per the verification code shown on the screen.
4. Your User ID details as provided by NSDL will comprise of E-Voting Event Number (EVEN) followed by Folio Number (Registration Number) for example, your User ID will be: if Folio Number (Registration Number) is 001**** and EVEN is 121212 then user ID is 121212001****.
5. Your password details are given below:
 - (a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (b) How to retrieve your ‘initial password’?
 - (i) If your e-mail ID is registered with the Bank, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e.pdf file. Open the .pdf file. The password to open the .pdf file is your 6 digit Folio Number (Registration Number) for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below:

For procuring user ID and password and Registration of e-mail IDs for e-Voting, you are requested to provide Folio Number (Registration Number), Name of Member, scanned copy of the share certificate (front and back), on shareholders@nkg-sb-bank.com. The time limit for Registration will be 17.11.2020.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on <https://www.evoting.nsd.com/>
 - b. If you are still unable to get the password by above mentioned options, you can send a request on e-voting@nsdl.co.in mentioning your Folio Number (Registration Number), your PAN, your name and your registered address.
 - c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see the Bank’s “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Bank for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager – NSDL on pallavid@nsdl.co.in, 022-24994545 or on evoting@nsdl.co.in.

L. OTHER INSTRUCTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM through OAVM, unblock the votes cast through remote e-Voting in the presence of two witnesses not in the employment of the Bank and make, within a period not exceeding 48 hours of conclusion of the e-Voting on 29th November, 2020, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Bank or a person authorised by him in writing, who shall countersign the same.
2. The Chairman or the authorised person shall declare the results of the e-Voting on next working day upon receipt of the report from Scrutinizer on the Bank’s website (www.nkgsb-bank.com) and also on NSDL’s website (<https://www.evoting.nsdl.com>).