

ALLAHABAD BANK
Head Office : 2, N.S.Road, Kolkata-700 001

NOTICE

Notice is hereby given that the Seventh Annual General Meeting of the shareholders of Allahabad Bank will be held on Monday, the 15th June, 2009 at 10.30 A.M. at Purbashree Auditorium, Eastern Zonal Cultural Center, Bharatiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake City, Kolkata-700106 to transact the following business (es) :-

1. "To discuss, approve and adopt the Balance Sheet, Profit & Loss Account of the Bank as at and for the year ended 31st March, 2009, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditor's Report on the Balance Sheet and Accounts."
2. To Declare Dividend on Equity Shares.
3. To approve delisting of Equity Shares from The Calcutta Stock Exchange Association Limited (CSE) and to pass the following special resolution with or without modification(s):-

"RESOLVED that the Board of Directors of the Bank be and is hereby authorized to seek voluntary delisting of Bank's Equity Shares listed at the Calcutta Stock Exchange Association Ltd and for that matter to approach the Calcutta Stock Exchange Association Ltd. and/or any other concerned authority (ies) for seeking its (their) consents, permissions, or sanction as may be required for giving effect to the voluntary delisting of the Equity Shares from the aforesaid Stock Exchange"

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the aforesaid voluntary delisting of Equity Shares as it may in its absolute discretion deem fit without being required to seek any further approval of its members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Chairman and Managing Director and/or Executive Director of the Bank be and are hereby individually authorized to take all necessary steps in this regard in order to comply with all the legal and procedural

formalities and further to authorize any of the Officers of the Bank to do all such acts, deeds to give effect to the above said resolution”

4. To elect one shareholders’ Directors to fill the casual vacancy caused by the cessation of directorship of Shri Yash Paul Mahajan, from amongst the shareholders of the Bank (other than Central Government) in terms of Section 9(3)(i) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the “Act”) read with The Banking Regulation Act, 1949 and Nationalised Banks (Management And Miscellaneous Provisions) Scheme 1970 (hereinafter referred to as the “Scheme”) and Allahabad Bank (Shares & Meetings) Regulations, 1999 (hereinafter referred to as the “Regulations”) made pursuant to Section 19 of the Act and to pass the following resolution with or without modification(s):-

“**RESOLVED THAT** Shri----- be and is hereby elected as director of the Bank from amongst shareholders (other than Central Government) of the Bank against the casual vacancy caused by the cessation of directorship of Shri Yash Paul Mahajan and to assume office from the date following the date of this meeting i.e. Tuesday ,16th June,2009 and to hold office until 29 June 2011.

By order of the Board

Place : Kolkata
Date : 04-05-2009

(**K.R. Kamath**)
Chairman & Managing Director

Explanatory Statements setting out the material facts (Item No. 3 and 4 of the Notice)

Item No. 3

Presently the Equity Shares of our Bank are listed at the National Stock Exchange Limited (NSE), Bombay Stock Exchange Limited (BSE) and the Calcutta Stock Exchange Association Limited (CSE).

With the extensive networking of NSE & BSE terminals to the cities throughout India, the investors have access to online dealings in the Bank’s Equity Shares across the country. The bulk of the trading in the Bank’s Equity Shares takes place on the NSE and BSE and there was no turnover on CSE during the years 2007-08 & 2008-09.

The Bank's Equity Shares are one of the scrips, which the Security and Exchange Board of India (SEBI) has specified for settlement only in dematerialized form by all investors. Continued Listing of Bank's Equity Shares with CSE does not provide any significant tangible benefit to the shareholders of our Bank and the subject delisting will add advantage of cost reduction to the Bank which is being incurred in the nature of payment of annual listing fees to CSE and for compliance of various statutory requirements.

As part of its cost reduction the Bank proposes this resolution, which will enable it to de-list its Equity Shares from CSE.

In line with the SEBI (delisting of securities) Guidelines 2003 members approval is being sought by way of Special Resolution for enabling voluntary de-listing of its Equity Shares from the Calcutta Stock Exchange Association Ltd.

The Bank is also giving Special Notice to the proposed enabling resolution for the said de-listing in one National News Paper circulating in the whole or substantially whole of India and one regional newspaper of Kolkata. The proposed de-listing of the bank's Equity Shares as and when take place will not adversely affect the investors. The Bank's Equity Shares will continue to be listed on BSE and NSE. The de-listing will take effect after all approvals, permissions and sanctions as required are received. The exact date on which de-listing will take effect will be suitably notified at that time.

Your Directors recommend the Special Resolution for approval of members. None of the directors of the Bank are, in any way concerned or interested in the Resolution.

Item No. 4

The Banking Companies Acquisition and Transfer of Undertaking and Financial Institutions (Amendment) Laws 2006, which came into force w.e.f. 25th September 2006, inter alia provides that in case of Banks where the capital held by Shareholders (other than Central Government) is more than 32 per cent of the paid up capital, the shareholders of the Bank (other than the Central Government) would elect three Directors from amongst the shareholders. Accordingly In terms of Scheme, three vacancies in the posts of Shareholders' Directors were filled effective from 30th June, 2008 by electing Shri. Deveshwar Kumar Kapila, Shri Ashok Kumar Mohapatra and Shri Yash Paul Mahajan as shareholders' directors for a term of three years i.e. upto 29 June 2011. A casual vacancy of the shareholders' director has been caused due to cessation of directorship of Shri Yash Paul Mahajan in terms of Banking Regulation Act, 1949. As the holding of the shareholders other than the Central Government, in the total paid up share capital of the Bank continues to be 44.77 percent (i.e. above 32%), the Board of Directors of the Bank at its meeting held on 4th May, 2009 has decided to fill up the aforesaid casual vacancy of shareholders' director.

A Director so elected in the casual vacancy shall be deemed to have assumed office from the date following the date of this Annual General Meeting i.e. from Tuesday, 16th June, 2009 and shall hold office until 29 June 2011.

NOTES:

1. APPOINTMENT OF PROXY

A Shareholder entitled to attend and vote at the meeting, is also entitled to appoint a proxy to attend and vote instead of himself/ herself, and such a proxy need not be a Shareholder of the Bank. The proxy form in order to be effective must be received by the Bank at its Share Department, Head Office, 2, Netaji Subhas Road, Kolkata-700 001 not later than **FOUR DAYS** before the date of the Meeting i.e on or before the closing business hours of Wednesday, 10th June, 2009. Please note that any employee or officer of Allahabad Bank cannot be appointed as proxy as per provisions of Allahabad Bank (Shares & Meetings) Regulations, 1999.

2. APPOINTMENT OF AN AUTHORISED REPRESENTATIVES

No person shall be entitled to attend or vote at the meeting as a duly authorized representative of any body corporate which is a shareholder of the Bank, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be a true copy by the Chairman of the meeting at which it was passed had been deposited at the Head Office of the Bank with Share Department, Allahabad Bank, 2, Netaji Subhas Road, Kolkata-700 001 not later than **FOUR DAYS** before the date of the Meeting i.e on or before the closing business hours of Wednesday, 10th June, 2009. Please note that an employee or officer of Allahabad Bank cannot be appointed as authorized representative as per provisions of Allahabad Bank (Shares & Meetings) Regulations, 1999.

3. ATTENDANCE SLIP-CUM ENTRY PASS

For the convenience of the shareholders, attendance slip-cum entry pass is annexed to the Annual Report; Shareholders/Proxy holders/Authorised Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue. Proxy/Authorised Representatives of shareholders should state on their attendance slip-cum entry pass as 'Proxy' or 'Authorised Representatives' as the case may be.

4. (a) CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders and the Transfer Books of the Bank will remain close from Thursday, 21st May, 2009 to Monday, 15th June, 2009(both days inclusive) in connection with the Seventh Annual General Meeting and for the purpose of determining the shareholders entitled to receive the dividend, declared by the Bank.

(b) RECORD DATE FOR THE PURPOSE OF ASCERTAINMENT OF SHAREHOLDERS ENTITLED TO PARTICIPATE IN THE ELECTION

Those shareholders whose names appear on the Bank's Register of Shareholders/Beneficial owners as furnished by NSDL/CDSL at the close of business hours on Wednesday, 20th May, 2009 shall be entitled to participate in the election of Directors from amongst the shareholders (other than the Central Government).

5. PAYMENT OF DIVIDEND

Payment of dividend, if declared by the Shareholders in the Annual General Meeting, will be paid to those shareholders whose names appear:

- a) as Beneficial Owners as at the close of business hours on Wednesday, 20th May, 2009. as per the lists to be furnished by NSDL/CDSL in respect of the Shares held in electronic form and
- b) in the Register of shareholders as on Wednesday, 20th May, 2009 after giving effect to the valid transfer requests received from the shareholders holding shares in physical form, before close of business hour as on 13-05-2009.

Dividend warrants to such shareholders would be sent by the Bank through Registrar and Share Transfer Agents viz. MCS Limited, within 30 days from the date of declaration of dividend on their registered addresses.

6. UNPAID/UNCLAIMED DIVIDEND

As per section 10B of Banking Companies (Acquisition and Transfer of Undertaking) Act,1970 any money which is transferred to unpaid dividend account and remains unpaid/unclaimed for a period of seven years from the date of such transfer shall be transferred to "Investor Education and Protection Fund" established under section 205C (1) of the Companies Act,1956.

Accordingly the dividend for the year 2002-03 and onward will be transferred to "Investor Education and Protection Fund" after seven years from the date on which it has been transferred to unpaid dividend account.

Shareholders who have not claimed their dividend upto the financial year 2007-08 are requested to lodge valid claim(s) with Registrar and Transfer Agent M/s MCS Ltd.

7. BANK MANDATE FOR DIVIDEND OR ELECTRONIC CLEARING SERVICE (ECS)

7.1 In order to protect the investors from fraudulent encashment of warrants, the members are requested to furnish their Bank Account Number (Current/Savings), the name of the Bank and Branch where they would like to deposit the dividend warrants for encashment, whenever dividend is declared by the Bank.

These particulars will be printed on the cheque portion of the Dividend Warrant besides the name of the shareholders, so that these warrants cannot be encashed by anyone other than the shareholder.

The above mentioned details should be furnished by the first/sole holder, directly to the Share Transfer Agents at Kolkata, quoting the folio number, number of Shares held, details of the holdings etc.

7.2 The Bank is offering the facility of ECS for shareholders residing in specified cities. The detailed information letter about the ECS facilities is annexed. The shareholders instead of Bank mandate system for receiving the credit of dividends, whenever the Bank declares dividend can also use this facility.

8. ELECTION OF SHAREHOLDERS' DIRECTOR

8.1 QUALIFICATIONS REQUIRED FOR BEING ELECTED AS A DIRECTOR OF THE BANK

In terms of Section 9(3A) of the Act, a candidate, being a shareholder of the Bank and who desires to be a Director of the Bank shall:-

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

agriculture and rural economy, Banking, Co-operation, Economics, Finance, Law, Small scale industry, Any other matter the special knowledge of , and practical experience in, which would, in the opinion of the Reserve Bank of India is useful to the Bank.

(B) represents the interest of depositors; or

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

In terms of Section 9(3AA) of the Act a candidate being a shareholder of the Bank and who desires to be a Director of the Bank should possess 'fit and proper status' based upon

track record, integrity and such other criteria as the Reserve Bank may notify from time to time in this regard. Further the elected Director should execute the deed of covenants and is required to furnish annual declarations as prescribed by the Reserve Bank of India in this regard.

8.2 DISQUALIFICATIONS FROM BEING ELECTED AS A DIRECTOR OF THE BANK

In terms of Clause 10 of the Nationalised Banks (Management & Miscellaneous Provisions) Scheme 1970, a persons shall be disqualified for being appointed, as and for being a Director :

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

If he is not found to be 'fit and proper' person in terms of Notification of Reserve Bank of India-DPOD. No. BC. No. 46/29.39.001/2007-08 and DBOD No. 47/29.39.001/2007-08 dated 1.11.2007.

8.3 TENURE OF DIRECTOR

Pursuant to Clause 11B(2) of the Scheme, a Director elected to fill the casual vacancy shall hold office for the unexpired portion of the term of his predecessor and accordingly the director elected in this meeting shall hold office upto 29 Jun 2011 and shall be eligible for re-election.

Provided that such Directors shall not hold office continuously for a period exceeding six years.

Attention of shareholders is invited to Section 9(3B) of the Act, on the right of Reserve Bank of India to remove a Director so elected under Section 9(3)(i) of the said Act, who does not fulfill the requirements of Section 9 (3A) and 9 (3AA)of the said Act.

8.4 NOMINATION OF CANDIDATES FOR ELECTION

(i) No nomination of a candidate for election as a Director shall be valid unless:

(a) He is a shareholders holding not less than 100 Shares of the Bank as on Wednesday, 20th May, 2009 being the Record Date for participating in the election.

(b) As on Wednesday, 20th May, 2009 he is not disqualified to be Director under the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970 or under the Nationalised Banks (Management & Miscellaneous Provisions) Scheme 1970;

(c) The nomination is in writing signed by at least one hundred shareholders entitled to elect Directors under the Act or by their duly constituted attorneys, provided that a nomination by shareholder who is a company may be made by a resolution of the Directors of the said Company and where it is so made, a copy of the resolution certified to be true copy by the Chairman of the meeting at which it was passed shall be dispatched/ deposited to the Head Office of the Bank addressed to the General Manager (F&A), Allahabad Bank, Share Department & Investors Grievance cell, Head Office 2, Netaji Subhas Road Kolkata – 700 001 and such copy shall be deemed to be a nomination on behalf of such Company.

(d) The nomination is accompanied or contains a declaration signed by the candidate before a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Gazetted Officer or an officer of the Reserve Bank of India or any other Nationalized Bank, that he accepts the nomination and is willing to stand for election and that he is not disqualified under the said act or the said scheme or the said regulation from being a director . His/Her personal details (bio data) duly signed and affirming that details furnished are true to the best of his knowledge and belief and also his/her undertaking to keep the Bank fully informed as soon as possible of such events which are relevant to the information, subsequent to the declaration.

8.5 LIST OF SHAREHOLDERS

To enable the Shareholders to contest the election, a copy of the List of Shareholders (in electronic form i.e., C.D.) as mentioned in Regulation 64 of the Allahabad Bank (Shares & Meetings) Regulations 1999 will be available at Share Department & Investors Grievance cell , Head Office, Allahabad Bank 2, Netaji Subhas Road Kolkata – 700 001 from Saturday, 23rd May, 2009 onwards for purchase by Shareholders on payment of Rs. 50,000/- by demand draft in favour of Allahabad Bank payable at Kolkata.

The Register of Shareholders will remain open for inspection at the Allahabad Bank, Share Department & Investors Grievance cell, Head Office 2, Netaji Subhas Road Kolkata – 700 001 on all working days commencing from Saturday 23rd May, 2009 .If any shareholders requires a copy or computer prints of the register or part thereof, the same shall be supplied to him on pre-payment of Rs. 5/- for every 1000 words or part thereof required to be copied/printed.

8.6 SUBMISSION OF NOMINATION FORMS

Shareholders desirous of contesting the election of the Directors of the Bank from amongst the shareholders, (other than the Central Government) should submit their Nomination Forms (a minimum of 100) in the format annexed to this Notice along with the declaration form and connected documents such as testimonials viz., Bio data, certificates etc., to the General Manager (F&A), Allahabad Bank, Share Department & Investors Grievance cell, Head Office, at 2, Netaji Subhas Road Kolkata – 700 001 on any working day but not less than fourteen days before the date fixed for the Annual General Meeting i.e., on or before the close of Business hours of the bank on Saturday, 30th May, 2009. The said nomination forms should be complete in all respects and should be duly filled in by a minimum of 100 shareholders in the format annexed to this notice, failing which, the nominations are liable to be rejected.

8.7 SCRUTINY OF NOMINATIONS

- (i) Nominations shall be scrutinized on Monday, 1st June, 2009 the first working day following the last date fixed for the receipt of the nominations and in case any nomination is not found to be valid, the same shall be rejected after recording the reasons there for.
- (ii) Nominations shall also be subjected to scrutiny by the Nomination Committee of the Board in terms of the Fit and Proper Guidelines dated 1st November 2007 issued by the Reserve Bank of India.
- (iii) If there is only one (1) valid nomination for the casual vacancy to be filled by the election, the candidate so nominated shall be deemed to be elected forthwith and his name and address shall be published as so elected. In such an event there shall not be any election at the meeting.
- (iv) In the event of an election being held or if valid nominations are more than the number of Director to be elected, the names of the candidates shall be published in the newspapers and the candidate polling the majority of the votes at the meeting, shall be elected.
- (v) Director so elected shall be deemed to have assumed office from Tuesday, 16th June, 2009.
- (vi) If there is any dispute, the same will be settled as per Regulation 67 of the Allahabad Bank (Shares & Meetings) Regulations 1999.

8.8 WITHDRAWAL OF NOMINATIONS

If any candidate desires to withdraw his nomination, he would be entitled to do at any time prior to close of Business hours of the Bank on Thursday, 11th June, 2009.

8.9 VOTING RIGHTS

In terms of sub-section (2E) of Section 3 of the Act no shareholder of the 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 one per cent of the total voting rights of all the shareholders of the Bank.

8.10 EXTRACT OF RELEVANT ACTS, SCHEME AND REGULATIONS

The extract of relevant Acts, Scheme, and Regulations are annexed to and form part of this Notice.

9. COMPULSORY TRADING OF SHARES OF THE BANK IN DEMATERIALISED (DEMAT) FORM

Pursuant to the directive given by SEBI, trading of our Bank Shares in Dematerialized form has been made compulsory for all investors.

The bank has entered into an agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as an issuer Company for dematerialisation of Bank's Shares.

Request for dematerialization may be sent through respective depository participants to our Registrars and Share Transfer Agents.

10. UNCLAIMED SHARES

The details of unclaimed shares are as under:

i) Shares outstanding/unclaimed as on 01-04-2008	-	14153
ii) Shares transferred to Beneficiary account during the year 2008-09	-	7467
iii) Shares outstanding/unclaimed as on 31-03-2009	-	6686

The voting rights in respect of the unclaimed/outstanding shares will remain frozen till the claim by the rightful owner.

11. COPIES OF BALANCE SHEET

Shareholders are advised that copies of the Annual Report will not be distributed at the venue of the Annual General Meeting and hence shareholders are requested to bring their copies of the Annual Report, which are mailed by the Bank to them at their registered addresses.

12. SHAREHOLDERS' QUERIES

It will be appreciated if shareholders submit their queries, if any, sufficiently in advance to facilitate effective response from the Bank.

13. COMMUNICATION WITH SHARE TRANSFER AGENTS

Shareholders are requested to approach the Registrar and Share Transfer Agents of the Bank, to intimate changes, if any, in their registered address, lodge transfer/transmission request (s) and the matters related to payment of dividends at the following address:-

MCS Limited
77/2A, Hazra Road
Kolkata-700029
Tel : 033-24767350-54
Fax: 033-24541961, 24747674
E-mail: mcscale@cal2.vsnl.net.in

14. For on line queries/grievance, shareholders of the Bank may login on the website of M/S MCS Limited i.e www.mcsdel.com and click on investor services to register their queries/grievance, if any.

15. In order to facilitate quick and efficient service to the shareholders, Allahabad Bank has set up Investors' Grievances Cell at its Head Office, Kolkata. Shareholders and investors may contact this Cell at the under mentioned addresses for any assistance:

The General Manager (F&A) Allahabad Bank, Head Office 2, Netaji Subhas Road, Kolkata- 700 001 Telephone No. 033-22420899 Fax No. 033- 22107424 E-mail - gmfa@allahabadbank.in	The Company Secretary Share Deptt. & Investors' Grievance Cell Head Office 2, Netaji Subhas Road, Kolkata- 700 001 Telephone No.033-22420878 Fax No. 033- 22107424 Email- investors.grievance@allahabadbank.in
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16. OTHER INFORMATION

Shareholders may kindly note that no gift/coupon will be distributed at the meeting.

By order of the Board

Place : Kolkata
Date : 04-05-2009

(K.R. Kamath)
Chairman & Managing Director

EXTRACTS OF RELEVANT ACTS, SCHEME AND REGULATIONS ETC

In terms of Sections 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970, shareholder Directors shall have to be appointed depending upon the extent of capital issued under clause c of sub-section (2B) of Section 3. The relevant Sections of the Banking Regulations Act 1949. The Banking Companies (Acquisition and Transfer of Undertaking) Act 1970, Nationalised Banks (Management & Miscellaneous Provisions) Scheme 1970 and the relevant regulations of Allahabad Bank (Shares & Meetings) Regulations 1999 respectively in this regard, are reproduced below for the information of the shareholders.

THE BANKING REGULATION ACT 1949

Prohibition of Common Directors – Section 16(1)

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

Restrictions on Loans and Advances – Section 20

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

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

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

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

Explanation in this Section –

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

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

Restrictions on voting rights

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

Composition of the Board of Directors

- 9(3) Where the capital issued under clause (c) of sub-section (2B) of Section 3 is :-
 - (i) not more than sixteen per cent of the total paid up capital, not more than one Director
 - (ii) more than sixteen per cent of the total paid up capital, not more than thirty two per cent of the total paid up capital, not more than two Directors
 - (iii) more than thirty two per cent of the total paid-up capital, not more than three Directors to be elected by the shareholders other than the Central Government from amongst themselves.

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

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

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

agriculture and rural economy, Banking, Co-operation, Economics, Finance, Law, Small scale industry, Any other matter the special knowledge of, and practical experience in, which would, in the opinion of the Reserve Bank of India is useful to the corresponding new Bank.

(B) represents the interest of depositors; or

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

9 (3AA) Without prejudice to the provision of sub-section 3(A) and notwithstanding anything to the contrary contained in the Act or in other laws for the time being in force, no person shall be eligible to be elected as a Director under Clause (i) of Sub-Section (3) unless he is a person having 'fit and proper status' based upon the track record, integrity and such other criteria as Reserve Bank of India may notify from time to time in this regard.

9(3AB) The Reserve Bank may also specify in the notification issued under sub section (3AA), the authority to determine the fit and proper status, the manner of such determination, the procedure to be followed for such determination and such other matters as may be considered necessary or incidental thereto.

9 (3B) Where the Reserve Bank is of the opinion that any Director of a corresponding new Bank elected under clause (i) of sub-section (3) of section (9) does not fulfill the requirements of sub-section (3A) it may after giving to such Director and the Bank a reasonable opportunity of being heard, by order, remove such Directors and on such removal, the Board of Directors shall co-opt any other person fulfilling the requirement of sub-section (3A) as a Director in place of the person so removed till a Director is duly elected by the shareholders of the corresponding new Bank in the next annual general meeting and the person so co-opted shall be deemed to have been duly elected by the shareholders of the corresponding new Bank as a Director.

Obligation as to Fidelity and Secrecy

13(2) Every Director, member of a local Board or a Committee, or Auditor, Adviser, Officer or other Employee of a corresponding new Bank shall before entering upon his duties, make a declaration of fidelity as secrecy in the form set out in the Third Schedule.

3. THE NATIONALISED BANKS (MANAGEMENT AND MISCELLANEOUS PROVISIONS) SCHEME 1970

Terms of office of elected Director

Clause 9 (4) :

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

Disqualification of Directors

Clause 10

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

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

Vacation of office of Directors

Clause 11

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

Removal from office of an elected Director

Clause 11A :

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

Filling of vacancy in the office of elected Director

Clause 11B

- (1) Where any vacancy occurs before the expiry of the term of office of an elected Director, the vacancy shall be filled by election
Provided that where the duration of vacancy is likely to be less than six months, the vacancy may be filled in by the remaining Directors
- (2) A person elected or co-opted, as the case may be, under sub clause (1) shall hold office for the unexpired portion of the term of his predecessor.

Disclosure of interest by Directors

Clause 12(8)

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

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

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

ALLAHABAD BANK (SHARES & MEETINGS) REGULATIONS 1999

Exercise of rights of joint holders / Voting at general meetings

Regulation 10 :

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

Directors to be elected at General meeting

Regulation 63

- (i) A Director under clause (i) of sub-section 3 of Section 9 shall be elected by the shareholders on the register, other than the Central Government from amongst themselves in the general meeting to the Bank.
- (ii) Where an election of Directors to be held at any general meeting, the notice thereof shall be included in the notice convening the meeting. Every such notice shall specify the number of Directors to be elected and the particulars of vacancies in respect of which the election is to be held.

List of shareholders

Regulation 64

- (i) For the purpose of election of a Director under sub-regulation (i) of Regulation 63 of these regulations, a list shall be prepared of shareholders on the register by whom the Director is to be elected.

- (ii) The list shall contain the names of the shareholders, their registered addresses, the number and denoting numbers of shares held by them with the dates on which the share are registered and the number of votes to which they will be entitled on the date fixed for the meeting at which the election will take place and copies of the list shall be available for purchase at least three weeks before the date fixed for the meeting at a price to be fixed by the Board or the Management Committee, on application at the Head Office.

Nomination of candidates for election

Regulation 65 :

- (i) No nomination of a candidate for election as a Director shall be valid unless,
- (a) he is a shareholder holding not less than 100 shares in the Bank
 - (b) he is on the last date for receipt of nomination, not disqualified to be a Director under the Act or under the Scheme
 - (c) he has paid all calls in respect of the shares of the Bank held by him, whether alone or jointly with others, on or before the last date fixed for the payment of the call;
 - (d) the nomination is in writing signed by at least one hundred shareholders entitled to elect the Directors under the Act or by their duly constituted attorney, provided that a nomination by shareholder who is a Company may be made by a resolution of the Directors of the said Company and where it is so made, a copy of the resolution certified to be true copy by the Chairman of the meeting at which it was passed shall be dispatched to the Head Office of the Bank and such copy shall be deemed to be a nomination on behalf of such Company.
 - (e) the nomination accompanied or contains a declaration signed by the candidate before a Judge, Magistrate, Registrar or Sub-Registrar or Assurance or other Gazetted Officer or an Officer of the Reserve Bank of India or any other nationalized Bank, that he accepts the nomination and is willing to stand for election, and that he is not disqualified either under the Act or the Scheme or these regulations from being a Director.
- (ii) No nomination shall be valid unless it is received with all the connected documents complete in all respects and received, at the Head office of the Bank on a working day not less than fourteen days before the date fixed for the meeting.

Scrutiny of nominations

Regulation 66 :

- (i) Nominations shall be scrutinized on the first working day following the date fixed for the receipt of nomination and in case any information is not found to be valid, the same shall be rejected after recording the reason thereof. If there is only one valid nomination for any particular vacancy to be filled by election, the candidate so nominated shall be deemed to be elected forthwith and his name and address shall be published as so elected. In such an event there shall not be any election at the meeting convened for the purpose and if the meeting had been called solely for the purpose of the aforesaid election it shall stand cancelled.
- (ii) In the event of an election being held, if valid nominations are more than the number of Directors to be elected, the candidate polling the majority of votes shall be deemed to have been elected.

(iii) A Director elected to fill an existing vacancy shall be deemed to have assumed office from the date following that on which he is or is deemed to be elected.

Election disputes

Regulation 67

- (i) if any doubt or dispute shall arise as to the qualification or disqualification of a person deemed or declared to be elected, or as to the validity of the election of a Director, any person interested, being a candidate or shareholder entitled to vote at such election, may, within seven days of the date of the declaration of the result of such election, give intimation in writing thereof to the Chairman and Managing Director of the Bank and shall in the said intimation give full particulars of the grounds upon which he/she doubts or disputes the validity of the election.
- (ii) On receipt of an intimation under sub-regulation (i) the Chairman and Managing Director or in his absence, the Executive Director of the Bank shall forthwith refer such doubt or dispute for the decision of a committee consisting of the Chairman and Managing Director or in his absence, the Executive Director and any two of the Directors nominated under clauses (b) and (c) of sub-section 3 of section 9 of the Act.
- (iii) The committee referred to in sub-regulation (ii) shall make such enquiry as it deems necessary and if it finds that the election was valid election, it shall confirm the declared results of the election, or if it finds that the election was not valid election, it shall, within thirty days of the commencement of the enquiry make such order and given such directions including the holding of a fresh election as shall in the circumstances appear just to the committee.
- (iv) An order and direction of such committee in pursuance of this regulation shall be conclusive.

Chapter VI

Voting Rights of Shareholders

Determination of voting rights

Regulation 68 :

- (i) Subject to the provisions contained in Section 3 (2E) of the Act, each shareholder who has been registered as a shareholder on the date of the closure of the register prior to the date of a general meeting shall, at such meeting, have one vote on show of hands and in case of a poll shall have one vote for each share held by him.

- (ii) Subject to the provision in Section 3 (2E) of the Act, every shareholder entitled to vote as aforesaid who not being a Company is present in person or by proxy or who being a Company is present by a duly authorized representative, or by proxy shall have one vote on a show of hands and in case of a poll shall have one vote for each share held by him as stated hereinabove in sub-regulation (i)

Explanation – for this chapter, “Company” means any body corporate

- (iii) Shareholders of the Bank entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a shareholder or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.

Voting by duly authorized representative

Regulation 69

- (i) A shareholder, being the Central Government or a Company, may by a resolution, as the case may be, authorize any of its officers or any other person to act as its representative at any general meeting of the shareholders and the person so authorized (referred to as a “duly authorized representatives” in these regulations) shall be entitled to exercise the same powers on behalf of the Central Government of the Company which he represents as if he was an individual shareholder of the Bank. The authorization so given may be in favour of two persons in the alternative and in such a case any one of such persons may act as a duly authorized representative of the Central Government /Company.
- (ii) No person shall attend or vote at any meeting of the shareholders of the Bank as the duly authorized representative of the Company unless a copy of the resolution appointing him as a duly authorized representative certified to be true copy by the Chairman of the meeting at which it was passed shall have been deposited at the Head Office of the Bank not less than four days before the date fixed for the meeting.

Notification of Reserve Bank of India-DBOD No. BC No. 46/29.39.001/2007-08 and DBOD No. 47/29.39.001/2007-08 dated 1st November 2007

The Reserve Bank of India has notified as under :-

No nomination shall be valid unless ‘Fit and Proper’ status is accorded by the Nomination Committee appointed by the Board of Directors of the Bank for this purpose. The Nominations should accompany additional information about the candidates to enable the Nomination Committee to decide on the Fit and Proper status with regard to educational qualification, experience and field of expertise, track record and integrity of the candidates. Adverse notice of any authority / regulatory agency or insolvency or default of any loan from any bank or financial institution would make the respective candidate unfit and improper to be elected as a director on the Board.

ALLAHABAD BANK
HEAD OFFICE : 2 NETAJI SUBHAS ROAD, KOLKATA - 700 001

NOMINATION FORM

To
The Chairman & Managing Director,
Allahabad Bank,
2, Netaji Subhas Road,
Kolkata – 700 001

Dear Sir,

ELECTION OF DIRECTORS

With reference to your Notice DatedI,..... a shareholder of Allahabad Bank holding.....equity shares of Rs. 10/- each as on Wednesday, the 20th May,2009 i.e., the Record Date for participating in the election, do hereby nominate.

**Shri/Smt.....son/daughter./wife of
..... Residing at
..... for being elected as a
Director of Allahabad Bank representing the shareholders of the Bank as provided in Section 9(3)(i) of The Banking Companies (Acquisition and Transfer of Undertakings) Act 1970 at the Seventh Annual General Meeting of the Shareholders of the Bank to be held on 15th June 2009.**

Signature	
Name	
No. of shares	
Regd. Folio No. (if not dematerialized)	
DP ID No. (if dematerialized)	
Client ID No. (if dematerialized)	
Place	
Date	

Notes :

- 1) In case nomination is made by a body corporate, the Nomination Form should be accompanied by a certified true copy of the resolution passed by the Board of Directors under the signature of the Chairman of the meeting at which it was passed.
- 2) Signature of the shareholders nominating the candidature should match with the specimen signature available with the Share Transfer Agent of the Bank.

ALLAHABAD BANK

HEAD OFFICE: 2 NETAJI SUBHAS ROAD, KOLKATA - 700 001

Declaration

I,.....son/daughter/wife
of Shri/Smt.resident of _____ hereby
confirm that :

- a. I am a shareholder holding.....equity shares of the Bank on 20th May, 2009 i.e. the record date for participating in the elections, and
- b. "I have special knowledge or practical experience in (i) agriculture and rural economy, (ii) banking, (iii) co-operation, (iv) economics, (v) finance (vi) law, (vii) small scale industry, or.....(special knowledge of and practical experience of which in the opinion of Reserve Bank of India would be useful to the Bank) and I represent the interest of the depositors or farmers, workers and artisans, in terms of sub-section 3A of Section 9 of the Act and as an evidence thereof, I submit herewith the relevant testimonials, and
- c. I accept the nominations numbering.....and
- d. I am willing to contest for the election of Director of Allahabad Bank, and
- e. I am not disqualified from being a director of the Bank under the provisions of the Banking Regulations Act, 1949, the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970 Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970, the Allahabad Bank (Shares & Meetings) Regulations 1999.
- f. I neither hold any office of profit nor am an employee of any Nationalised Bank or State Bank of India constituted under sub-section (1) of Section 3 of the State Bank of India Act 1955 or any subsidiary bank as defined in Section 3 of the State Bank of India (Subsidiary Banks) Act 1959.
- g. I enclose my personal details which are to the best of my knowledge and belief true and complete; and
- h. I undertake to keep the Bank fully informed, as soon as possible, of events, if any, which take place subsequent to this declaration which are relevant to the information provided hereto and to execute the Deed of Covenants upon my election as a Director of the Bank.

Signature	
Name	
No. of shares	
Regd. Folio No. (if not dematerialized)	
DP ID No. (if dematerialized)	
Client ID No. (if dematerialized)	
Place	
Date	

***Signature with Seal of Judge, Magistrate, Registrar or
before me
Sub-Registrar of Assurance, or other Gazetted Officer or
an officer of the Reserve Bank of India or Allahabad Bank or
any nationalized Bank.**

(Delete whichever is not applicable.)

The above declaration signed

***Signature & Seal with
date**

FORMAT FOR BIODATA OF THE CANDIDATE

Sl. No.	Particulars	
I.	Personal Details of the Candidate	
1	Full Name of the Candidate	
2	Father's Name in Full	
3	Date of Birth	
4	Permanent Address	
5	Present Address	
6	Telephone & Fax Number	
	Email id	
7	Permanent Account Number (PAN) and name and address of the Income Tax Circle where personal tax returns are filed (Copy of PAN and acknowledged copy of the latest IT return filed to be attached)	
8	Educational Qualifications (please attach self attested certificates evidencing the qualification)	
9	Relevant background and Experience (Please attach self attested certificates evidencing knowledge/and experience)	
10	Relevant Knowledge and Experience (Please refer section 9(3-A) of the Banking Companies (Acquisition & Transfer of Undertaking Act, 1970) Please attach self attested certificates evidencing knowledge/and experience)	
11	Any other information which the candidate desires to furnish	
II	Relevant Relationships of the Candidate	
12	List of relatives of the Candidate, if any, who are connected with the Bank (In terms of Section 6 and Schedule 1A of the Companies Act, 1956	
13	List of entities in which the candidate is considered as being interested {Refer section 299(3)(a); Section 300 of the Companies Act, 1956 and Section 20 of the Banking Regulations Act 1949	
14	List of entities in which the candidate is considered as holding substantial interest within the meaning of section 5 (ne) of the Banking Regulation Act 1949	
15	Name of Bank(s) in which the candidate is or has been a member of the Board (provide details of period during which such office was held)	
16	Fund and Non Fund Facilities if any presently availed by the candidate or any of the entities listed in 12 and 13 above from the Bank	

17	Cases, if any, where the candidate or entities listed in 12 and 13 above are in default or have been in default in the past in respect of credit facilities obtained from the Bank or any other Bank/Financial Institution	
III	Records of professional achievements	
18	Professional achievements of the candidate, if any	
IV	Proceedings, if any, against the Candidate	
19	If the candidate is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against the candidate or whether the candidate has been banned from entry of any profession/occupation at any time.	
20	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the candidate and/or against any of the entities listed in 12 and 13 above for violation of economic laws and regulations.	
21	Details of criminal prosecution, if any, pending or commenced resulting in conviction in the past against the Director.	
22	Whether the candidate attracts any of the disqualification envisaged under section 274 of the Companies Act 1956	
23	Has the candidate or any of the entities listed in 12 and 13 above been subject to any investigation at the instance of Government Department or Agency?	
24	Has the Candidate at any time been found guilty of violation of rules / regulations / legislative requirements by customs / excise / income tax / foreign exchange / other revenue authorities? If so, please furnish particulars.	
25	Whether the Candidate or entities listed in 12 and 13 above has at any time come to the adverse notice of a regulator such as SEBI, RBI, IRDA, MCA FEMA etc.,	
V	Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper	

Signature

Date:

Place:

Note: All columns must be filled in failing which the candidature may be rejected.