



Annex

Information and documents to be furnished along with the application of Scheme of Amalgamation

A. Approval by Shareholders

1. Draft scheme of amalgamation as placed before the shareholders of the respective companies for approval.
2. Copies of the notices of every meeting of the shareholders called for approval of scheme of amalgamation, together with newspaper cuttings evidencing compliance with the notice publication requirements set out in paragraph 11 of these Directions.
3. Certificates signed by each of the officers presiding at the meeting of shareholders certifying the following:
 - (1) A copy of the resolution passed at the meeting;
 - (2) The number of shareholders present at the meeting in person, or by proxy;
 - (3) The number of shareholders who voted in favour of the resolution, and the aggregate number of shares held by them;
 - (4) The number of shareholders who voted against the resolution, and the aggregate number of shares held by them;
 - (5) The number of shareholders whose votes were declared as invalid, and the aggregate number of shares held by them;
 - (6) The names and ledger folios of the shareholders who voted against the resolution, and the number of shares held by each such shareholder;
 - (7) The names and designations of the scrutineers appointed for counting the votes at the meeting together with certificates from such scrutineers confirming the information given in items (3) to (6) above;
 - (8) The name of shareholders who have given notice in writing to the Presiding Officer that they dissented from the scheme of amalgamation together with the number of shares held by each of them.



4. Certificates from the concerned officers of the companies giving names of shareholders, if any, who have given notice in writing at or prior to the meeting of the bank that they dissented from the scheme of amalgamation together with the number of shares held by each of them.

B. Governance-related information

5. The names, addresses, and occupations of the Directors of the amalgamating company as proposed to be reconstituted after the amalgamation and indicating how the composition will be in compliance with the RBI regulations.
6. The details of the proposed Chief Executive Officer of the amalgamating company after the amalgamation.

C. Financial information of each company separately

7. All relevant information for consideration of the scheme of amalgamation including the following particulars:
 - (1) annual reports of each of the companies for each of the three completed financial years immediately preceding the Appointed Date for amalgamation.
 - (2) financial results, if any, published by each of the companies for any period subsequent to the financial statements prepared for the financial year immediately preceding the Appointed Date.

D. Post-amalgamation financial information

8. Pro-forma combined balance sheet of the amalgamating company as it will appear as of the Appointed Date consequent on the amalgamation.
9. Computation based on such pro-forma balance sheet of the following:
 - (1) Tier I Capital
 - (2) Tier II Capital
 - (3) Risk-Weighted Assets
 - (4) Gross and Net NPAs
 - (5) Ratio of Tier I Capital to Risk-Weighted Assets
 - (6) Ratio of Tier II Capital to Risk Weighted Assets
 - (7) Ratio of Total Capital to Risk Weighted Assets



- (8) Tier I Capital to Total Assets
- (9) Ratio of Gross and Net NPAs to Advances

E. Report of valuers

- 10. Reports of the valuers including report on the valuation of the shares of the amalgamating / amalgamated company for the determination of the swap ratio.
- 11. Information certified by the valuers as is considered relevant to understand the proposed swap ratio including the following particulars:
 - (1) the methods of valuation used by the valuers;
 - (2) the information and documents on which the valuers have relied and the extent of the verification, if any, made by the valuers to test the accuracy of such information;
 - (3) if the valuers have relied upon projected information, the names and designations of the persons who have provided such information and the extent of verification, if any, made by the valuers in relation to such information;
 - (4) details of the projected information on which the valuers have relied;
 - (5) detailed computations of the swap ratios containing explanations for adjustments made to the published financial information for the purposes of the valuation;
 - (6) if these adjustments are made based on valuations made by third parties, details regarding the persons who have made such valuations;
 - (7) capitalization factor and Weighted Average Cost of Capital (WACC) used for the purposes of the valuation and justification for the same;
 - (8) if market values of shares have been considered in the computation of the swap ratio, the market values considered and the source from which such values have been derived;
 - (9) if there are more than one valuer, whether each of the valuers have recommended a different swap ratio and if so, the above details shall be given separately in respect of each valuer, and it may be indicated how the final swap ratio is arrived at.



12. Where the shares of the amalgamating / amalgamated entity are quoted on the stock exchange:

- (1) Details of the monthly high and low of the quotes on the exchange where the shares are most widely traded together with number of shares traded during the six months immediately preceding the date on which the scheme of amalgamation is approved by the Boards;
- (2) The quoted price of the share at close on each of the fourteen days immediately preceding the date on which the scheme of amalgamation is approved by the Boards.

F. Other information

13. Such other information and documents as RBI may require.