



भारतीय रिजर्व बैंक  
**RESERVE BANK OF INDIA**  
[www.rbi.org.in](http://www.rbi.org.in)

RBI/2021-22/60

DOR.GOV.REC.25/12.10.000/2021-22

June 25, 2021

The Chairman / Managing Director / Chief Executive Officer  
All Primary (Urban) Co-operative Banks

Madam / Dear Sir,

**Appointment of Managing Director (MD) / Whole-Time Director (WTD) in Primary (Urban) Co-operative Banks**

In terms of powers conferred under Sections 10, 10B, 10BB, 35A, 35B, 36AA and 53A (read with Section 56) of the Banking Regulation Act, 1949 (as amended), hereinafter called as "Act", relating to appointment, re-appointment, termination and removal of Managing Director (MD) and Whole-Time Director (WTD), the Reserve Bank, hereby, issues the following directions.

**2. Applicability**

2.1 These directions are applicable to all Primary (Urban) Co-operative Banks (UCBs). However, in exercise of the powers conferred under the section 53A read with section 56 of the Act, a notification No. DoR.HGG.GOV.668/12.10.000/2020-21 dated March 23, 2021 was published in the Part III -Section 4 of the Gazette of India dated June 12, 2021 by the Reserve Bank of India exempting UCBs with a deposit size of less than ₹100 crore as per preceding year's audited balance sheet and all Salary Earners' Banks, inter-alia, from the requirement of seeking prior approval of the Reserve Bank under section 35B(1)(b) read with section 56 of the BR Act, 1949, for appointment / re-appointment / termination of appointment of MD or WTD. While the exempted UCBs are not required to obtain prior approval, they are required to formulate a Board approved policy based on all the other provisions of these directions for appointment / re-appointment / termination of appointment of MD or WTD. These banks shall immediately report the appointment /

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re-appointment / termination of appointment of MD or WTD to respective Regional Offices (Department of Supervision, Central Office, in case of UCBs under jurisdiction of Mumbai office) of the Reserve Bank.

2.2 UCBs which have appointed CEO with the prior approval of the Reserve Bank in terms of the guidelines contained in the circular DoR (PCB). BPD.Cir.No.8/12.05.002/2019-20 dated December 31, 2019 on Constitution of Board of Management in Primary (Urban) Co-operative Banks, may continue with the CEO so appointed till completion of his / her tenure or for a period of three years from the date of initial appointment, whichever is earlier. After the aforesaid period, UCBs shall follow the directions issued herein for appointment / re-appointment of MD.

2.3 UCBs, other than those stated in para 2.2 above, shall review the 'Fit and Proper' status of the existing MD in terms of these directions and confirm the same, with the approval of BoD, to the concerned Regional Office (Department of Supervision, Central Office, in case of UCBs under jurisdiction of Mumbai office) of Reserve Bank within a period of two months from the date of issue of this circular. In case, the present MD does not satisfy the prescribed 'Fit and Proper' criteria, the UCB shall initiate the process for appointment of new MD immediately. If a UCB had appointed WTD, the bank shall follow the same procedure to comply with these directions.

2.4 All UCBs shall obtain a deed of covenants in the format annexed (Annex I) from the present MD/ WTD who is found to be complying with these directions.

### **3. Appointment of Managing Director / Whole-Time Director**

3.1 Managing Director, who may also be designated as Chief Executive Officer or by any other name, is a person who is entrusted with the management of the whole, or substantially the whole of the affairs of a UCB, subject to the regulations or directions issued by the Reserve Bank from time to time. MD shall function under the overall general superintendence, direction and control of the Board of Directors (BoD).

3.2 If a UCB decides to appoint Whole-Time Director (WTD), who may also be designated as Executive Director or by any other name, the need for such an appointment may be decided by the bank keeping in view the growth in business, expansion of activities, geographical footprints and organisational vision for growth in the medium and long term. The creation of the post of WTD and the functions that can be performed may be decided by the BoD and approved by the General Body of the bank. The WTD shall report to the Managing Director.

3.3 The UCBs shall ensure that the following 'fit and proper' criteria is fulfilled by the person being appointed as MD/ WTD.

### **3.4 Eligibility**

3.4.1 The person shall be a graduate, preferably, with

(a) Qualification in banking/ co-operative banking such as CAIIB / Diploma in Banking and Finance / Diploma in Co-operative Business Management or equivalent qualification; or

(b) Chartered / Cost Accountant / MBA (Finance); or

(c) Post graduation in any discipline.

3.4.2 The person shall not be below the age of 35 years and above the age of 70 years at any time during his/ her term in office. However, within the overall limit of 70 years, as part of their internal policy, individual bank's Boards are free to prescribe a lower retirement age.

3.4.3 The person shall have a combined experience of at least eight years at the middle / senior management level in the banking sector (including the experience gained in the concerned UCB) or non-banking finance companies engaged in lending (loan companies) and asset financing.

3.4.4 Knowledge of regional language may be considered as an advantage.

### **3.5 Propriety Criteria**

#### **3.5.1 The person shall not**

- (i) be engaged in any other business or vocation;
- (ii) be holding the position of a Member of Parliament or State Legislature or Municipal Corporation or Municipality or other local bodies;
- (iii) be a director of any company other than a company registered under section 8 of the Companies Act, 2013;
- (iv) be a partner of any firm which carries on any trade, business or industry;
- (v) have substantial interest in any company or firm as defined in Section 5(ne) read with section 56 of the Banking Regulations Act, 1949;
- (vi) be a Director, Manager, Managing Agent, partner or proprietor of any trading, commercial or industrial concern;
- (vii) be of unsound mind and stands so declared by a competent court;
- (viii) be an undischarged insolvent;
- (ix) be convicted by a criminal court of an offence involving moral turpitude;
- (x) be a director of any other co-operative bank or a co-operative credit society.

3.5.2. The person shall submit a self-declaration on personal integrity as per Annex II.

### **4. Tenure of MD/ WTD**

4.1 The tenure of MD/ WTD shall not be for a period more than five years at a time subject to a minimum period of three years at the time of first appointment, unless terminated or removed earlier, and shall be eligible for re-appointment. The performance of MD/WTD shall be reviewed by the Board annually.

4.2 However, the post of the MD or WTD cannot be held by the same incumbent for more than 15 years. Thereafter, the individual will be eligible for re-appointment as MD / WTD in the same bank, if considered necessary and desirable by the board, after a minimum gap of three years, subject to meeting other conditions. During this three-year cooling

period, the individual shall not be appointed or associated with the bank in any capacity, either directly or indirectly.

4.3 UCBs whose existing MD/CEO has completed a tenure of five years at the time of issue of this circular or subsequently, shall approach RBI either to seek re-appointment of the incumbent, if he/she is eligible, or for appointment of a new MD/CEO, within a period of two months from the date of issue of this circular.

## **5. Procedure for obtaining approval from the Reserve Bank by the UCBs for appointment / re-appointment / termination of MD/ WTD and remuneration**

5.1 UCBs, not covered under notification No. DoR.HGG.GOV.668/12.10.000/2020-21 dated March 23, 2021 published in the Part III -Section 4 of the Gazette of India dated June 12, 2021, shall follow the procedure as prescribed hereinafter for appointment of MD/ WTD and for seeking prior approval from the Reserve Bank.

### **5.1.1 Nomination and Remuneration Committee (NRC)**

UCBs shall constitute a "Nomination and Remuneration Committee (NRC)" consisting of three directors from amongst the Board of Directors (BoD) and nominate one among them as Chairman of the NRC. All three members of the NRC are required to be present in each meeting. In case of absence of any member nominated to the NRC, the BoD shall nominate any other director in his place to ensure the quorum. At the time of constituting the NRC, the BoD shall also decide its tenure.

### **5.1.2 Process of making an application to RBI**

(i) Subject to any regulations or directions or guidelines issued by the Reserve Bank from time to time, the NRC shall undertake a process of due diligence to determine the 'fit and proper' status of a person being considered for appointment as MD/ WTD. For this purpose, UCBs shall obtain necessary 'Declaration and Undertaking' as per Annex III from the shortlisted candidates. On completion of the process of due diligence, the NRC shall identify the persons from among the shortlisted candidates and recommend to the BoD for appointment as MD/ WTD.

(ii) NRC shall also recommend the remuneration which shall be payable to the MD/ WTD. While recommending the remuneration, the NRC shall ensure that the cost / income ratio of the bank supports the compensation package and it is consistent with the maintenance of a sound capital adequacy ratio.

(iii) The BoD may pass an appropriate resolution for forwarding the name(s) of the person/s from the panel recommended by the NRC for appointment as MD/ WTD, if it is satisfied that the NRC's recommendations on the proposed appointment and remuneration are in order.

(iv) In order to expedite the process of appointment, UCBs may submit a panel of at least two names in the order of preference for appointment of new MD/ WTD, to the Reserve Bank, four months before the expiry of the term of office of the present incumbent.

5.2 Non-Scheduled UCBs with a deposit size of ₹1000 crore and above as per preceding year's audited balance sheet and all scheduled UCBs shall submit the proposal for appointment of MD/ WTD, along with the supporting documents listed in Annex IV, to the Reserve Bank, Department of Regulation, Central Office, Mumbai. Non-Scheduled UCBs with a deposit size of ₹100 crore or above but below ₹1000 crore as per preceding year's audited balance sheet shall approach the Regional Office/Central Office (in case of UCBs under jurisdiction of Mumbai office) of the Department of Supervision, Reserve Bank of India, under whose jurisdiction the Registered Office of the UCB is situated, for the requisite approval. The Reserve Bank reserves the right to seek any additional information/documents as it considers necessary.

### **5.3 Re-appointment**

In the case of a proposal for re-appointment of the incumbent MD/ WTD, the UCBs shall follow the same procedure as prescribed in Para 5.1 above by submitting the complete application in the prescribed form, i.e., 'Form A' along with 'Declaration and Undertaking' from the candidate, supported by the recommendation of NRC, resolution of the Board approving the recommendation of NRC for re-appointment and a declaration from the

UCB that the information is true and complete, to the Reserve Bank six months before the expiry of the term of office of the incumbent.

#### **5.4 Termination of MD/ WTD by UCB**

In case a UCB decides to terminate the services of MD/ WTD before the expiry of tenure, it shall seek prior approval of the Reserve Bank, by submitting detailed reasons thereof along with the relevant documents and a Board resolution to that effect.

#### **6. Temporary appointment of MD/ WTD**

Appointment of MD/WTD on temporary basis in UCBs shall be made as per the provisions of Section 10B(9) read with section 56 of the Act. Accordingly, the bank may, with the approval of the Reserve Bank, make suitable arrangements for carrying out the duties of MD/ WTD for a period of not exceeding four months. The bank shall complete the process of regular appointment within the period of the aforesaid four months.

#### **7. Miscellaneous**

7.1 MD/WTD shall be an ex-officio member of the BoD and may have voting rights in board meetings, if it is permissible under the provisions of the co-operative societies act.

7.2 MD shall be an ex-officio member of the Board of Management (BoM) constituted in terms of circular DoR (PCB).BPD.Cir.No.8/12.05.002/2019-20 dated December 31, 2019.

7.3 In public interest, the MD/ WTD shall execute the deed of covenants in the format annexed (Annex I).

7.4 The appointment/ re-appointment/ termination of MD/ WTD shall be informed to the General Body in the ensuing Annual General Meeting.

#### **8. Repeal of existing guidelines**

The circular, DoR (PCB).BPD.Cir.No.8/12.05.002/2019-20 dated December 31, 2019, issued on the constitution of Board of Management in Primary (Urban) Co-operative Banks, to the extent it deals with the appointment of CEO stands repealed. However,

other guidelines issued on the constitution of BoM in the Circular shall continue to apply mutatis mutandis.

9. These directions shall come into force with immediate effect.

Yours faithfully

(Neeraj Nigam)  
Chief General Manager-in-Charge