

BANGLADESH BANK

PRUDENTIAL REGULATIONS FOR BANKS : SELECTED ISSUES

[UPDATED TILL JUNE 2009]

POLICY ON CAPITAL ADEQUACY OF BANKS	3
POLICY ON LOAN CLASSIFICATION AND PROVISIONING.....	10
CORPORATE GOVERNANCE IN BANK MANAGEMENT.....	16
RESTRICTION ON LENDING TO DIRECTORS OF PRIVATE BANKS.....	21
RULES AND REGULATIONS FOR APPOINTMENT OF CHIEF EXECUTIVE AND ADVISOR IN BANKS.....	25
CONSTITUTION OF THE BOARD OF DIRECTORS AND FIT AND PROPER TEST FOR APPOINTMENT OF BANK DIRECTORS AND DEPOSITOR DIRECTOR.....	27
CONSTITUTION OF THE AUDIT COMMITTEE OF BOARD OF DIRECTORS.....	32
POLICY ON SINGLE BORROWER EXPOSURE	34
POLICY FOR RESCHEDULING OF LOANS	38
POLICY FOR LOAN WRITE OFF	41
LARGE LOAN RESTRUCTURING SCHEME (LLRS)	42
REQUIREMENT FOR OBTAINING INFORMATION ON LARGE LOAN FROM CREDIT INFORMATION BUREAU	44
PAYMENT OF DIVIDEND BY BANK COMPANIES.....	44
LOAN AGAINST SHARES, DEBENTURES ETC	46
INTEREST RATES ON DEPOSIT AND LENDING	47
BANK CHARGES.....	48
BANK DEPOSIT INSURANCE SCHEME.....	49
GUIDELINES ON MANAGING CORE RISKS IN BANKING	51
CREDIT RATING	52
PRUDENTIAL GUIDELINES FOR CONSUMER FINANCING AND SMALL ENTERPRISE FINANCING:	53
GUIDELINE ON INFORMATION & COMMUNICATION TECHNOLOGY FOR SCHEDULED BANK.....	54
IMPLEMENTATION OF CREDIT RISK GRADING MANUAL.....	55

POLICY ON CAPITAL ADEQUACY OF BANKS¹

New arrangements for assessing the capital adequacy of banks on the basis of Risk -weighted Assets replacing the capital-to-liabilities approach were introduced vide BRPD Circular No. 1 dated 08.01.1996 .The revised policy on capital adequacy takes account of different degrees of credit risk and covers both on-balance sheet and off-balance sheet transactions. The following broad outlines containing certain amendments made thereto from time to time and a few new instructions are issued for compliance by banks:

1. Definition of Capital

Capital will be categorized into two tiers: Tier 1 i.e., Core Capital comprises the highest quality capital elements and Tier 2 i.e., Supplementary Capital represents other elements which fall short of some of the characteristics of the core capital but contribute to the overall strength of a bank¹. The constituents of core capital and supplementary capital are enclosed at Annexure - I.

Revaluation reserves against held to maturity (HTM) securities (up to 50% of the revaluation reserves) has been added to the components of supplementary capital. Besides, 'Hedging the price risk of commodity transactions' has been included in Short-term self liquidating trade related contingencies.

2. Minimum Capital Standards

With a view to strengthening the capital base of banks and making them prepare for the implementation of Basel-II accord, banks are required to maintain minimum capital to risk-weighted assets ratio at 10% of which core capital will not be less than 5% effective from December 31, 2007. However, minimum capital requirements as required under Article 13 of Banking Companies Act, 1991 for all banks has been raised to Tk.400 crore of which the paid up capital shall be minimum Tk.200 crore. Banks having capital shortfall will have to meet the shortfall by august 11, 2011.

3. Risk-weighted Assets

Both balance sheet assets and off- balance sheet exposures are to be weighted according to their relative risk. Presently, there are 4 (four) categories of risk weights — 0,20,50 and 100 percent. For the purpose of assessing capital adequacy, weights for particular items are given in AnnexureII.

Off -balance sheet transactions to be converted into balance sheet equivalents for the purpose of assessing capital adequacy before assigning a risk weight are shown in section 10(a) of Annexure-II. Four categories of credit equivalents of 0,20,50 &100 percent will apply. Details are shown in Annexure III.

¹ Master Circular issued vide BRPD circular No. 10 dated November 25, 2002.

4. Implementation

Banks are advised to assess their capital position on half-yearly basis i.e., on 30 June and 31 December each year and report the same to the Off-site Supervision Department of Bangladesh Bank within one month from the end of respective half-year. Banks are also advised to contact Banking Regulation and Policy Department (BRPD) of Bangladesh Bank in case of any clarification.

CONSTITUENTS OF CAPITAL

CORE CAPITAL (TIER 1)

Paid up Capital
Non-repayable Share premium account
Statutory Reserve
General Reserve
Retained Earnings
Minority interest in Subsidiaries
Non-Cumulative irredeemable Preference Shares
Dividend Equalization Account

SUPPLEMENTARY CAPITAL (TIER 2)

General provision maintained against unclassified loans²
Assets Revaluation Reserves
All other Preference Shares
Perpetual Subordinated debt
Exchange Equalization A/C
*Revaluation reserves of HTM securities (upto 50% of the revaluation reserves)

Note 1: Core Capital must be equal to or more than 5% of the risk-weighted assets.

Note 2: Reserves created by periodic revaluation of banks' assets can be included as a component of Tier-2 capital only if the revaluation is formally conducted by professionally qualified valuation firm. Such reserves will be eligible up to 50% for the treatment as Supplementary Capital provided that the external auditors of the bank duly certify the rationale of the re-valued amount. Such revaluation may be done once in a year.

² BRPD Circular No. 07 dated August 28, 2006

* BRPD Circular No. 03 dated March 12, 2008

RISK WEIGHTS APPLICABLE FOR BALANCE-SHEET ITEMS

Items	Risk weights
1. Cash in hand and with banks (except banks abroad)	
a) Bangladesh Bank notes	0%
b) Government notes and coins	0%
c) Balances with Bangladesh Bank	0%
d) Balances with Sonali Bank as agent of Bangladesh Bank	0%
e) Balances with Deposit Money Banks including Sonali Bank	0%
f) Balances with Other Financial Institutions (OFIs) -Public	0%
g) Balances with Other Financial Institutions (OFIs)- Private	20%
2. Money at call and short notice	
a) Deposit Money Banks (DMB)	0%
b) Other Financial Institutions (OFIs) –Public	0%
c) Other Financial Institutions (OFIs)-Private	20%
3. Foreign currency balances held	
a) Foreign currency notes in hand	0%
b) Balances with banks abroad	0%
c) Foreign currency clearing account balances with Bangladesh Bank	0%
d) Bilateral trade credits	50%
e) Wage Earners' (WES) accounts	0%
4. Export and Other Foreign Bills	
a) Export bills	50%
b) Other foreign bills	50%
5. Foreign Investment	
a) Organization of Economic Co-operation and Development (OECD) countries	20%
b) Other countries	50%
6. Import and Inland Bills	
a) Government	
1) Ministry of Food	0%
2) President's Office, Prime Minister's office, Parliament, Judiciary & Non -Food Ministries	0%
3) Autonomous & Semi Autonomous Bodies	20%
b) Other Financial Institutions	
1) Other Financial Institutions-Public	20%
2) Other Financial Institutions- Private	20%
c) Major Non-financial Public Enterprises	50%
d) Other Non-Financial Public Enterprises	50%
e) Local Authorities	20%
f) Private Sector	100%
g) Deposit Money Banks	20%
7. Advances	
a) Government	
1) Ministry of Food	0%
2) President's Office, Prime Minister's Office, Parliament Autonomous & Semi Autonomous Bodies	0%

	3) Autonomous & Semi Autonomous Bodies	20%
b)	Other Financial Institutions	
	1) Other Financial Institutions- Public	20%
	2) Other Financial Institutions-Private	50%
	3) Claims on AAA rated Multilateral Development Banks (MDBs) ³	20%
c)	Major Non-Financial Public Enterprises	50%
d)	Other Non- financial Public Enterprises	50%
e)	Local Authorities	20%
f)	Private Sector	100%
g)	Deposit Money Banks	20%
8.	Investment (as per book value)	
a)	President's Office, Prime Minister's Office, Parliament, Judiciary & Non-Food Ministries	
	1) Treasury Bills (28 days, 91 days etc.)	0%
	2) Treasury Bills (Long -term)	0%
	3) Government Savings Certificate (Bangladesh Sanchaya Patra, 3 months' profit basis Sanchaya Patra etc.)	0%
	4) Prize bonds/ Income tax bonds	0%
	5) Other Securities of Government	0%
b)	Autonomous & semi-Autonomous Bodies	20%
c)	Other Financial Institutions	
	1) Other Financial Institutions-Public	20%
	2) Other Financial Institutions-Private	50%
d)	Major `Non- financial public Enterprises	50%
e)	Other Non-financial Public Enterprises	50%
f)	Local Authorities	20%
g)	Private Sector	100%
h)	Deposit Money Banks	20%
i)	Negotiable Certificates of Deposits	20%
9	Head office and Inter Branches Adjustments	0%
10	Other Assets	
a)	Contingent assets as per contra (Off-balance sheet items)	
	1) Letter of Credit and Letter of Guarantee Issued on account of Govt.	0%
	2) Deposit Money Banks	20%
	3) Other	50%
	4) Claims guaranteed by, or collateralized by securities Issued by AAA rated Multilateral Development Banks (MDBs)	20%
b)	Fixed Assets	50%
c)	Valuation adjustments	50%
d)	Expenditure Account	0%
e)	Other	100%

³ BRPD Circular No. 1, dated February 19, 2007

- Note-1: Claims fully secured by cash/quasi-cash, which is lodged with the bank itself, will have zero weight. All claims should be calculated net of such securities.
- Note-2: Claims on borrowers other than Government or bank, which are guaranteed, by the Government or a bank will carry the weight appropriate for the guarantor.
- Note-3: Netting may also be done in respect of assets where provisions for depreciation or for bad and doubtful debts have been made.
- Note-4: Netting may be done in respect of interest suspense.⁴

⁴ BRPD Circular No. 3 dated May 09, 2004

CREDIT CONVERSION FACTORS FOR SELECTED OFF-BALANCE SHEET ITEMS

INSTRUMENTS	Credit conversion Factor
1. Direct credit substitutes, including financial guarantees, standby letters of credit serving as guarantees and bills endorsed under bill endorsement lines (but which are not accepted by, or have the prior endorsement of another bank).	100%
2. Sale and repurchase agreements, forward assets purchases and placement of forward deposits.	100%
3. Transaction related contingent items including performance bonds, bid bonds, warranties and stand by letter of credit related to a particular transaction,	50%
4. All note issuance facilities and revolving under-writing facilities; other commitments (e.g. formal-standby facilities) with a residual maturity exceeding one year.	50%
5. Short-term self-liquidating trade related contingencies (such as documentary letters of credit and other trade financing transactions).	20%
6. Commitments with a residual maturity not exceeding one year, or which can be cancelled or revoked at any time (e.g. un-drawn overdraft and credit card facilities).	0%

Note: For items not included above, credit conversion factors to be used, Should be discussed with Bangladesh Bank.

POLICY ON LOAN CLASSIFICATION AND PROVISIONING⁵

The process of gradually upgrading the policies on loan classification and provisioning to the international level is going on. Measures have been taken to strengthen the credit discipline and the process of classification has been simplified. The following revised policies on loan classification and provisioning has been issued amending the previous circulars in this regard: -

1. Categories of Loans

All loans and advances will be grouped into 4(four) categories for the purpose of classification, namely (a) Continuous Loan (b) Demand Loan (c) Fixed Term Loan and (d) Short-term Agricultural and Micro Credit.

Continuous Loan: - The loan Accounts in which transactions may be made within certain limit and have an expiry date for full adjustment will be treated as Continuous Loans. Examples are: CC, OD etc.

Demand Loan: The loans that become repayable on demand by the bank will be treated as Demand Loans. If any contingent or any other liabilities are turned to forced loans (i.e. without any prior approval as regular loan) those too will be treated as Demand Loans. Such as: Forced LIM, PAD, FBP, and IBP etc.

Fixed Term Loan: The loans, which are repayable within a specific time period under a specific repayment schedule will be treated as Fixed Term Loans.

Short-term Agricultural Credit will include the short-term credits as listed under the Annual Credit Program issued by the Agricultural Credit Department of Bangladesh Bank. Credits in the agricultural sector repayable within less than 12 months will also be included herein. Short-term Micro-Credits will include any micro-credits for less than **Tk.25,000/=** and repayable within less than 12 months, be those termed in any names such as Non-agricultural credit, Self-reliant Credit, Weaver's Credit or Bank's individual project credit.

2. Basis for Loan Classification: -

(A) Objective Criteria:

Any Continuous Loan if not repaid/renewed within the fixed expiry date for repayment will be treated as **past due/overdue** from the following day of the expiry date. This loan will be classified as Sub-standard if it remains **past due/overdue** for 6 months or beyond but less than 9 months, as 'Doubtful' if for 9 months or beyond but less than 12 months and as 'Bad-Debt' if for 12months or beyond.

⁵ BRPD Circular No. 05 dated June 05, 2006

BRPD Circular No. 16 dated December 06, 1998 effective from January 01.1999.

BCD Circular No. 34/89 & 20/94.

- (1) Any Demand Loan if not repaid/rescheduled within the fixed expiry date for repayment will be treated as past due/overdue from the following day of the expiry date. This Loan will be classified as Sub-standard if it remains past due/overdue for 6 months or beyond but not over 9 months from the date of claim by the bank or from the date of creation of the forced loan; likewise the loan will be classified as "Doubtful" and Bad/loss if remains past due/overdue for 9 months or beyond but not over 12 months and for 12 months and beyond respectively.
- (2) In case any installment(s) or part of installment(s) of a Fixed Term Loan is not repaid within the due date, the amount of unpaid installment(s) will be termed as 'defaulted installment'.

(3.1) In case of Fixed Term Loans, which are repayable within maximum five years of time: -

If the amount of 'defaulted installment' is equal to or more than the amount of installment(s) due within 6 months, the entire loan will be classified as "Sub-standard".

If the amount of 'defaulted installment' is equal to or more than the amount of installment(s) due within 12 months, the entire loan will be classified as "Doubtful".

If the amount of 'defaulted installment' is equal to or more than the amount of installment(s) due within 18 months, the entire loan will be classified as "Bad -Loss."

(3.2) In case of Fixed Term Loans, which are repayable in more than five years of time: -

- (a) If the amount of 'defaulted installment' is equal to or more than the amount of installment(s) due within 12 months, the entire loan will be classified as 'Sub-standard.'
- (b) If the amount of 'defaulted installment ' is equal to or more than the amount of installment(s) due within 18 months, the entire loan will be classified as 'Doubtful'.
- (c) If the amount of 'defaulted installment 'is equal to or more than the amount of installment(s) due within 24 months, the entire loan will be classified as 'Bad-Debt'.

Explanation: If any Fixed Term Loan is repayable at monthly installment, the amount of installment(s) due within 6 months will be equal to the amount of summation of 6 monthly installments. Similarly, if repayable at quarterly installment, the amount of installment(s) due within 6 months will be equal to the amount of summation of 2 quarterly installments.

(4) The Short-term Agricultural and Micro - Credit will be considered irregular if not repaid within the due date as stipulated in the loan agreement. If the said irregular status continues, the credit will be classified as 'Substandard ' after a period of 12 months, as 'Doubtful' after a period of 36 months and as 'Bad Debt' after a period of 60 months from the stipulated due date as per loan agreement.

(5) All unclassified loans other than Special Mention Account (SMA) will be treated as Standard.

(6) A Continuous credit, Demand loan or a Term Loan which will remain overdue for a period of 90 days or more, will be put into the "**Special Mention Account (SMA)**". This will help banks to look at accounts with potential problems in a focused manner and it will capture early warning signals for accounts showing first sign of weakness. Loans in the "**Special Mention Account (SMA)**" will have to be reported to the Credit Information Bureau (CIB) of Bangladesh Bank. However, it is reiterated that loans in the "Special

Mention Account" will not be treated as defaulted loan for the purpose of section 27KaKa(3) of the Bank Company Act, 1991.

(B). Qualitative Judgment:

If any uncertainty or doubt arises in respect of recovery of any Continuous Loan, Demand Loan or Fixed Term Loan, the same will have to be classified on the basis of qualitative judgment be it classifiable or not on the basis of objective criteria.

If any situational changes occur in the stipulations in terms of which the loan was extended or if the capital of the borrower is impaired due to adverse conditions or if the value of the securities decreases or if the recovery of the loan becomes uncertain due to any other unfavorable situation, the loan will have to be classified on the basis of qualitative judgment.

Besides, if any loan is illogically or repeatedly re-scheduled or the norms of re-scheduling are violated or instances of (propensity to) frequently exceeding the loan-limit are noticed or legal action is lodged for recovery of the loan or the loan is extended without the approval of the proper authority, it will have to be classified on the basis of qualitative judgment.

Despite the probability of any loan's being affected due to the reasons stated above or for any other reasons, if there exists any hope for change of the existing condition by resorting to proper steps, the loan, on the basis of qualitative judgment, will be classified as 'Sub-standard'. But even if after resorting to proper steps, there exists no certainty of total recovery of the loan, it will be classified as 'Doubtful' and even after exerting the all-out effort, there exists no chance of recovery, it will be classified as 'Bad-Debt' on the basis of qualitative judgment.

The concerned bank will classify on the basis of qualitative judgment and can declassify the loans if qualitative improvement does occur.

But if any loan is classified by the Inspection Team of Bangladesh Bank, the same can be declassified with the approval of the Board of Directors of the bank. However, before placing such case to the Board, the CEO and concerned branch manager shall have to certify that the conditions for declassification have been fulfilled.

3. Accounting of the interest of classified loans:

If any loan or advance is classified as 'Sub-standard' and 'Doubtful', interest accrued on such loan will be credited to Interest Suspense Account, instead of crediting the same to Income Account. In case of rescheduled loans the unrealized interest, if any, will be credited to Interest Suspense Account, instead of crediting the same to Income Account.

As soon as any loan or advance is classified as 'Bad Debt', charging of interest in the same account will cease. In case of filing a law-suit for recovery of such loan, interest for the period till filing of the suit can be charged in the loan account in order to file the same for the amount of principal plus interest. But interest thus charged in the loan account has to be preserved in the 'Interest

Suspense ' account. If any interest is charged in any 'Bad-Debt' account for any other special reason, the same will be preserved in the 'Interest Suspense' account.

If classified loan or part of it is recovered i.e., real deposit is effected in the loan account, first the interest charged and not charged is to be recovered from the said deposit and the principal to be adjusted afterwards.

Interest accrued on "**Special Mention Account (SMA)**" will be credited to Interest Suspense Account, instead of crediting the same to Income Account.

4. Maintenance of provision:

(a) (i) Banks will be required to maintain **General Provision** in the following way :

- (1) @ 1% against all unclassified loans (other than loans under Consumer Financing and Special Mention Account.)*
- (2) @ 5% on the unclassified amount for Consumer Financing whereas it has to be maintained @ 2% on the unclassified amount for (i) Housing Finance and (ii) Loans for Professionals to set up business under Consumer Financing Scheme.
- (3) @ 5% on the outstanding amount of loans kept in the 'Special Mention Account' after netting off the amount of Interest Suspense.

(b) (i) Banks will maintain provision at the following rates in respect of classified Continuous, Demand and Fixed Term Loans:

- | | |
|------------------|------|
| (1) Sub-standard | 20% |
| (2) Doubtful | 50% |
| (3) Bad/Loss | 100% |

(ii) Provision in respect of Short-term Agricultural and Micro-Credits is to be maintained at the following rates:

- (1) All credits except 'Bad/Loss'(i.e. 'Doubtful', 'Sub-standard', irregular and regular credit accounts) : 5%
- (2) 'Bad/Loss' : 100%

(c) ⁶Banks are required to maintain general provision against Off-balance sheet exposures in the following manner:

- (i)@ 0.5% provision effective from December 31, 2007 and
- (ii)@ 1% provision effective from December 31, 2008 .

* Considering the scope for further contribution of SMEs to the economy of Bangladesh and in order to boost up financing to the Small and Medium Enterprises (SMEs) sector, banks are required to maintain 1% General provision instead of 2% against unclassified loan amount for SMEs. Also, the word stipulated as Small Enterprise Financing (SEFs) has been renamed Small and Medium Enterprise (SMEF) effecting from June 30, 2008. (Ref. BRPD Circular #05 dated April 29, 2008).

⁶ BRPD Circular No. 10, dated September 18, 2007

5. Base for Provision :

Provision will be maintained at the above rate on the balance to be ascertained by deducting the amount of 'Interest Suspense' and value of eligible securities from the outstanding balance of classified accounts.

6. Eligible Securities :

In the definition of 'Eligible Securities' as mentioned in the above paragraph the following securities will be included as eligible securities in determining base for provision:

- 100% of deposit under lien against the loan
- 100% of the value of government bond/savings certificate under lien.
- 100% of the value of guarantee given by Government or Bangladesh Bank
- 100% of the market value of gold or gold ornaments pledged with the bank.
- 50% of the market value of easily marketable commodities kept under control of the bank
- Maximum 50% of the market value of land and building mortgaged with the bank
- 50% of the average market value for last 06 months or 50% of the face value, whichever is less, of the shares traded in stock exchange.

7. Determination of Market Value of Eligible Securities

In determining market value of easily marketable commodities, land and building, banks are advised to follow the instructions mentioned below:

- (a) Easily marketable goods will mean pledged, easily encashable/saleable goods that remain under full control of the bank. However, while the concerned bank branch official will conduct periodic inspection to verify as to whether issues such as the suitability of goods for use, expiry period, appropriateness of documentary evidences, up to date insurance cover, same will have to be assessed by the professional assessor from time to time.
- (b) For land and building, banks will have to ensure whether title documents are in order and concerned land and building will have to be valued by the professional valuation firm along with completion of proper documentation in favour of the bank. In absence of professional valuation firm, certificate in favour of such valuation will have to be collected from the specialized engineer. Nevertheless, temporary houses including tin-shed structure shall not be shown as building.
- (c) In order to facilitate the on-site inspection by our Department of Bank Inspection, banks are also advised to maintain complete statement of eligible securities on a separate sheet in the concerned loan file. Information such as description of eligible securities, their assessment by recognized firm, marketability of the commodity, control of the bank, and reasons for considering eligible securities etc. will have to be included in that sheet.

In terms of the above policies, the banks will conduct their classification- activities on quarterly basis. Detailed statements in respect of classification, provision and 'Interest suspense' accounts will have to be submitted to Bangladesh Bank within 30 days from the reference date.

CORPORATE GOVERNANCE IN BANK MANAGEMENT⁷

Board of directors and management of a bank should comprise of the competent and professionally skilled persons with a view to ensuring good and corporate governance in the bank management. It is also inevitable to have specific demarcation of responsibilities and authorities between these controlling bodies over bank's affairs. In absence of specific division of responsibilities and authorities, even in spite of these bodies' being formed with skilled and efficient persons, the desired goals of an institution cannot be achieved due to lack of transparency and accountability of all concerned. Such kind of situation is more undesirable in an institution like bank-company as it deals with huge public money and interests of the depositors.

In view of the above, rescinding the previous instructions⁸ the specific demarcation of responsibilities and authorities among the board of directors, its chairman, Chief Executive Officer (CEO) of and adviser to the private bank in respect of its overall financial, operational and administrative policymaking and executive affairs including overall business activities, internal control, human resources management and development thereof, income and expenditure etc., along with lending and risk management issues, is outlined as follows:-

01. Responsibilities and authorities of the board of directors:

(a) Work-planning and strategic management:

- (i) The board shall determine the objectives and goals and to this end shall chalk out strategies and work-plans on annual basis. It shall specially engage itself in the affairs of making strategies consistent with the determined objectives and goals and in the issues relating to structural change and reorganization for enhancement of institutional efficiency and other relevant policy matters. It shall analyze/monitor at quarterly rests the development of implementation of the work-plans.
- (ii) The board shall have its analytical review incorporated in the Annual Report as regard the success/failure in achieving the business and other targets as set out in its annual work-plan and shall apprise the shareholders of its opinions/recommendations on future plans and strategies. It shall set the Key Performance Indicators (KPIs) for the CEO and other senior executives and have it evaluated at times.

(b) Lending and risk management:

- (i) The policies, strategies, procedures etc. in respect of appraisal of loan/investment proposal, sanction, disbursement, recovery, reschedulement and write-off thereof shall be made with the board's approval under the purview of the existing laws, rules and regulations. The board shall specifically distribute the power of sanction of loan/investment and such distribution should desirably be made among the CEO and his subordinate executives as much as possible. No director, however, shall interfere, directly or indirectly, into the process of loan approval.
- (ii) The board shall frame policies for risk management and get them complied with and shall monitor at quarterly rests the compliance thereof.

⁷ BRPD Circular No. 16 dated 24 July 2003

⁸ BRPD Circular No. 09 dated 17 September 1996

(c) Internal control management:

The board shall be vigilant on the internal control system of the bank in order to attain and maintain satisfactory qualitative standard of its loan/investment portfolio. It shall review at quarterly rests the reports submitted by its audit committee regarding compliance of recommendations made in internal and external audit reports and the Bangladesh Bank inspection reports.

(d) Human resources management and development:

1. Policies relating to recruitment, promotion, transfer, disciplinary and punitive measures, human resources development etc. and service rules shall be framed and approved by the board. The chairman or the directors shall in no way involve themselves or interfere into or influence over any administrative affairs including recruitment, promotion, transfer and disciplinary measures as executed under the set service rules. No member of the board of directors shall be included in the selection committees for recruitment and promotion to different levels. Recruitment and promotion to the immediate two tiers below the CEO shall, however, rest upon the board. Such recruitment and promotion shall have to be carried out complying with the service rules i.e., policies for recruitment and promotion.
2. The board shall focus its special attention to the development of skills of bank's staff in different fields of its business activities including prudent appraisal of loan/investment proposals, and to the adoption of modern electronic and information technologies and the introduction of effective Management Information System (MIS). The board shall get these programs incorporated in its annual work plan.

(e) Financial management:

- (i) The annual budget and the statutory financial statements shall finally be prepared with the approval of the board. It shall at quarterly rests review/monitor the positions in respect of bank's income, expenditure, liquidity, non-performing asset, capital base and adequacy, maintenance of loan loss provision and steps taken for recovery of defaulted loans including legal measures.
- (ii) The board shall frame the policies and procedures for bank's purchase and procurement activities and shall accordingly approve the distribution of power for making such expenditures. The maximum possible delegation of such power shall rest on the CEO and his subordinates. The decision on matters relating to infrastructure development and purchase of land, building, vehicles etc. for the purpose of bank's business shall, however, be adopted with the approval of the board.

(f) Formation of supporting committees:

For decision on urgent matters an executive committee, whatever name called, may be formed with the directors. There shall be no committee or sub-committee of the board other than the executive committee and the audit committee. No alternate director shall be included in these committees.

(g) Appointment of CEO:

The board shall appoint a competent CEO for the bank with the approval of the Bangladesh Bank.

02. Responsibilities of the chairman of the board of directors:

(a) As the chairman of the board of directors (or chairman of any committee formed by the board or any director) does not personally possess the jurisdiction to apply policymaking or executive authority, he shall not participate in or interfere into the administrative or operational and routine affairs of the bank.

(b) The chairman may conduct on-site inspection of any bank-branch or financing activities under the purview of the oversight responsibilities of the board. He may call for any information relating to bank's operation or ask for investigation into any such affairs; he may submit such information or investigation report to the meeting of the board or the executive committee and if deemed necessary, with the approval of the board, he shall effect necessary action thereon in accordance with the set rules through the CEO. However, any complaint against the CEO shall have to be apprised to Bangladesh Bank through the board along with the statement of the CEO.

(c) The chairman may be offered an office-room, a personal secretary/assistant, a telephone at the office and a vehicle in the business-interest of the bank subject to the approval of the board.

03. Responsibilities of the adviser:

The adviser, whatever name called, shall advise the board of directors or the CEO on such issues only for which he is engaged in terms of the conditions of his appointment. He shall neither have access to the process of decision-making nor shall have the scope of effecting executive authority in any matters of the bank including financial, administrative or operational affairs.

04. Responsibilities and authorities of the CEO:

The CEO of the bank, whatever name called, shall discharge the responsibilities and effect the authorities as follows:

- (a) In terms of the financial, business and administrative authorities vested upon him by the board, the CEO shall discharge his own responsibilities. He shall remain accountable for achievement of financial and other business targets by means of business plan, efficient implementation thereof and prudent administrative and financial management.
- (b) The CEO shall ensure compliance of the Bank Companies Act, 1991 and/or other relevant laws and regulations in discharge of routine functions of the bank.
- (c) The CEO shall report to Bangladesh Bank of issues violative of the Bank Companies Act, 1991 or of other laws/regulations and, if required, may apprise the board *post facto*.
- (d) The recruitment and promotion of all staff of the bank except those in the two tiers below him shall rest on the CEO. He shall act in such cases in accordance with the approved service rules on the basis of the human resources policy and sanctioned strength of employees as approved by the board. The board or the chairman of any committee of the board or any director shall not get involved or interfere into such affairs. The authority relating to transfer of and disciplinary measures against the staff, except those at one tier below the CEO, shall rest on him, which he shall apply in accordance with the approved service rules. Besides, under the purview of the human resources policy as approved by the board, he shall nominate officers for training etc.

Appointment of Directors from the Depositors of Banking Companies Rules, 2008

Bangladesh Bank, being empowered by section 120 of Banking Companies Act, 1991 (Act No. 14 of 1991), formulated and promulgated following Rule for the fulfillment of section 15(5) of the same act. The Rule may be called "Appointment of Directors from the Depositors of the Banking Companies, Rule, 2008. While appointing directors from the depositors of banking companies under section 15(5) of Banking Companies Act, 1991 by Bangladesh Bank, procedures as stated below should be followed:

1. Fit and Proper:-

- (a) Person concerned must be a depositor of the bank company. During the time of holding the post of director, he must maintain his deposit with the concerned bank.
- (b) He must at least have a bachelor degree from any recognized university. He must be prominent in his profession. Depositors having higher educational qualification in Economics, Trade, Business Administration, etc. or having professional experience in Industrial Business shall be given priority at the time of appointing as director.
- (c) He shall not be a director, officer/staff or advisor of any bank company, financial institution, insurance company or stock exchange.
- (d) He, himself or including his family members, shall not hold share more than 1% of paid-up capital of the concerned bank company.
- (e) He shall not have any business or any pecuniary relationship with the concerned bank company except maintaining deposit or holding of share not more than 1% of paid up capital of the bank.
- (f) The person who was salaried staff or held an office of profit or was a director of the bank shall not be selected as director from depositors. Law advisors and external auditors of the bank also shall not be selected as director from depositors.
- (g) He shall not be a member of the family of any director of the concerned bank or shall not have any involvement with the organization owned/conducted by the director of the bank any directors' owned/executed organization
- (h) He shall not be engaged with any political party.
- (i) He shall not be a loan, tax or bill defaulter.
- (j) Fit and proper test criteria issued by Bangladesh Bank from time to time shall be applicable for appointment of directors from the depositors.

2. Selection procedure:-

- (a) The Board of Directors of concerned bank shall send the proposal appointment of 2 (two) directors from the depositors to Bangladesh Bank on the basis of the fit and proper test criteria mentioned above. The appointment of the director shall be effective after the approval of Bangladesh Bank. Bangladesh Bank, if necessary, may ask for additional name(s) from the board of directors of concern bank.
- (b) Tenure of directors selected from the depositors shall be 3(three) years.
- (c) Any director selected from the depositors shall not hold the post of director more than 2(two) tenure or six years consecutively.
- (d) Any person holding the post of director from the depositors for two terms consecutively, shall not be qualified to be re-elected until completion of his/her next one term.

3. Others:-

- (a) If the person violate any condition of Fit and Proper Test stated in Para 1 or for the interest of depositor of concern bank company or interest of the public Bangladesh Bank may remove any director from the depositors giving reasonable opportunity to show the cause.
- (b) Prior approval of Bangladesh Bank shall be necessary in case of the dismissal of any director from the depositors by the board of directors of the concern bank-company. For this purpose resolution passed by the 2/3rd majority of the board of directors to be shall be sent to Bangladesh Bank. The dismissal of the director will be effective upon receiving written approval from Bangladesh Bank.
- (c) Directors appointed from the depositors shall be in addition to 13 (thirteen) members of board of Directors under the sub-clause 15(6) of the Banking Companies Act, 1991.

Explanation: For the purpose of rule, 'family' would include spouse, parents, children, brother and sister of the concerned person and all other persons dependent on him/her.

RESTRICTION ON LENDING TO DIRECTORS OF PRIVATE BANKS⁹

The following instructions on the above subject have been issued rescinding the previous one¹⁰ in this regard with the authority vested under Section 45 of Bank Companies Act, 1991 in public interest and for the interest of the depositors with immediate effect: -

1. Any loan facility or guarantee or security provided to a Director of a bank or to his relatives must be sanctioned by the Board of Directors of the bank and has to be specifically mentioned in the Balance sheet of the bank. However the total amount of the loan facilities extendable to a Director or to his relatives should not exceed 50% of the paid-up value of the shares of that bank held in Director's own name.
2. If the total amount of loan facilities already extended to a Director or to his relatives exceeds 50% of the paid-up value of the shares of the bank held in Director's own name, the amount in excess should be repaid within the time approved by Bangladesh Bank. Under no circumstances, renewal or extension of time of the loan facilities in excess of that 50% can be made.
3. No such loan wherein the borrower is exempted fully or partially from bearing the loss including Mudaraba or Musharaka systems of loan can be extended to any Director or any relatives of him.
4. Subject to compliance of the conditions mentioned in paragraph No.1 above, loan facilities in excess of Tk.10 lacs for funded loan and Tk.50 lacs (funded and non-funded) in favor of any Director or his relatives or proprietorship or partnership firms and private or public limited companies wherein those persons have interests, can be extended subject to obtaining no-objection from Bangladesh Bank.
5. If any Director of a bank without being apparently involved in any industrial /commercial organization, conducts or directs accounts thereof or otherwise has control thereupon or extends collateral security or guarantee against any loans thereof, he will be treated to have interest in that organization/loan account.
6. Bank loan of any public limited company will be treated as liability of a Director of the bank in proportion of the amount (percentage) of shares of that company held by him.
7. If any Director extends guarantee against any loan for any specific amount, his liability will remain limited up to that specific amount.
8. In case of extending loan facilities in favor of the organization wherein the Director has interest, all kinds of legal formalities have to be properly executed as per norms.

⁹ BRPD Circular No. 7 dated August 5, 1999(also applicable for Alternate Directors vide BRPD Circular No.19 dated October 24, 2001).

¹⁰ BCD Circular Letter No. 15 dated July 18, 1995.

9. Respective rules and regulations of Bank Companies Act, 1991 regarding loan facilities in general and other instructions of Bangladesh Bank should be followed as usual.
10. For the purpose of extending loan facilities, the explanation as given under Sub-section 27(2) of Bank Companies Act, 1991 will be applicable to define the term `Director', i.e., it will include his/her spouse, father, mother, son, daughter, brother, sister and all his dependants.
11. If any loans availed in the names of the Directors or organizations wherein they have interests, turn to defaulted ones, legal action has to be initiated instantly and inter alia the Directors have to be served with the notice under Section 17 of Bank Companies Act, 1991.
12. The quarterly statement of liabilities of the Directors and Ex-Directors of the bank as defined in the latest amendment of Bank Companies Act, 1991, will have to be submitted to Bangladesh Bank in the format as enclosed with the BRPD Circular Letter No. 8 dated 19 June, 1997.
13. ¹¹Any change/cancellation/return of security, collateral security, guarantee etc, provided against the loan of any Director or Ex-Director of a bank will require prior permission from Bangladesh Bank.
14. Any change of the conditions of any loans of any Director or Ex-Director of a bank will require prior permission from Bangladesh Bank. Copies of sanction-letters of all loans of the Director or Ex-Director have to be submitted to Bangladesh Bank. Copies of the sanction-letters of existing loans have to be submitted within September 30, 1999 to Banking Regulation and policy Department. In future, copies of the sanction-letters will have to be submitted to the said Department within 1(one) week from the date of sanction of the loan with the no-objection from Bangladesh Bank but before the disbursement of the loan.
15. The above rule will also be applicable in case of those loans extended in favor of any organizations wherein any Director/ex-Director of the bank has interest or he/she was once proprietor, partner, director or guarantor thereof; i.e., any change of the security, collateral security, guarantee provided against the loans of those organizations or of the conditions of sanction will require prior permission from Bangladesh Bank. Copies of sanction-letters of such loan-accounts will have to be submitted to Banking Regulation and policy Department within October 15, 1999.
16. No remission facilities (including A/C blocking) to any loan accounts wherein bank's Director or Ex-Director has interest can be allowed without prior permission from Bangladesh Bank. ¹²However, in case of the Ex-Directors who are at present not holding any share of the bank including the Govt.-nominated Directors, the issue of waiver of

¹¹ BRPD Circular No. 11 dated September 20, 1999 (Sl. Nos. 13 — 16)

¹² BRPD Circular No. 2 dated January 21, 2002.

interest on loans availed before they were Directors of the bank or after they ceased to be the Directors, with the permission of the Board of Directors of the bank will not require prior permission from Bangladesh Bank.

17. ¹³If re-scheduling is required in case of loans extended before the issuance of BRPD Circular No. 07 dated 5.8.99 in favor of Director or any organization wherein he has interest, time of repayment in case of term loan can be extended for maximum 03(three) years and in case of working capital latest up to 31st December, 2001. The proposal of rescheduling has to be approved by the Board of Directors of the bank and will come into effect after obtaining no-objection from Bangladesh Bank. If the history of past repayment of loan accounts of the Director or wherein they have interests, is good and at the same time repayment is not being possible for reasons beyond control and temporary inconvenience, only those accounts will be considered for rescheduling as per above procedure.

¹³ BRPD Circular No. 1 dated January 30, 2000.

RULES AND REGULATIONS FOR APPOINTMENT OF CHIEF EXECUTIVE AND ADVISOR IN BANKS¹⁴

Sub-section (4) of Section 15 of Bank Companies Act, 1991 empowers Bangladesh Bank to issue regulations requiring bank companies to obtain prior approval of Bangladesh Bank in respect of appointment as well as dismissal, release or removal of Chief Executive and Adviser in bank companies.

In bank management, the issue of good governance is very important. In order to strengthen the financial base of the bank and obtain confidence of the depositors, appointing honest, efficient, experienced and suitable Chief Executive is one of the responsibilities of the Board of Directors. In order to ensure good governance the following rules are issued for compliance of the banks replacing the previous instructions¹⁵ in this respect:

1. Moral Integrity:

In case of appointment to the post of Chief Executive /Adviser, satisfaction in respect of the concerned person should be ensured to the effects that: -

- a) (s)he has not been convicted by any Criminal Court of Law;
- b) (s)he has not violated any rules, regulations or procedures /norms set by any Controlling Authority;
- c) (s)he was not associated with any such company /organization, registration or licence of which has been cancelled or which has gone into liquidation;
- d) (s)he has not been disqualified to be the Chairman or Director or Chief Executive of any Company

2. Experience and Suitability :

- a) ¹⁶For appointment as Chief Executive, the concerned person will have experience for at least 15 (fifteen) years as an active officer in bank or financial institution and at least for 02 (two) years in the post immediate to the post of the Chief Executive of a bank. The tenure of the Chief Executive shall be for at least 03 (three) years, which is renewable. For appointment as Adviser, 15 (fifteen) years' job experience in bank or financial institution or administrative experience will be regarded as eligibility. ¹⁷But, the tenure of the Adviser shall not exceed 01 (one) year.
- b) Higher academic education in the field of Economics, Banking and Finance or Business Administration will be regarded as additional qualification for the concerned person.
- c) In respect of service, the concerned person should have high record of performance.
- d) Satisfaction should be ensured that the concerned person was not dismissed from his service when he was Chairman/Director/Official of any company;
- e) No Director of the Bank or financial institution or person who has business interest in that bank will be considered eligible for appointment to the post of Chief Executive/ Adviser.

¹⁴ BRPD Circular No. 15 dated September 03, 2002

¹⁵ BCD Circular letter No. 23 dated 09.10.95 and BRPD Circular letter No.12 dated 10.05.99.

¹⁶ BRPD Circular letter No.06 dated March 16, 2003

¹⁷ BRPD Circular letter No. 16 dated August 09, 2003

3. Transparency and Financial Integrity:

Before appointment as chief Executive/Adviser, satisfaction should be ensured to the effects that:

- a) The concerned person was not involved in any illegal activity while performing duties in his own or banking profession;
- b) (s)he has not suspended payment or has not compounded with his creditors;
- c) (s)he has never been adjudicated an insolvent .

4. Before appointment as Chief Executive or Adviser, prior permission in writing from Bangladesh Bank as per provision of Sub-section (4) of Section 15 of Bank Companies Act, 1991 should be obtained. In order to have such permission, full bio-data and terms and conditions of appointment (mentioning direct and indirect payable salary and allowances and facilities) should be submitted to Bangladesh Bank.¹⁸The banks are required to follow the guidelines stated below while determining the salary and allowances of the Chief Executive and submitting such proposal to Bangladesh Bank: -

- (1) In fixing the salary and allowances of the Chief Executive of a bank, financial condition, area of operation, business-volume and earning capacity of the bank, qualifications, age and experience of the person concerned and the remuneration paid to the persons occupying same position in the peer banks shall have to be taken into consideration.
- (2) Total salary shall be comprised of direct salary covering '**Basic Pay**' and '**House Rent**' and allowances as '**Others**'. The allowances (e.g., provident fund, utility bill, leave-fare assistance etc.) in 'Others' head should be specified in amount/ceiling. Besides, other facilities (e.g., car, fuel, driver etc.), as far as possible, shall have to be monetized and thus determining monthly total salary, it shall have to be mentioned in the proposal to be submitted to Bangladesh Bank. In the proposal, Basic Pay, House Rent, Festival Allowance, other allowances and other facilities shall have to be specified in amount in Taka.
- (3) Terms of salary-allowances and other facilities as specified in the terms and conditions of appointment cannot be changed during the tenure. In case of renewal, proposal may be made for re-fixation of the salary considering the job performance of the incumbent Chief Executive.
- (4) The Chief Executive so appointed shall not get any other direct or indirect facilities (e.g., dividend, commission, bonus, club expense etc.) other than the salary-allowances and other facilities as enumerated in item no. (2).
- (5) The bank shall not pay any income tax for the Chief Executive, i.e., the Chief Executive so appointed shall have to pay it.

5. No person crossing the age of 65 years shall hold the post of Chief Executive of a bank.]

¹⁸ BRPD Circular letter No.03 dated February 01, 2006

CONSTITUTION OF THE BOARD OF DIRECTORS AND FIT AND PROPER TEST FOR APPOINTMENT OF BANK DIRECTORS¹⁹

Responsibilities of running the affairs of a bank-company, like other companies, are entrusted to its board of directors. The responsibilities of the board of directors of a bank-company are more important than those of other companies; because in case of a bank-company it is essential to earn and maintain confidence of the depositors as its business is mainly run with the depositors' money. The board of directors shall also have to strive to protect interests of its depositors as well as of the shareholders. It is imperative to constitute the board of directors with competent and professionally skilled persons and limit the number of directors with a view to formulating policy-guidelines and supervising business activities of the bank efficiently as well as ensuring good and corporate governance in the bank management.

Bangladesh Bank deems it necessary to issue directives for compliance of the bank-company regarding constitution of the board of directors and fit and proper test for appointment of directors in the interest of depositors and for securing proper management of the bank-companies. Therefore, in exercise of the powers conferred by section 45(1) of the Bank Companies Act, 1991, the following restrictions have been imposed regarding constitution of the board of directors and fit and proper test criteria for consideration and compliance of the appointing authority (viz.- general meeting, board of directors etc.) of the private banks regarding appointment or reappointment and filling up of casual vacancy of the offices of bank directors:

1. Constitution of the Board of Directors:-

- a) The board of directors of the bank-companies shall be constituted of maximum 13 (thirteen) directors. However, the directors of the banks, where the number of directors is more than this number, shall be allowed to complete their present tenure of office.
- b) This restriction shall apply to appointment/reappointment of the directors against retirement or filling casual vacancy subject to section 15 Ka Ka of the Bank Companies Act, 1991. -Not more than one member of a family will become director of a bank. For this purpose family members shall include spouse, parents, children, brothers and sisters of the director and other persons dependent on him/her.

2. Fit and Proper Test:-

- a) The concerned person must have management/business or professional experience for at least 10 (ten) years;
- b) (S)he has not been convicted in any criminal offence or involved in any fraud/forgery, financial crime or other illegal activities;
- c) (S)he has not been subject to any adverse findings in any legal proceedings,
- d) (S)he has not been convicted in regard to contravention of rules, regulations or disciplines of the regulatory authorities relating to financial sector;

¹⁹ BRPD Circular No. 12 dated 26 April 2003

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- e) (S)he has not been involved with a company/firm whose registration/license has been revoked or cancelled or which has gone into liquidation;
- f) Loans taken by him/her or allied concern from any bank or financial institution have not become defaulted;
- g) (S)he has not been adjudicated a bankrupt by a court;
- h) (S)he must be loyal to the decisions of the board of directors. However, in case of note of dissent, (s)he may record it in the minutes of the board meeting and/or bring it to the notice of Bangladesh Bank considering its merit.

3. A person, proposed as a candidate for the office of director, shall furnish along with the consent letter for the purpose of section 93 of the Companies Act, 1994 a declaration as per the attached format (**Annexure-A**) that (s)he is not disqualified to become a bank director in accordance with the above mentioned fit and proper test.

4. The declaration shall have to be signed by the concerned person (candidate) and if elected it shall have to be forwarded to Bangladesh Bank by the Chairman of the board of directors.

5. The above-mentioned restrictions for qualifications of bank directors shall be in addition to any related laws/regulations for the time being in force.

Declaration

I do hereby declare that I am eligible to become a director of bank-company as per the fit and proper test criteria issued by Bangladesh Bank vide BRPD Circular No. 12 dated 26 April 2003. I further declare that-

- a) I have not been convicted in any criminal offence or involved in any fraud/forgery, financial crime or other illegal activities;
- b) There is no adverse opinion/findings regarding me in any legal proceedings,
- c) I have not been convicted in regard to contravention of rules, regulations and disciplines of the regulatory authorities relating to financial sector;
- d) I have not been involved with a company/firm whose registration/license has been revoked or cancelled or which has gone into liquidation;
- e) There are no loans taken by me or my allied concern from any bank or financial institution that have become defaulted;
- f) I have not been adjudicated a bankrupt by a court;
- g) My spouse, parents, children, brothers and sisters or any other person dependent on me is not a director of this bank.

Dated:

Signature:

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Countersigned:

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Chairman, Board of Directors
..... Bank Ltd.

Appointment of Directors from the Depositors of Banking Companies Rules, 2008

Bangladesh Bank, being empowered by section 120 of Banking Companies Act, 1991 (Act No. 14 of 1991), formulated and promulgated following Rule for the fulfillment of section 15(5) of the same act. The Rule may be called "Appointment of Directors from the Depositors of the Banking Companies, Rule, 2008. While appointing directors from the depositors of banking companies under section 15(5) of Banking Companies Act, 1991 by Bangladesh Bank, procedures as stated below should be followed:

1. Fit and Proper:-

- (k) Person concerned must be a depositor of the bank company. During the time of holding the post of director, he must maintain his deposit with the concerned bank.
- (l) He must at least have a bachelor degree from any recognized university. He must be prominent in his profession. Depositors having higher educational qualification in Economics, Trade, Business Administration, etc. or having professional experience in Industrial Business shall be given priority at the time of appointing as director.
- (m) He shall not be a director, officer/staff or advisor of any bank company, financial institution, insurance company or stock exchange.
- (n) He, himself or including his family members, shall not hold share more than 1% of paid-up capital of the concerned bank company.
- (o) He shall not have any business or any pecuniary relationship with the concerned bank company except maintaining deposit or holding of share not more than 1% of paid up capital of the bank.
- (p) The person who was salaried staff or held an office of profit or was a director of the bank shall not be selected as director from depositors. Law advisors and external auditors of the bank also shall not be selected as director from depositors.
- (q) He shall not be a member of the family of any director of the concerned bank or shall not have any involvement with the organization owned/conducted by the director of the bank any directors' owned/executed organization
- (r) He shall not be engaged with any political party.
- (s) He shall not be a loan, tax or bill defaulter.
- (t) Fit and proper test criteria issued by Bangladesh Bank from time to time shall be applicable for appointment of directors from the depositors.

2. Selection procedure:-

- (e) The Board of Directors of concerned bank shall send the proposal appointment of 2 (two) directors from the depositors to Bangladesh Bank on the basis of the fit and proper test criteria mentioned above. The appointment of the director shall be effective after the approval of Bangladesh Bank. Bangladesh Bank, if necessary, may ask for additional name(s) from the board of directors of concern bank.
- (f) Tenure of directors selected from the depositors shall be 3(three) years.
- (g) Any director selected from the depositors shall not hold the post of director more than 2(two) tenure or six years consecutively.
- (h) Any person holding the post of director from the depositors for two terms consecutively, shall not be qualified to be re-elected until completion of his/her next one term.

3. Others:-

- (d) If the person violate any condition of Fit and Proper Test stated in Para 1 or for the interest of depositor of concern bank company or interest of the public Bangladesh Bank may remove any director from the depositors giving reasonable opportunity to show the cause.
- (e) Prior approval of Bangladesh Bank shall be necessary in case of the dismissal of any director from the depositors by the board of directors of the concern bank-company. For this purpose resolution passed by the 2/3rd majority of the board of directors to be shall be sent to Bangladesh Bank. The dismissal of the director will be effective upon receiving written approval from Bangladesh Bank.
- (f) Directors appointed from the depositors shall be in addition to 13 (thirteen) members of board of Directors under the sub-clause 15(6) of the Banking Companies Act, 1991.

Explanation: For the purpose of rule, 'family' would include spouse, parents, children, brother and sister of the concerned person and all other persons dependent on him/her.

CONSTITUTION OF THE AUDIT COMMITTEE OF BOARD OF DIRECTORS²⁰

Audit Committee of the Board of a bank can play an effective role in providing a bridge between the board and management, shareholders, depositors and stake-holders and help in ensuring efficient, safe and sound banking practices. Role of the audit committee is also important in evolving an effective procedure for financial reporting disclosure, developing a suitable internal control system and maintaining liaison with internal and external auditors to minimize various business risks. Moreover, new business opportunities and increased competition due to globalization of markets, increased use of electronics and information technology, increased complexity of transactions, accounting standards and regulatory requirements are contributing to essentiality and expansion of the role of audit committee. Under the above circumstances, as part of the best practices, banks are advised to constitute Board's Audit Committee and the following regulations are being issued by Bangladesh Bank for compliance by the banks:-

Overall Purpose/Objectives

The audit committee will assist the board in fulfilling its oversight responsibilities including implementation of the objectives, strategies and overall business plans set by the board for effective functioning of the bank. The committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the bank's process for monitoring compliance with laws and regulations and its own code of business conduct.

Roles and Responsibilities of the Audit Committee

The audit committee will:

Internal Control

- (1) Evaluate whether management is setting the appropriate compliance culture by communicating the importance of internal control and the management of risk and ensuring that all employees have understanding of their roles and responsibilities;
- (2) Review the arrangements made by the management for building a suitable Management Information System (MIS) including computerization system and its applications;
- (3) Consider whether internal control strategies recommended by internal and external auditors have been implemented by the management;
- (4) Review the existing risk management procedures for ensuring an effective internal check and control system ;
- (5) Review the corrective measures taken by the management as regards the reports relating to fraud-forgery, deficiencies in internal control or other similar issues detected by internal and external auditors and inspectors of the regulatory authority and inform the board on a regular basis.

²⁰ BRPD Circular No. 12 Dated December 23, 2002

Financial Reporting

- (1) Review the annual financial statements and determine whether they are complete and consistent with the accounting standards set by the regulatory authority;
- (2) Meet with management and the external auditors to review the financial statements before their finalization .

Internal Audit

- (1) Review the activities and organizational structure of the internal audit function and ensure that no unjustified restrictions or limitations are made;
- (2) Review the efficiency and effectiveness of internal audit function;
- (3) Review that findings and recommendations made by the internal auditors for removing the irregularities detected and also running the affairs of the bank are duly considered by the management.

External Audit

- (1) Review the auditing performance of the external auditors and their audit reports ;
- (2) Review that findings and recommendations made by the external auditors for removing the irregularities detected and also running the affairs of the bank are duly considered by the management.;
- (3) Make recommendations to the board regarding the appointment of the external auditors.

Compliance with existing laws and Regulations ;

Review whether the laws and regulations framed by the regulatory authorities (central bank and other bodies) and internal regulations approved by the board have been complied with.

Other Responsibilities

- (1) Place compliance report before the board on quarterly basis regarding regularization of the errors & omissions, fraud and forgeries and other irregularities as detected by the internal and external auditors and inspectors of regulatory authorities ;
- (2) Perform other oversight functions as requested by the board and evaluate the committee's own performance on a regular basis.

Organization

- (1) The audit committee will comprise of 03 (three) members ;
- (2) Members of the committee will be nominated by the board of directors from the directors ;
- (3) Members may be appointed for a 03 (three)-year term of office ;
- (4) Company secretary of the bank will be the secretary of the audit committee .

Qualifications of the Member

- (1) Integrity, dedication, and opportunity to spare time for the committee will have to be considered while giving nomination a director to the committee;
- (2) Each member should be capable of making valuable and effective contributions in the functioning of the committee;
- (3) To perform his or her role effectively each committee member should have adequate understanding of the detailed responsibilities of the committee membership as well as the bank's business, operations and its risks .

Meetings

- (1) The audit committee should hold at least 3/4 meetings in a year and it can seat any time as it may deem fit ;
- (2) The committee may invite such other persons (e.g. the CEO, head of internal audit) to its meetings, as it deems necessary;
- (3) The internal and external auditors of the bank should be invited to make presentations to the audit committee as appropriate;
- (4) To maximize effectiveness, detailed memorandum to be discussed in the meeting should be distributed to committee members well in advance of the meeting to allow proper consideration of enclosed papers;
- (5) The proceedings of all meetings will be minuted.

POLICY ON SINGLE BORROWER EXPOSURE ²¹

As a prudential measure intended for ensuring improved risk management through restriction on credit concentration, Bangladesh Bank has from time to time advised the scheduled banks in Bangladesh to fix limits on their large credit exposures and their exposures to single and group borrowers.

In general, and as practiced Internationally, exposure ceiling is derived from a bank's total capital as defined under capital adequacy standards (Tier I and Tier II Capital). Following the same practice, Bangladesh Bank issued BRPD Circular No. 08 dated March 18, 2003, recommending uniform exposure limits for both local and foreign banks. In order to enable the banks to improve their credit risk management further, Bangladesh Bank is issuing this circular by consolidating all the instructions issued so far and incorporating some amendments to the previous circular.

01. As a result of increase in capital of almost all the banks, now it has been decided to reduce the single borrower exposure limit from 50% to 35%. Thus-

(a) The total outstanding financing facilities by a bank to any single person or enterprise or organization of a group shall not at any point of time exceed 35% of the bank's total capital subject to the condition that the maximum outstanding against fund based financing facilities (funded facilities) do not exceed 15% of the total capital. In this case total capital shall mean the capital held by banks as per section-13 of the Bank Company Act, 1991.

(b) Non-funded credit facilities, e.g. letter of credit, guarantee etc. be provided to a single large borrower. But under no circumstances, the total amount of the funded and non-funded credit facilities shall exceed 35% of a bank's total capital.

However, in case of export sector single borrower exposure limit shall remain unchanged at 50% of the bank's total capital. But funded facilities in case of export credit shall also not exceed 15% of the total capital.

In addition, the banks shall follow the following prudential norms, where applicable:

²¹ BRPD Circular No. 05, dated April 09, 2005

02. (a) Loan sanctioned to any individual or enterprise or any organization of a group amounting to 10% or more of a bank's total capital shall be considered as large loan.

(a) The banks will be able to sanction large loans as per the following limits set against their respective classified loans :

Rate of net classified loans	The highest rate fixed for large loan against bank's total loans & advances
Upto 5%	56%
More than 5% but upto 10%	52%
More than 10% but upto 15%	48%
More than 15% but upto 20%	44%
More than 20%	40%

(c) In order to determine the above maximum rates of large loans, all non-funded credit facilities e.g. letter of credit, guarantee etc. included in the loan shall be considered as 50% credit equivalent. However, the entire amount of non-funded credit facilities shall be included in determining the total credit facilities provided to an individual or enterprises or an organization of a group.

03. (a) A public limited company, which has 50% or more public shareholdings, shall not be considered as an enterprise/organization of any group.

(b) In the cases of credit facilities provided against government guarantees and AAA rated Multilateral Development Banks (MDBs) guarantee, the aforementioned restrictions shall not be applicable.²²

(c) In the cases of loans backed by cash and encashable securities (e.g.FDR), the actual lending facilities shall be determined by deducting the amount of such securities from the outstanding balance of the loans.

04. (a) Banks should collect the large loan information on their borrowers form Credit Information Bureau (CIB) of Bangladesh Bank before sanctioning, renewing or rescheduling large loans in order to ensure that credit facilities are not being provided to defaulters.

²² BRPD Circular No.02, dated February 19, 2007

- (b) Banks must perform Lending Risk Analysis (LRA) before sanctioning or renewing large loans. If the rating of an LRA turns out to be "marginal", a bank shall not sanction the large loan, but it can consider renewal of an existing large loan taking into account other favorable, conditions and factors. However if the result of an LRA is unsatisfactory, neither sanction nor renewal of large loans can be considered.
 - (c) While sanctioning or renewing of large loan, a bank should judge its borrowers overall debt repayment capacity taking into consideration the borrower's liabilities with other banks and financial institutions.
 - (d) A banks shall examine is borrower's Cash Flow Statement, Audited Balance Sheet, Income Statement and other financial statements to make sure that its borrower has the ability to repay the loan.
 - (e) Sanctioning, renewing or rescheduling of large loans should be approved by the Board of Directors in case of local banks. Such decisions should be taken by the Chief Executives in case of foreign banks. However, while approving proposals of large loans, among other things, compliance with the above guidelines must be ensured.
05. For the loans that have already been disbursed with the approval of Bangladesh Bank, and that have exceeded the limit as stipulated in Section 01 (mentioned above), banks shall take necessary steps to bring down the loan amount within the specified limit. In order to accomplish this condition, banks may, if necessary, arrange partaking with other banks. However, for continuous loans, the limits has to be brought down as per Section 02 within December 2005. For term loans, the deadline is December 2006²³ and the deadline for both continuous & term is December 2006
06. Banks shall submit the monthly statement of large loan in the specified format (Form-L) to Department of Off-site Supervision of Bangladesh Bank within 10 days after the end of respective month.

²³ BRPD Circular No. 16 dated November 16, 2005

POLICY FOR RESCHEDULING OF LOANS²⁴

Experience shows that the existing system of loan rescheduling has created impediments in the way of realizing defaulted loans. Specially, a tendency has been observed among the defaulted borrowers to avail the opportunity of loan rescheduling again and again without any definite business rationale. Some confusions have also cropped up relating to the condition of cash deposit as down payment for loan rescheduling. After careful and overall review of the aforesaid problems and in suppression of all previous instructions²⁵ the following detailed policies for rescheduling of loans are being issued for compliance by banks:

Guidelines for Consideration of Loan Rescheduling Applications:

While considering loan rescheduling application the banks shall follow the under mentioned guidelines:

When a borrower asks for rescheduling of loans the banks shall examine the causes as to why the loan has become non-performing. If it is found from such review that the borrower has diverted the funds elsewhere or the borrower is a habitual loan defaulter the bank shall not consider the application for loan rescheduling. Instead, the bank shall take/continue all legal steps for recovery of the loans.

At the time of considering loan rescheduling proposal bank must assess the borrower's overall repayment capacity taking into account the borrower's liability position with other banks.

In order to ensure whether the borrower would be able to repay the rescheduled installments/existing liability the bank shall review the borrower's cash flow statement, audited balance sheet, income statement and other financial statements.

Bank officers should ensure, if required, by spot inspection of the borrower's company/business place, that the concerned company/business enterprise will be able to generate surplus to repay the rescheduled liability. Such inspection reports should be preserved by the banks.

If a bank is satisfied after due diligence mentioned above that the borrower will be able to repay, the loan may be rescheduled. Otherwise, bank shall take all legal steps to realize the loan, make necessary provision and take measures to write-off.

The rescheduling shall be for a minimum reasonable period of time.

At the time of placing the rescheduling proposal before the Board of Directors the Bank shall apprise the Board in details, what would be implications of such loan rescheduling on the income and other areas of the bank.

²⁴ BRPD Circular No. 01 dated January 13, 2003

²⁵ BCD Circular No. 18 dated December 11, 1995

Rescheduling of Term Loans:

The loans which are repayable within a specific time period under a prescribed repayment schedule are treated as Term Loans. For rescheduling such loans following policies shall, henceforth, be followed:

Application for first rescheduling will be considered only after cash payment of at least 15% of the overdue installments or 10% of the total outstanding amount of loan, whichever, is less;

Rescheduling application for the second time will be considered after cash payment of minimum 30% of the overdue installments or 20% of the total outstanding amount of loan, whichever, is less;

Application for rescheduling for more than two times will be considered after cash payment of minimum 50% of the overdue installments or 30% of the total outstanding amount of loan, whichever is less;

Explanation: If any loan is rescheduled once before issuance of this policy the conditions set forth in this circular for second rescheduling shall be applicable for rescheduling of such loans. Likewise, the terms for 3rd rescheduling as per this circular shall be applicable for rescheduling of any loan which has already been rescheduled twice.

Rescheduling of Demand and Continuous Loan:

The loans which can be transacted without any specific repayment schedule but have an expiry date for repayment and a limit are treated as Continuous Loan. In addition, the loans which become repayable after those are claimed by the bank, are treated as Demand Loans. If any contingent or any other liabilities are turned to forced loan (i.e. without any prior approval as regular loan) those also are treated as Demand Loans. For rescheduling of Demand and Continuous Loans the rates of down payment, depending on the loan amount, shall be as under:

Amount of Overdue Loan	Rates of Down payment
Up to Tk.1.00 (one) crore	15%
Tk. 1.00(one) crore to Tk. 5.00 (five) crore	10% (but not less than Tk.15.00 lac)
Tk. 5.00(five) crore and above	5% (but not less than Tk.50.00 lac)

If any Continuous or Demand Loan is rescheduled by restructuring/converting partly or wholly into Term Loan and repayment installments have been fixed, application for rescheduling such loans shall be considered on cash payment of minimum 30% of the overdue installments or 20% of the total outstanding amount of loan, whichever is less. For subsequent rescheduling minimum 50% of the overdue installments or 30% of the total outstanding amount of loan amount shall have to be deposited in cash.

Other Terms and Conditions of Rescheduling:

²⁶The Borrowers whose credit facility has been rescheduled will get new loan facility subject to fulfilment of the following conditions:-

- a) The defaulting borrower who has availed interest waiver must settle at least 15% of the compromise amount (excluding the down payment on rescheduling as per present guidelines) to avail any further credit facility from any Bank.
- b) In case of borrowing from other Banks, the same rule will be applicable, i.e. the borrower will have to settle at least 15% of compromise amount (excluding the down payment on rescheduling as per present guidelines), then, will be allowed to take regular facility from other Banks subject to the submission of NOC (No Objection Certificate) from the rescheduling bank.
- c) Export borrowers may be granted further credit facility (after being identified as not a wilful defaulter), if required, subject to settle at least 7.5% of the compromise amount (excluding the down payment on rescheduling as per present guidelines) being paid.
- d) If any such issue is already there (such fresh facility has already been allowed after allowing waiver), the same will not fall under purview of this circular.
- e) Information on the loan accounts rescheduled shall be reported to the Credit Information Bureau (CIB) of Bangladesh Bank. While reporting to the CIB, such rescheduled loans/advances may be shown as RS 1 for first rescheduling, RS 2 for second and so on. Interest waivers given to the entity should be mentioned as RSIW.

Where the amount equal to minimum twice the amount of principal loan disbursed has been repaid till the date of issuance of this policy, the instructions contained in this circular shall not be mandatory for rescheduling of such loan for 1(one) year from the date of this circular.

For rescheduling as above no prior approval of Bangladesh Bank will be required ; however, prior approval of Bangladesh Bank shall have to be obtained if the loan is related to the director/ex-directors of a Bank Company.

²⁶ BRPD Circular No. 02 dated February 14, 2006 & BRPD Circular No. 03 dated March 19, 2006

POLICY FOR LOAN WRITE OFF²⁷

In course of conducting credit operations by banks the quality of a portion of their loan portfolio, in many cases, deteriorates and uncertainty arises in realizing such loans and advances. These loans are adversely classified as per existing rules and necessary provision has to be made against such loans. Writing off bad loans having adequate provision is an internationally accepted normal phenomenon in banking business. Owing to the reluctance of banks in Bangladesh in resorting to this system their balance sheets are becoming unnecessarily and artificially inflated. In order to avoid possible legal complications in retaining the claims of the banks over the loans written off section 28 ka has been incorporated in 2001 in the Bank Company Act, 1991. In this context the following policies for writing off loans are being issued for compliance by banks:

Banks may, at any time, write off loans classified as bad/loss. Those loans which have been classified as bad/loss for the last five years and for which 100% provisions have been kept should be written off without delay. After issuance of this circular the process of writing off all other loans classified as bad/loss should be started immediately. Under the process the oldest bad/loss classified loans should be considered first for written off.

Banks may write off loans by debit to their current year's income account where 100% provision kept is not found adequate for writing off such loans.

All out efforts should be continued for realizing written off loans. Cases must be filed in the court of law before writing off any loan for which no legal action has been initiated earlier.

A separate "Debt Collection Unit" should be set up in the bank for recovery of written off loans.

In order to accelerate the settlement of law suits filed against the written off loans or to realize the receivable written off loans any agency outside the bank can be engaged.

A separate ledger must be maintained for written off loans and in the Annual Report/Balance Sheet of banks there must be a separate "notes to the accounts" containing amount of cumulative and current year's loan written off.

In spite of writing off the loans the concerned borrower shall be identified as defaulter as usual. Like other loans and advances, the writing off loans and advances shall be reported to the Credit Information Bureau (CIB) of Bangladesh Bank.

Prior approval of Bangladesh Bank shall have to be obtained in case of writing off loans sanctioned to the director or ex-director of the bank or loans sanctioned during the tenure of his directorship in the bank to the enterprise in which the concerned director has interest (as per explanation contained in section 27(2) of the Bank Company Act, 1991).

²⁷ BRPD Circular No. 02 dated January 13, 2003

LARGE LOAN RESTRUCTURING SCHEME (LLRS²⁸)

In order to lessen the burden of potential risks involved in large loans Bangladesh Bank has recently taken some steps to encourage the banks to go for inter-bank loan syndication or consortium loans. Simultaneously banks are also sanctioning loans to large group or enterprise separately on bilateral basis. Whenever such loans, provided by the banks without syndication and on bilateral basis, are required to be restructured or rescheduled the same is also done by the banks bilaterally with their borrowers. Of late, it has been observed that this system of restructuring or rescheduling of loans by individual banks bilaterally with the large borrowers who have liabilities with more than one bank is not appropriate. Under the circumstance based on the extensive discussions with the banks the following scheme for rescheduling and restructuring of large loans is introduced by Bangladesh Bank for implementation by banks:

1. The scheme will be known as "Large Loan Restructuring Scheme (LLRS)". The objective of the scheme is to ensure a transparent mechanism for restructuring of loans and to involve all the financing banks in the restructuring process. LLRS will apply to the loans provided by more than one banks under or outside the consortium arrangement with outstanding of Tk.50.00 crore and above. The scheme will not be applicable for loans sanctioned by a single banking company.
2. A two tier committee will be constituted for implementation of the LLRS. The constitution and functions of the committees will be as under:

A) Standing Committee

- i) The Standing Committee will be constituted comprising the Chief Executives of all banks participating in LLRS. All banks working in the country shall participate in the scheme in their own interest and shall become members of the Committee. The Committee will be a self empowered body, which will lay down policies and guidelines for restructuring and rescheduling of large loans and monitor the performance of the scheme.
- ii) Deputy Governor in charge of the Department of Off-site Supervision (DOS) of Bangladesh Bank shall act as Chairman of the Committee. The committee shall meet at least once in every three months.
- iii) The committee may decide to have a permanent secretariat and to recruit whole time officers/staff for the secretariat. It will also lay down policies for sharing administrative and other expenses by the participating banks.

²⁸ BRPD Circular No. 13 Dated December 23, 2002

B. Inter-Bank Committee

i) There shall be an Inter-Bank Committee comprising the financing banks. In case of consortium loans the Chief Executive of the lead bank and in other cases the Chief Executive of largest financing bank shall be the Chairman of the Inter-Bank Committee.

ii) The Committee shall examine the viability of restructuring & rescheduling proposals of the loans and shall approve the proposals in appropriate cases. The committee may, if necessary, engage external consultants for evaluation of restructuring proposals. For the purpose, it may also take the help of Credit Rating Agencies working in the country. If any proposal for restructuring is not found suitable, the Committee will advise the banks to initiate appropriate legal steps for recovery of the debt.

C. Legal Basis

i) LLRS will be a voluntary and non-statutory mechanism based on Debtor-Creditor Agreement (DCA) and Inter-Creditor Agreement (ICA). The Standing Committee shall prepare specimen of such agreements in consultation with lawyers having expertise in the field.

ii) In the Debtor-Creditor Agreement there should be a clause containing "stand still" agreement binding for 90 days or 180 days by both sides. Under this clause both the debtor and creditors shall agree to a legally binding "stand-still" whereby both the parties commit themselves not to take recourse to any legal action during the "stand-still" period, this would facilitate the evaluation and processing of debt restructuring proposal without any outside intervention.

D. Miscellaneous.

i) While evaluating the debt restructuring or rescheduling proposal if any bank requires approval of Bangladesh Bank from the purview of large loan as per section 27(3) of the Bank Company Act, 1991 the bank shall have to obtain the approval from Bangladesh Bank for the same.

ii) If 75% of secured creditors by value, agree to a debt restructuring proposal, the same would be binding on the remaining secured creditors.

iii) Banks shall disclose in their published Annual Report/Balance Sheet under a separate "notes" the total amount of debt restructured under LLRS.

iv) Banks shall also send a quarterly statement containing the information of the debt rescheduled & restructured under LLRS to DOS of Bangladesh Bank.

REQUIREMENT FOR OBTAINING INFORMATION ON LARGE LOAN FROM CREDIT INFORMATION BUREAU²⁹

Previous Circular on the above matter was issued vide CIB Circular No. 02 dated December 27, 1992.

In the above circular, branches of the banks were directed to collect from January 01, 1993 onwards, before taking effective steps on fresh loan-application of any borrower after receipt of the same or before renewal of regular loan account or rescheduling, whether he has availed of any loan-facility from any other bank and if he has, the required information on that loan from the Credit Information Bureau through their Head Offices. But it has been observed that many banks are conducting the process of sanction, renewal and rescheduling of loan without collecting information on loans from the Credit Information Bureau. Consequently, the defaulters are availing of the opportunities of obtaining fresh loan without repaying the defaulted one, which is undesirable.

Therefore, from now on it is made compulsory to obtain information on borrower from the Credit Information Bureau before sanctioning of fresh loan, renewal of regular loan or rescheduling of loan for Tk. 10³⁰ lacs and above in favor of any borrower. Following procedures are instructed to be complied with in respect of sanction, renewal and rescheduling of large loan:

Credit information on borrower shall have to be collected from the Credit Information Bureau before sanctioning of fresh loan, renewal of regular loan or rescheduling of loan for Tk. 50³¹ lacs and above. Banks shall take the decision of sanctioning, renewing or rescheduling the loan at their own discretion and responsibility having examined the eligibility of the borrower in respect of availing of the loan after receiving the total information on the borrower from the Credit Information Bureau.

It was made compulsory to obtain information on borrower from the Credit Information Bureau before sanctioning of fresh loan, renewal of regular loan or rescheduling of loan for Tk. 10 lacs and above in favor of any borrower vide BCD Circular No. 07 dated June 17, 1995. Subsequently, the amount was raised to Tk. 50 lacs and above and the issue of collecting information on borrowers/clients from the CIB in respect of opening of L/C and issuance of Bank Guarantee was made optional vide BCD Circular No.09 dated June 29, 1995. Rescinding this Circular dated 29.06.95 it was made compulsory to obtain information on borrower from the CIB before sanctioning, renewal and rescheduling of large loan as well as in case of opening of L/C and issuance of Bank Guarantee vide BRPD Circular No. 13 dated October 26, 2000. Further included in the same Circular is that it must have to be ensured that no loan facility shall be extended to any defaulters and for this purpose banks at their own interest shall collect credit information from the CIB. [Amount of large loan to be determined in terms of BRPD Circular No. 05 dated April 09, 2005].

²⁹ BCD Circular No. 07 dated June 17, 1995.

³⁰ raised to Tk. 50 lacs vide BCD Circular No. 09 dated June 29, 1995 subsequently rescinded and revised vide BRPD Circular No. 13 dated October 26, 2000.

³¹ BCD Circular No. 09 dated June 29, 1995 subsequently rescinded and revised vide BRPD Circular No. 13 dated October 26, 2000.

PAYMENT OF DIVIDEND BY BANK COMPANIES³²

In terms of the provisions incorporated in Bank Companies Act, 1991, banks can declare their dividend without prior approval of Bangladesh Bank subject to compliance of the following conditions: -

- (1) No dividend in cash or in bonus share (keeping in consideration the order issued on 11.09.01 by the Securities and Exchange Commission in respect of issuance of bonus share) can be declared with short-fall in capital of the bank.
- (2) Banks shall have to comply with the following conditions in respect of maintenance of provision:
 - (a) Provision against adversely classified loans shall have to be maintained at the rate(s) specified by Bangladesh Bank;
 - (b) General provision @ 1% against unclassified loans shall have to be maintained;
 - (c) Provision against 'Investment' and 'Other Assets' shall have to be maintained at the rate(s) specified by Bangladesh Bank.
- (3) Prior to declaration of dividend, the concerned bank shall have to obtain specifically a certificate from the external auditor to this effect that provisions have been properly maintained having followed/complied with the rules, regulations and norms issued by Bangladesh Bank and there is no short-fall in respect of maintenance of capital adequacy and provision.
- (4) In case of declaring dividend in cash at higher rate i.e., beyond 20% , a sum equal to the amount of dividend in excess of 20% shall have to be kept deposited in the Dividend Equalization Account which shall be treated as `Core Capital' of the bank .
- (5) If any post-facto review during on-sight inspection by Bangladesh Bank reveals any deviation in compliance of the above conditions in declaring dividend of any year, prior permission from Bangladesh Bank shall have to be obtained before declaration of dividend for the next year.

³² BRPD Circular Letter No. 18 dated October 20, 2002.

LOAN AGAINST SHARES, DEBENTURES ETC³³

Restrictions on loan against shares listed and quoted with the Stock Exchange were incorporated in BCD Circular No. 15/84 (which were subsequently incorporated under Para 06 of BCD Circular No. 04/1990).

Decision has been adopted to this effect that from now on scheduled banks can extend loan against shares of the companies listed and quoted with the Stock Exchange up to 40% of the market value of the same. In order to administer properly the lending activities against shares, banks are advised to comply with the following prudential guidelines: -

- 1) Only shares listed and quoted with the Stock Exchange shall be treated as eligible security.
- 2) Shares can be treated as security against any type of loans. Loan can be extended up to 40% of the market value of the shares. However, maximum of Tk. 10³⁴ (ten) lacs can be extended to a single borrower. For the purpose of determining the loan-limit, an average of market value for the preceding six month shall have to be taken into account.
- 3) In all cases, before disbursement of loan, full control of the shares and irrevocable authority for transferring the same to the third party shall have to be taken. For this purpose, apart from taking deposit of the share-scripts, the Transfer Deed, Memorandum of Deposit of shares and other requisite documents shall have to be obtained.
- 4) Compliance of the provisions of Sub-section 26(2) of the Bank Companies Act, 1991 shall have to be ensured. Moreover, no bank shall extend loan against shares for an amount more than 5% of its total liabilities.
- 5) Banks shall certainly for once a month analyse/review the coverage of the extended loans having verified/scrutinized the market value of shares pledged as security at the lending branches' level keeping proper records thereof. If the value of the shares declines, banks, in such case, shall demand for required extra shares from the borrower for due coverage thereof or shall withdraw the loan facility. Bank's internal audit shall regularly examine whether these reviews are regularly conducted at branch level.

³³ BCD Circular No. 02 dated February 06, 1995. BCD Circular No. 04 dated May 28, 1995 made debentures of the companies listed and quoted with the Stock Exchange eligible for availing of loan thereagainst subject to compliance of the instructions of the BCD Circular No. 02 dated February 06, 1995.

³⁴ Ceiling raised vide DBOD Circular No. 11 dated August 29, 1995

INTEREST RATES ON DEPOSIT AND LENDING

Banks are now free to fix their rates of interest on their deposits of different types after withdrawal of restriction about the floor rate of interest in 1997³⁵. Banks are also free to fix their rates of interest on lending except for export sector, which has been fixed at 7%³⁶ per annum with effect from January 10, 2004.

At present, banks can differentiate interest rate up to 3% considering comparative risk elements involved among borrowers in same lending category. With progressive deregulation of interest rates, banks have been advised to announce the mid-rate of the limit (if any) for different sectors and the banks may change interest 1.5% more or less than the announced mid-rate on the basis of the comparative credit risk.

³⁵ BRPD Circular No. 01 dated February 19, 1997.

³⁶ BRPD Circular No. 01 dated January 10, 2004.

BANK CHARGES³⁷

1. With the rescinding of F.F. Circular No. 16 dated 31-3-1982 and BCD Circular No. - 7, dated 12-3-1986 on the captioned subject, the banks are now free to fix the fees and commissions relating to the services offered by them to their customers.
2. In applying the fees there should be no discriminations among customers for similar services. In other words, all customers are required to be treated at par for similar services.
3. Each bank will prepare its schedule of charges and commissions etc. and ensure that these are publicly accessible at each branch.
4. Each bank will forward to BCD (now BRPD), Bangladesh Bank a copy of the schedule of charges and commissions. Any changes to such schedules as may be made from time to time must be forwarded to Bangladesh Bank forthwith.

³⁷ BCD Circular No. 3 dated January 11, 1990

BANK DEPOSIT INSURANCE SCHEME

The Bank Deposit insurance Act, 2000³⁸ established the rules governing the role of insurer, the level of coverage provided and the laws governing the payments in event of a bank failure. Under the law deposits of all scheduled banks are insured up to BDT 100,000 per depositor. The Act is as under:-

01. Short title. - This Act may be called the Bank Deposit Insurance Act 2000.

02. Definitions. - In this Act, unless there is anything repugnant in the subject or context -
'Deposit' means in case of any scheduled bank, the summation of unpaid residue of its depositors' accounts;

'Trustee Board' means the Trustee Board of the fund as mentioned under Section 8 hereof;

'Scheduled Bank' means the Scheduled Bank as defined under Article 2(j) of the Bangladesh Bank Order, 1972 (P.O.No.127 of 1972);

'Fund' means the Trust Fund as preserved under Section 3 hereof;

'Auditor' means chartered accountant as defined under Article 2(1)(b) of the Chartered Accountants Order, 1973 (P.O.No.2 of 1973);

'Premium' means premium payable by the insured bank as specified under Section 5 hereof;

'Bangladesh Bank' means Bangladesh Bank established under Bangladesh Bank Order, 1972(P.O.No.127 of 1972);

'Insurance' means deposit insurance;

'Insured Bank' means bank insured under this Act.

03. Deposit Insurance Trust Fund.- (1) Bangladesh Bank shall maintain a Fund in the name of Deposit Insurance Trust Fund and monies of the Fund can be invested by Bangladesh Bank in any approved sector.

³⁸ Circulated vide BRPD Circular No. 10 dated September 07, 2000.

(2) The following monies will be deposited in the Fund namely: -

- (a) Money received from insured bank;
- (b) Return on investment of monies of the Fund;
- (c) Money received from the bank liquidated under Section 7 hereof;
- (d) Income received from other sources.

(3) Monies of the Fund shall not be spent for any purposes other than for repayment of dues of the depositors of the bank liquidated under the provision of Section 7 hereof and for the cost of maintenance of the Fund;

(4) Nothing of Income Tax Ordinance 1984 (XXXVI of 1984) shall apply to the income of the Fund.

04. Insured Bank. - Notwithstanding anything contained in any other law for the time being in force,

- (a) All scheduled banks existing on the date of enforcement of this Act shall be deemed to have been insured with the Fund from the same date; and
- (b) All scheduled banks to be established after enforcement of this Act, shall be insured with the Fund.

05. Premium of the Insured Bank. - (1) Each insured bank shall pay the premium to the Fund @ 0.07% per annum on such portion of its deposit as may be determined by Bangladesh Bank from time to time.

But provided that, Bangladesh Bank, with the prior approval (previous sanction) of the Government, shall have the power to increase or decrease the rate or premium.

(2) Insured bank shall pay its premium from its expenditure account.

(3) Premium shall have to be paid at such time and mode as specified by Bangladesh Bank.

(4) If any insured bank fails to pay its premium, Bangladesh Bank shall have the power to direct as to the deposit of such premium to the Fund by debiting the amount equal to that of the premium from the account of the said bank maintained with Bangladesh Bank.

06. Action against failure for more than once in payment of premium .- If any insured bank fails for more than once to pay the premium, Bangladesh Bank, allowing the chance of hearing and by notification in the Official Gazette, shall have the power to direct as to refraining any insured bank from accepting deposit for the time as specified in the notification .

07. Liability of the Fund.- (1) If the order is passed for liquidation of any insured bank, Bangladesh Bank shall pay each of its depositors the amount equal to one's deposit, not exceeding maximum Tk. 01 (one) lac, from the Fund.

(2) If any depositor has more than one accounts in the liquidated bank and the balances of the accounts altogether even if stand more than Tk. 01 (one) lac, he shall not be paid back more than Tk. 01 (one) lac. The Official Liquidator against the net asset of the liquidated bank shall adjust such payment with the amount payable to the depositors.

(3) The Official Liquidator, whatever he might be termed, within less than 90 days after assuming his office, shall submit to Bangladesh Bank the list of deposits of the depositors in the form as specified by Bangladesh Bank.

(4) The Trustee Board shall arrange for payment from the Fund the amounts due to the depositors in terms of the provisions of Sub-section (1) within less than 90 days after receipt of the list as specified under Sub-section (3) hereof .

(5) If the amount of the deposited monies of the Fund falls short of the payable amount, Government shall, through Bangladesh Bank lend the Fund the amount of short-fall @ Bank-Rate-based interest.

(6) Notwithstanding anything contained in this Section, the amount payable to any depositor shall be determined net of any claims of the insured bank legally due to it.

08. Trustee Board.- There shall be a Trustee Board for operation and administration of the Fund and the Board of Directors of Bangladesh Bank shall be the Trustee Board of the Fund .

09. Annual Report. - The Trustee Board shall submit to the Government the copy of annual accounts of the Fund certified by the Auditor and signed by the Governor of Bangladesh Bank and the Report on activities within 2(two) months from the date of preparation of such accounts.

10. Repeals and Savings. - (1) The Bank Deposit Insurance Ordinance, 1984 (LIII of 1984) is hereby repealed.

(2) All monies of the Deposit Insurance Fund preserved under the repealed Ordinance shall be transferred to the Fund.

Guidelines on Managing Core Risks in Banking³⁹

Due to deregulation and globalization of banking business, banks are now exposed to diversified and complex risks. As a result, effective management of such risks has been core aspects of establishing good governance in banking business in order to ensure sustainable performance. In recognition of the importance of an effective risk management system, Bangladesh Bank has issued guidelines on 'Managing Core Risks in Banking' on 07 October 2003. The five core risks are a) Credit Risks, b) Asset and Liability/Balance Sheet Risks, c) Foreign Exchange Risks, d) Internal Control and Compliance Risks and e) Money Laundering Risks.

Banks were advised to put in place an effective risk management system based on the above guidelines by June 2004. Bangladesh Bank monitors the progress of implementation of these guidelines through its on-site inspection teams through routine inspection.

The said guidelines on Managing Core Risks in Banking such as Asset and liability/Balance Sheet Risks and Foreign Exchange Risks have been reviewed. A document (interpretation to measure risks using Gap Analysis) has been issued for the banks which may help banks to measure and manage their Liquidity Risk, Interest Risk and Foreign exchange risk and minimize their losses.⁴⁰

³⁹ BRPD Circular No. 17, dated 07 October, 2003

⁴⁰ BRPD Circular No. 04, dated 05 March, 2007

Credit Rating⁴¹

In terms of the BRPD Circular Letter No. 05 dated May 29, 2004 it was made mandatory for the banks to have themselves credit rated to raise capital from capital market through IPO.

The issue has been reviewed further and with a view to safeguard the interest of the prospective investors, depositors and creditors and also the bank management as a whole for their overall performances in each relevant areas including core risks of the bank, it has now been decided to make it mandatory from January 2007 for all banks to have themselves credit rated by a Credit Rating agency.

Banks are, therefore, advised to take necessary measures from now on so that they can have their credit ratings in all relevant areas as well as the bank management.

Banks will be required to complete their credit rating by June 30, 2007. The credit rating will be an ongoing process i.e. credit rating should be updated on a continuous basis from year to year, within six months from the date of close of each financial year.

The rating report completed in all respects be submitted to Bangladesh Bank and made public within a period of one month of the notification of rating by the credit rating agency.

Banks will disclose their credit rating prominently in their published annual & half yearly financial statements.

⁴¹ BRPD Circular No. 06 dated 05 July, 2006

Prudential Guidelines for Consumer Financing and Small Enterprise Financing: ⁴²

Due to significant increase in credit disbursement in the arena of Consumer Financing and encouraging credit flow in the Small Enterprise Financing sector in the recent time, two separate guidelines have been issued to the banks for better management of credit in those two sectors ⁴³where-in loans will have to be classified into 8(eight) categories (in light of Credit Risk Grading Manual). Banks have been advised to implement the guidelines by 31 December 2005. Bangladesh Bank will monitor the progress of implementation of these Regulations/Guidelines through its on-site inspection teams through routine inspection.

⁴² BRPD Circular No. 07, dated 03 November, 2004

⁴³ BRPD Circular No. 20, dated 20 December, 2005

Guideline on Information & Communication Technology for Scheduled Bank⁴⁴

Bangladesh Bank has forwarded guidelines to provide the industry with IT guideline of 'minimum' security standards for scheduled banks with a view to ensuring security in IT setup as well as in IT operations by taking adequate measures to prevent the information from unauthorized access, modification, disclosure and destruction so that customers' interest is fully protected . Banks are advised to follow the Guideline in their IT area and implement all the security standards by May 15, 2006.

⁴⁴ BRPD Circular No. 14, dated October 23, 2005

Implementation of Credit Risk Grading Manual⁴⁵

With the aim to fully implement a Risk Grading System, an Integrated Credit Risk Grading Manual has been developed and forwarded to the banks. Banks are advised to implement Credit Risk Grading (as described in the manual) by March 31, 2006 for all exposures (irrespective of amount) other than those covered under Consumer and Small Enterprises financing Prudential Guidelines and also under The Short-Term Agricultural and Micro-Credit. Banks are also advised to submit a compliance report by April 15, 2006 to the effect that the Credit Risk Grading has been put in place. Risk Grading Matrix provided in the Manual will be the minimum standard of risk rating and banks may adopt and adapt more sophisticated risk grades in line with the size and complexity of their business. Bangladesh Bank will monitor the progress of implementation of the manual/guideline through its on-site inspection teams during routine inspection.

⁴⁶Banks are advised to adopt the credit risk grading system outlined in the two separate manuals (Credit Risk Grading Manual-Bank, Credit Risk Grading Manual-NBFI) for assessing credit risk in case of taking exposure on another Bank/NBFI. Banks are also advised to implement the same by October, 2007 and submit a compliance report to Banking Regulation & Policy Department by November 15, 2007 to the effect that Credit Risk Grading has been put in place.

Maintaining Adequate Security of Lockers

Although banks are not informed about contents of lockers, banks have great responsibilities for the safety and security of the lockers. Therefore, it has been decided that all banks shall observe minimum safety and security measures at branches/places where safe deposit lockers facilities are offered to general public.

Banks have to ensure that security arrangement of lockers are adequate and suitable in all respects. The location & physical structures must be consistent with those of safety vaults and safety rooms. Bank should review the existing security system on an ongoing basis. The security procedures should be well documented and the concerned staff/officer should be properly trained

⁴⁵ BRPD Circular No. 18, dated December, 2005

about the procedures. The internal auditors should ensure that the procedures are strictly adhered to. Banks will carry out proper due diligence process on the security agencies, as well as the guards posted at their branches. Security agency will give such undertaking that if a bank suffers loss

⁴⁶ BRPD Circular No. 7, dated July 09, 2007