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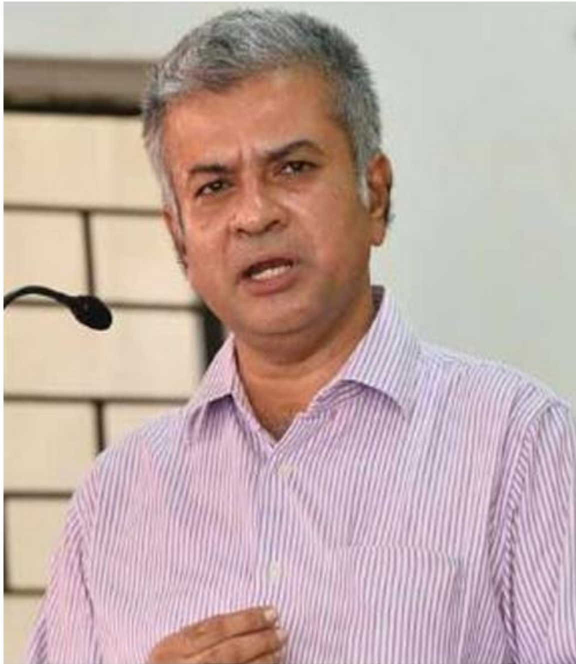

Dr. Raju Narayana Swamy popularly known as Kerala's Anti Corruption Crusader is the All India Topper of the 1991 batch of the IAS and is currently posted as Principal Secretary to the Government of Kerala . He has earned many accolades as he hit against the political-bureaucrat corruption nexus in India. Dr Swamy holds a B.Tech in Computer Science and Engineering from the IIT Madras and a Ph. D. in Cyber Law from Gujarat National Law University . He also has an LLM (Pro) (with specialization in IPR) as well as three PG Diplomas from the National Law University, Delhi- one in Urban Environmental Management and Law, another in Environmental Law and Policy and a third one in Tourism and Environmental Law. He also holds a post-graduate diploma in IPR from the National Law School, Bengaluru and a professional diploma in Public Procurement from the World Bank.

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Dr. Neha Mishra

Dr. Neha Mishra is Associate Professor & Associate Dean (Scholarships) in Jindal Global Law School, OP Jindal Global University. She was awarded both her PhD degree and Associate Professor & Associate Dean M.A.; LL.B. (University of Delhi); LL.M.; Ph.D. (NLSIU, Bangalore) LLM from National Law School of India University, Bengaluru; she did her LL.B. from Faculty of Law, Delhi University as well as M.A. and B.A. from Hindu College and DCAC from DU respectively. Neha has been a Visiting Fellow, School of Social Work, Michigan State University, 2016 and invited speaker Panelist at Global Conference, Whitney R. Harris World Law Institute, Washington University in St.Louis, 2015.

Ms. Sumiti Ahuja

Ms. Sumiti Ahuja, Assistant Professor, Faculty of Law, University of Delhi,

Ms. Sumiti Ahuja completed her LL.M. from the Indian Law Institute with specialization in Criminal Law and Corporate Law, and has over nine years of teaching experience. She has done her LL.B. from the Faculty of Law, University of Delhi. She is currently pursuing Ph.D. in the area of Forensics and Law. Prior to joining the teaching profession, she has worked as Research Assistant for projects funded by different agencies of Govt. of India. She has developed various audio-video teaching modules under UGC e-PG Pathshala programme in the area of Criminology, under the aegis of an MHRD Project. Her areas of interest are Criminal Law, Law of Evidence, Interpretation of Statutes, and Clinical Legal Education.

Dr. Navtika Singh Nautiyal

Dr. Navtika Singh Nautiyal presently working as an Assistant Professor in School of law, Forensic Justice and Policy studies at National Forensic Sciences University, Gandhinagar, Gujarat. She has 9 years of Teaching and Research Experience. She has completed her Philosophy of Doctorate in ‘Intercountry adoption laws from Uttranchal University, Dehradun’ and LLM from Indian Law Institute, New Delhi.

Dr. Rinu Saraswat

Associate Professor at School of Law, Apex University, Jaipur,
M.A, LL.M, Ph.D,

Dr. Rinu have 5 yrs of teaching experience in renowned institutions like Jagannath University and Apex University. Participated in more than 20 national and international seminars and conferences and 5 workshops and training programmes.

Dr. Nitesh Saraswat

E.MBA, LL.M, Ph.D, PGDSAPM
Currently working as Assistant Professor at Law Centre II, Faculty of Law, University of Delhi. Dr. Nitesh have 14 years of Teaching, Administrative and research experience in Renowned Institutions like Amity University, Tata Institute of Social Sciences, Jai Narain Vyas University Jodhpur, Jagannath University and Nirma University.
More than 25 Publications in renowned National and International Journals and has authored a Text book on Cr.P.C and Juvenile Delinquency law.

Subhrajit Chanda

BBA. LL.B. (Hons.) (Amity University, Rajasthan); LL. M. (UPES, Dehradun) (Nottingham Trent University, UK); Ph.D. Candidate (G.D. Goenka University)

Subhrajit did his LL.M. in Sports Law, from Nottingham Trent University of United Kingdoms, with international scholarship provided by university; he has also completed another LL.M. in Energy Law from University of Petroleum and Energy Studies, India. He did his B.B.A.LL.B. (Hons.) focussing on International Trade Law.

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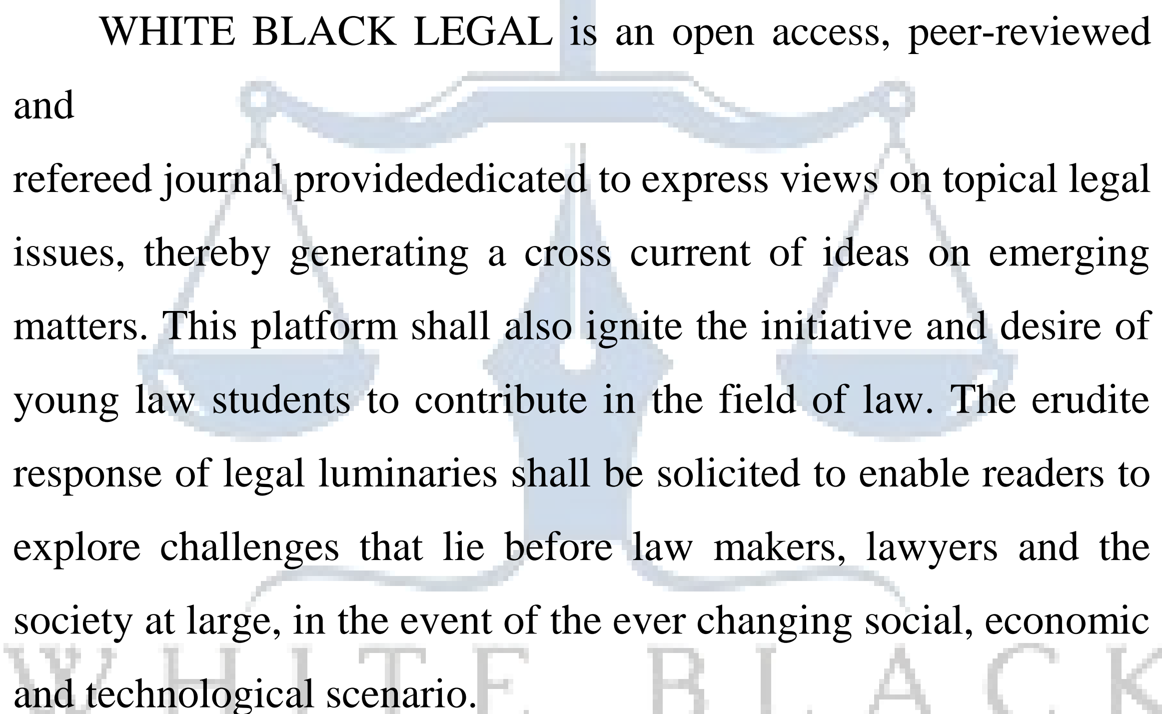

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refereed journal providededicated to express views on topical legal issues, thereby generating a cross current of ideas on emerging matters. This platform shall also ignite the initiative and desire of young law students to contribute in the field of law. The erudite response of legal luminaries shall be solicited to enable readers to explore challenges that lie before law makers, lawyers and the society at large, in the event of the ever changing social, economic and technological scenario.

With this thought, we hereby present to you

CRITICAL ANALYSIS OF THE REGULATORY CHALLENGES FACED BY M&A IN BANKING SECTOR

AUTHORED BY - HARSHITA PUROHIT[1]

Abstract:

The Regulatory Framework in India has had immense effect on the country's banking sector merger and acquisition operation, which has increased as a result of financial stability initiatives, economic liberalisation, and competitive pressures. As innovations in technology evolves swiftly and industrial competitiveness grows, mergers and acquisitions, are the preferred strategy and a successful way to break into new sectors. Companies frequently use this strategy in an attempt to expand their operations into new marketplace overcome their unprofitable scenario.

Given banks are the cornerstone of our financial system, they are often urged to combine in an effort to thrive worldwide and foster concord, which enhances the exchange of funds and contributes to our nation's prosperity. M&A have propelled the sectors expansion and allowed banks to rise in the rankings, providing enormous advantages to shareholders although there are certain regulatory barriers incidental to.

The effects of Indian regulatory frameworks on banking M&A transactions are examined thoroughly in the given research, alongside an emphasis upon the challenges and possibilities presented by the control over the regulatory bodies like the Competition Commission of India (CCI), Securities and Exchange Board of India (SEBI), and Reserve Bank of India (RBI) and others.

The paper offers a thorough examination of the regulatory obstacles and business implications of consolidation and takeover in the Banking industry of India, several of them are capital adequacy requirements, foreign ownership restrictions, anti-competition regulations, and stringent data privacy mandates significantly influence the integration and validity of M&A transactions. For instance, high non-performing asset (NPA) provisions strain smaller banks,

[1] Harshita Purohit, student of B.A. LL. B at Manipal University, Jaipur.

limiting their M&A deal. Lastly the paper emphasises the significance of a comprehensive regulatory strategy by thoroughly analysing various regulatory challenges.

Keywords: *Merger and Acquisition, Banking Regulation Act, 1949, Reserve Bank of India, Regulatory Challenges, Financial Institutions.*

Introduction:

In the current fast paced business climate, entrepreneurship and creativity are at an all-time high, with new company ideas appearing nearly every day. Only the most flexible and strategically minded businesses prosper in this heightened competitive environment, while others struggle or even collapse. In order to survive this intense competition, companies need to concentrate on both breaking into the market and staying solvent in the face of shifting economic conditions. Building resilience through flexible strategies that guard against shifting consumer needs, technology advancements, and fluctuations in the market is necessary for this. Consequently, it is now crucial to use business saving strategies such as digital transformation, diversification, restructuring and mergers & acquisitions. These strategies enable business to improve productivity, from collaborations, and streamline operations all of which increase stability and adaptability. The above strategies are essential for companies to succeed and survive over the long run as they negotiate this competitive environment. Several strategies can be used to guarantee the company's survival, or established businesses might figure out how to boost their market share by eliminating competitors or recover from financial crises by reorganizing their current capital structure and other similar measures.

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An agreement that unites two re existing companies to create a single new company is called a merger. There are many different types of consolidations, and takeovers and companies' merger for a number of motivations. A company's reach, market share, or entry into new markets are the usual goals of mergers and acquisitions. Increasing shareholder value is the goal of all of these actions. An acquisition occurs when a company purchase almost or every share of the stock in another company in order to seize control of that company. Purchasing additional securities and other assets from a target firm grants the acquirer the power to determine how to utilise the newly obtained possessions despite the approval of other shareholders.

A nation's banking industry is regarded as an essential component of its financial system. A country's financial system is the centre of its economy. Nation with a robust banking system has a solid financial foundation and a clear route for expansion and development. Compared to any of the other leading economies in the world, the Indian banking industry is seen as being in extensively better shape and in developing at an incredible rate. In the face of worldwide slumps in the economy, Indian banks have shown resilience. Banks frequently have to engage in intense competition to acquire a significant number of clients since the financial sector and technology are always evolving. The slot of merger and acquisition can be used by banks in the above cited situation to combat a crucial stage in the economy. Banking businesses all across the world have utilised M&A deals to expand their market domination. Along with the target bank's technology skills, it is seen to be the finest and most efficient approach to expand into new areas and acquire its current client base.

A central based regulatory body is in charge of overseeing, directing and holding financial institutions as to carry forward their core business while also paying their debts when they become due, Reserve Bank of India considered as primary regulator of nation's banks.

Legislative Regulations for M&A deals in Banking Sector:

"The comprehensive regulatory framework of amalgamation or merger between two banks, irrespective of their business and capital adequacy is by and large the product of sequential work groups appointed by RBI ".[2] The financial service sectors use merger and acquisition as a key mechanism to achieve the desired economic growth. The banking industry uses mergers as a means of cutting costs, streamlining branch networks, investing in new technology and procedures, increasing revenue, diversifying, lowering risk, and fortifying strategic positions. The laws governing acquisitions and consolidations in the financial industry organisation in India have evolved significantly over time. Initially, there was no special measures in the Banking Regulation Act, 1949[3] to facilitate mergers and acquisitions among banking companies. To bridge this gap, substantial modification was made with passing of the Banking Laws (Amendment) Act, 1949[4]. The Amendment inserted Section 44A into Banking Regulation Act, 1949[5] It recognised the voluntarily occurring mergers of financial institutions

[2] Standing Committee on Finance, A Hundred Small Steps: Raghuram Rajan Committee Report (Planning Commission) http://planningcommission.nic.in/reports/genrep/rep_fr/cfsr_all.pdf accessed 25 November 2012.
[3] Banking Regulation Act, 1949.
[4] Banking Regulation (Amendment) Act, 1949
[5] Banking Regulation Act, 1949 s 44A.

over the initial instance. Importantly, the aforementioned clause gave the RBI the power to examine and approve merger plans, making sure that they take public interest and legislative considerations into account. The *Indian Constitution* recognises consolidations of two or more companies, either for the benefit of the public or to ensure good administration of any of the businesses.[6]

In the lawsuit, the constitutionality of the *Banking Regulation Act of 1949* was contested of *Shivkumar Tulsian and others vs. Union of India* [1990] 68 Com Cas 720 (Bom), where the High Court Mumbai division deliberated on its compatibility with Article 14 and 19 of the Indian Constitution. The court reasoned that the aforesaid act aims to protect the interests of the depositors and ensure financial stability, which are legitimate objectives of public interest. Furthermore, court emphasized that the provisions of the act, i.e. the role of RBI in overseeing amalgamations, are adequate to prevent misuse and ensure equitable treatment.

The Indian Supreme Court, in the case of *Joseph Kuruvila Vellikunnel vs. Reserve Bank of India AIR 1962 SC 1371*, discuss the nature of banking organisations, noted that banking companies are distinct because the depositors' interests are paramount. The judgement highlighted that the banking companies handle public funds and that any disruption in their functioning could have a significant impact on financial stability, hence their operations demands stricter regulatory oversight making Reserve Bank of India as a regulatory body, to ensure depositor safety and maintain systemic integrity of the banking institution, which align with the goal of economic stability and trust in banking system.

According to the Banking Regulation Act, 1949, there have occurred upto 77 bank consolidations in the banking industry of India throughout 1962 to till now. Of these, 46 happened prior to the bank's nationalisation in 1969, whereas the remainder of 31 were carried out after its nationalisation.[7]

The reorganisation of the financial services sector is part of the administrations objectives to restructure and consolidate the financial organisation of India into worldwide financial system.

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[6] Constitution of India, art 31A (c).

[7] RBI, Mergers of Banks: A Statistical Note https://rbi.org.in/scripts/BS_ViewBulletin.aspx?Id=9312#:~:text=Since%201961%20till%20date%2C%20under%20the%20provisions%20of,while%20remaining%2031%20occurred%20in%20the%20post-nationalisation%20era accessed 12 November 2024.

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The Banking structure in Indian scenario has seen a numerous instances of successful consolidation and takeovers as well as modifications, every one of which have accelerated its growth and allowed institutions to rise in the rankings.

Banking Regulation Act, 1949: [8]

The Companies Act, 1913 regulate the amalgamation, merger and acquisition of banking organisation before to 1950. *Section 44A of the Banking Regulation Act*, which was added later, outlined the process for purchasing and combing private sector banks. As long as the Act of 1949 governs and oversees the different financial firms' activities. Nevertheless, the process of registering banking firm is supervised and governed by the *companies act of 2013*.The RBI uses the requirements of the act to combine and consolidate with the vulnerable financial institutions with the dominant and robust financial firms, serving as the "matchmaker" in the entire procedure. The act also supervises the behaviour and dealings of lenders. The provision of *Banking Regulation ,1949* will prevail over and be applicable to banking companies in the event that anyone of the provisions of the *Companies Act* is in conflict with those of *Banking Regulation Act*. Furthermore, any provision in company's memorandum or articles of association that is in conflict with those of the banking regulation provision will be null and void. Every contract signed by the business that conflicts with the terms of the act of 1949 deals with regulation of financial institutions will not be legally enforceable whether it is a resolution adopted by the committee of managers or at the meeting of shareholders for the purpose of constraining the activities of the lending institutions in India.[9]

Under the companies act, 2013, mergers or amalgamations requires approval from the NCLT, which oversees the scheme and ensure compliance with the provisions of the act, creditors interests and other legal requirements. In contrast, under the Banking Regulation Act, 1949, the process of mergers and amalgamations involving banking companies is primarily governed by section 44A and 45 of the acts. Here, the RBI holds exclusive authority to approve and sanction the scheme of amalgamation. The involvement of the RBI ensures that the interests of depositors are safeguard and aligns with the unique regulatory framework required for banking institutions, given their systemic importance to the economy. This distinction underscores the sector specific oversight necessitated by the critical role of banks in the financial system.

[8] Banking Regulation Act, 1949.
[9] Banking Regulation Act, 1949 s 5A.

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Private Sector Bank Voluntary amalgamation:

Section 44A of the Banking Regulation Act, 1949 defines the method for voluntary amalgamation of private banking organisations, which streamlines and lowers expenses. For the approval of amalgamation of banking organisations at least two third of each banking company's shareholders who are resent and voting at a general meeting must approve the amalgamation plan[10]. Every shareholder must get notice of the general meetings, and they must publish for three weeks in a row in at least two newspapers, one of which must be in the language of locality.[11] In an unlikely circumstance that a shareholder objects the amalgamation, he has the right to get paid and RBI will determine how much their shares are worth and respectively provide the amount to such shareholders. The RBI must approve the plan after obtaining shareholder approval. Once approved by RBI, it becomes legally obligatory on everyone involved, including both banks' shareholders. The acquiring bank receives the assets and liabilities of the merging institutions upon RBI clearance. Effective on a given date, the RBI has the authority to order the amalgamating bank to dissolve. Only upon conferring with the RBI, the central government can order the merger of banking corporations under section 237 of the companies act, 2013.

Whenever a proposed merger between two banking companies is approved by shareholders, it must first undergo thorough consideration by each board of directors. The board decision making process must consider the subsequent factors.

1. Evaluate the combined entities reserves, liabilities, and assets. And to assess if the newly created entity's asset value will increase as a result of the merger.
2. Examine the type and equity of the pay provided to the combined company's shareholders.
3. Make sure that thorough due diligence is carried out to assess the mergers functioning, monetary and legal consequences.
4. To verify whether the share swap ratio is fair and reasonable and that it was established by impartial valuers.
5. Upon the amalgamation is completed, examine the shareholding arrangement to order to make sure it complies with RBI *ownership and control rules*. Analyse suggested

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[10] Banking Regulation Act, 1949 s 44A.
[11] Banking Regulation Act, 1949 s 44A.

board of directors' composition modifications to bring them into compliance with RBI governance guidelines.

6. Address the impact of the amalgamation on the newly formed company's capital adequacy ratio and its financial condition as a whole.

If the RBI believes that a compromise or solution approved by the court regarding the banking company cannot be worked out successfully, with or without changes, the RBI has the authority to apply for the winding up of the banking companies.[12] The financial company will have to adhere to the guidelines established under the *section 230 and 231 of the companies act, 2013*. Nevertheless, the court ought to obtain the necessary certificate mentioned in the relevant sections before sanctioning the financial company's project.

The voluntary consolidation of banking organisations is governed *by section 44A of the Banking Regulation Act, 1949*. Its application is restricted to transactions in which the party making the transfer and the recipient of the transfer of the companies have been recognised under the act as banking organisations. The companies act and banking regulation acts requirements do not apply to organisations that are not covered by the act. Rather, these organisations are subject to certain legal requirements that specify how they must merge. *Section 44A of Banking regulation act,1949* not intended to include the *State Bank of India, regional rural banks, nationalised banks and cooperative banks* since they are governed by other laws, i.e. their own respective statutory acts which are established.

Mandatory Consolidation for Privately Owned Banks:

The Reserve Bank of India has the authority to mandate the merger of a weaker banking organisation with a stronger one under certain conditions, as stated in *section 45 of the banking regulation act, 1949*[13]. It guarantees the protection of depositors, the general publics, and the financial institutions interests. The provision of section 45 states that when a bank experiences financial difficulties, poor management, or other issues that endanger the integrity of public or depositors, the RBI may step in. The RBI creates a merger plan with the following goals in mind: wellbeing of the public, protection of depositors, making certain that the financial organization run effectively, bolstering financial sector. In the event that a banking company is subject to a moratorium order, the RBI might propose a plan to the national government.

[12] Banking Regulation Act, 1949 s 38(b)(i).
[13] Banking Regulation Act, 1949 s 45.

Normally, the plan would include, incorporates clause that address employee protection, financial instability mitigation, and banking service continuity. Following approval, the plan becomes legally binding on all parties involved, including depositors, the acquiring bank and the weaker bank. This guarantees quick implementation and avoids any legal objections to the merger process. The RBI can combine a banking company with any other banking company, nationalised bank, SBI or SBI subsidiary under the mandatory amalgamation, there being an obvious differentiation between section 44A and 45. On the other hand, a banking company is allowed to consolidate with different banking firm by means of voluntary amalgamation.

The Companies Act, 2013:[14]

The foundation of Indian corporate law, which regulates the establishment, administration and functioning of business, is the companies act, 2013. It offers a strong legal foundation for mergers, acquisitions and amalgamations, and all of which are operational instruments for financial restructuring, market consolidation, and business growth. *Section 230 to 234*[15] *of chapter XV i.e. Compromise, Arrangements, and Amalgamations* of the act primarily cover the provisions pertaining to acquisitions and mergers.

Chapter XV, which lays forth a guideline for corporate reorganisation, particularly merger deals involving banking organizations, regulates integration of corporates under the Companies act, 2013. Nevertheless because of the special character of banking operations and their systemic significance, the act calls for more regulatory control of banking organizations. Any merger plan combining a banking firm and a non-banking company must be approved by the NCLT, according to the Companies act of 2013. The NCLT safeguard the interests of creditors, shareholders, and other stakeholders while ensuring that the plan conforms with corporate regulations. The RBI has the ultimate responsibility whether to accept such a plan for a regulatory standpoint, even if the NCLT is in charge of the mergers business components. The RBI reviews the plan to make sure depositors, and the financial systems interests are protected and that it combines with banking laws. Before the RBI could provide final clearance for a merger combining a banking business and a non-banking company, the high court had to approve it under the previous *companies act, 1956*. This function is now centralised under the companies act of 2013 with the NCLT.

[14] Companies Act, 2013.
[15] Companies Act, 2013 s 230 – 234.

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The Competition Act, 2002:[16]

The main piece of law governing arrangements i.e. consolidation and takeover in Indian is also governed by the *competition act, 2002*. *Section 5 and section 6*[17] of the act address merger and acquisition legislation. The act was introduced with the primary goals of abolishing practices that have a significant negative impact on competition, fostering and maintain competition, safeguarding consumer interests and ensuring the freedom of trade of other market participants, outlawing anti-competitive agreements and the abuse of dominant positions, regulating combinations, such as mergers, takeovers etc. and enforcing competition action. Any consolidation of banks that have the potential to result in an AAEC is null and void. A bank is free from the requirements of the combination clause in any loan or investment agreement, nonetheless, the CCI must be notified of the combination within seven days.

Government regulations precluded nationalised bank merger and takeovers from requesting clearance from the legitimate trade regulators CCI from the year 2017. Establishing the stage for aid restructuring in the PSU financial services industry was the goal. These exemptions, which will last for 10 years, coincides with a number of professionals and even officials discussing the necessity of banking sector consolidation, particularly among state run banks.

The Securities and Exchange Board of India (SEBI) Regulation:

In the financial services sector, SEBI is essential to the supervision for overseeing the conduct of consolidation and takeovers involving firms that are publicly traded. SEBI preserves rights and interests of shareholders and promotes confidence in the financial services marketplace by ensuring reliability and openness.

Financial institutions engaged in consolidations and takeovers of the assets of any firms are required as per SEBI to furnish market participants and investors with thorough details regarding the deal. This compromises:

1. Limitation and conditions of consolidation and takeovers, the value of the Swap proportion along with the share revenue and its worth, its related advantages and hazards due to such information provided that is to say disclosure will provide shareholders, investors and other members of the organisation arty to a consolidation,

[16] Competition Act, 2002.
[17] Competition Act, 2002 s 5 – 6.

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to make well informed judgments on the basis of given documentation which provide marketplace openness.

2. An early version of the proposal must be submitted to the securities exchanges for evaluation by banks engaging in consolidation and takeovers. The entities involved, the financial institution ramifications, and the implications for strategy are all covered in length in this document. Prior providing an approval, SEBI verifies whether it conforms with its rules and regulation established.
3. Meetings of shareholders must be held by publicly traded financial institutions in order to get approval of the shareholders for the proposed consolidation and takeover. Active decision making is ensured by providing shareholders with comprehensive information and allowing them to ask enquiries.
4. Substantial shares of equity could end up being acquired as the consequence of a consolidation and takeover transaction, which might lead to modifications in requirements under *SEBI takeover code*. For public offerings and revelations, the purchasing corporation must follow the established protocols.

By protecting the well being of all parties involved, SEBI involvement guarantee that consolidation and takeovers in the banking industry are carried out in an unbiased and ethical manner. These respective actions strengthen confidence among consumers in financial service sector of India and encourage existing legislative structure such as the *Banking Regulation Act of 1949*.

The Indian Stamp Act, 1899:[18]

The act, according to one point of view, duties payable as form of stamp is another kind of transactional taxation, essential to have a service charge that any individual, actual or legal person, contributes to the relevant national administration to provide the paperwork with legal enforcement. The act of 1899 stipulates for the payment of the stamp duty on documentation pertaining to consolidations and takeovers, performs an essential function throughout the legislative and regulatory environment of financial services transactions in India. *The Finance Act of 2019* standardised the imposition of stamp duties on deals involving securities, particularly consolidation of firms by the amendment of *Indian Stamp Act, 1899*. These changes took into effect from the date of July 1, 2020. Since the courts and tribunals order amount to granting the consolidation scheme are considered *conveyance* under the *stamp act*,

[18] Indian Stamp Act, 1899.

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stamp duty is applied to them. The cost of stamp taxation is determined by the sum paid as consideration or the estimated market worth of the securities being conveyed, whatever is greater than usual. It guarantees openness concerning transactions with significant value like financial institution consolidation and generating income for the state.

Although the Stamp offers a general structure forming a basic structure, each state is free to choose the stamp duties fee that applies in their own borders. As a result, duty rates for comparable transactions and deals frequently differ between jurisdictions. In certain circumstances, reorganisation incorporating national administration agencies or advantageous consolidations are to support expansion in the economy are eligible for waivers or lower rates. For example, in state of Maharashtra *schedule I, item 25(da) of the stamp duty act of Maharashtra.* The corresponding rate, specifically for a consolidation scheme is given, 10% of the total market standard of the value of share granted or distributed, whether obtained through exchange or the any other case. As well as the sum of the monetary value paid for the consolidation. Fee charge under this head should not exceed the limit of a sum equivalent to 5% of the actual market worth of the acquiring company's real estate holdings in the state or the value of shares granted, whatever is greater. Different states have different value of stamp duty for same transaction or documentation.

Challenges faced by banking sector in M&A Deals:

In consolidation and takeovers of Indian financial institution, during the procedure of the consolidation or acquisition it faces numerous difficulties resulting from the intricate legal environment, organisational complexities, and sector specific factors. The following are the expanded difficulties faced during the process:

1. The Acceptance and Adherence: *The Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Competition Commission of India (CCI), and Ministry of Corporate Affairs* are among the agencies that to approve and grant the financial institution consolidation in India. As a result, the procedure is drawn out and difficult. RBI regulation in consolidation procedure might delayed the process or made more difficulty by strict adherence to RBI guidelines regarding adequate capitalisation, mitigation of risks, and safeguarding clients. The transaction and deal expenses are frequently raised, and legal obstacles are created by the enforcement of stamp duties on consolidation commands and the uncertainty of taxation advantages

2. Unification of Culture and Management: collaboration of workforce is essential for bringing cultures into harmony, keeping talent, and handling employee opposition are among issues that consolidation financial organisations frequently encounter. Subsequently, it might become difficult to maintain consistency and high-quality service for customers throughout the transition period, particularly when working with a variety of clientele.
3. Technologies Collaboration: The endeavour of consolidating the newly formed institutions technologies will probably require approximately two to three years to complete. Internet sites, smartphone applications, and Interactive Voice Responses systems must all be combined into a single workflow, and backside integration and connectivity are crucial to the completion of these combined procedures. Regarding fundamental financial services, different and numerous software programs. For the purpose to make a seamlessly connectivity and balance out and synchronise goods, the national administration has to decide to consolidate these inefficient and efficient financial institutions which utilise the identical infrastructure in relation to digital technology. When these consolidations come in force, cyber security represents an essential problem.
4. Combining of Securities: Bringing together financial securities becomes necessary whenever financial institution consolidate, particularly if the consolidating institution or organisations offer numerous financial products or have a separate core financial system of the respective organisations involved in consolidation. Streamlining the range of products reduces customer disturbance and guarantees uniformity throughout the combined company. The consolidation and takeover might have an effect on borrowers' current debts. Modifications with the expenditure of deposit in the new business might results in adjustments to the *Marginal Cost of Funds* based on funding fee (MCLR). Lenders might see differences in the rate of interest as a result, which may impact how much they must repay on their loans. Reserving confidence throughout the incorporation period requires keeping lines of communication own with borrowers and taking preventive steps to resolve any necessary alterations that might occur.
5. Growth of non-performing assets (NPAs): A major obstacle facing the Indian banking industry is the rise of non-performing assets (NPAs), which raises questions about the long-term viability of some institutions. Scheduled commercial banks (SCBs) reported gross non-performing assets (NPAs) of ₹73,954.1 billion as of March 2019. The increase in bad loans has become a major factor in merger proposals, which are meant

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to stabilise troubled banks by pooling resources. Concerns were raised, for example, when Indian Bank and Allahabad Bank merged because the latter's net non-performing assets (NPAs) were higher than its net value, which would have an effect on the combined company's financial stability. Bank profitability is strained by the rising non-performing assets (NPAs), which calls for strong management structures after the merger to guarantee that the combined company can successfully handle and overcome this financial load. These difficulties emphasise the necessity of careful supervision and improved credit risk management in the sector.

6. Downturn in management of Assets Liability (ALM): Financial Institution consolidation frequently render Asset Liability Management (ALM) tougher to accomplish, particularly with regard to anchor financial firm that are currently absorbing firms with large financing gaps. Financial consolidation and takeovers for instance the ones featuring Union Bank of India, Canara Bank and Punjab National Bank represent instances of possible ALM degradation. These difficulties result from distinctions between deposits (outflow) and advances (inflows) in the combined financial institutions organisations. The effectiveness of operations and liquidity may be strained by this inconsistency. The nature of this issue is shown by previous instances, such as the Bank of Baroda consolidation with Dena Bank and Vijaya Bank, whereby the Bank of Baroda was had been exposed to heightened reassure due to inherited financial shortfalls. Researchers at the India Ratings agency predict that if recent consolidation and takeovers are not handled cautiously, equivalent results would probably occur. To solve the liquidity shortages in the consolidated firm and guarantee compliance with regulatory standards, the purchasing financial institution must fortify their ALM rules and regulations. Resolving these discrepancies is essential to reserving post consolidation or takeover and to maintain financial stability.
7. Difficulty in reorganisation: Since personnel rationalisation and functional reconfiguration often included as components of consolidation and takeovers between financial institutions across the globe, reorganisation and layoffs are inevitable. Financial institutions Unions in India have resisted these procedures because they are worried about the staff transfers, job security, and layoffs. Labour organisations contend that workforce sustainability is disrupted by redundancies in positions and responsibilities brought about by reorganisation which may lead to redundancies or relocating them. Although the goal of consolidation and takeover is to increase productivity and profits, resolving employee complaints and offering sufficient

assistance during change is crucial to reducing resistance and guaranteeing a seamless manpower and operational unification.

8. The immediate expenses: Consolidation among financial firm would inevitably result in short term expenditures due to IT insertion, appropriate lending value, and possible business interruptions during the transition period, according to a Gartner estimate, Indian financial institutions and firms sent over approximately $19.1 billion on IT infrastructure upgrades in 2017, as per report. The above expenses include updating outdated systems, guaranteeing smooth client experiences, and integrating financial systems. The burden is further increased by the expenses related to bridging operational gaps and matching finance procedures. Although these expenses put a short-term impact overall economic viability, a good integration can result in improved technological capabilities, productivity in operations, and future profitability after the consolidation and takeover.

Conclusion and way Forward:

An effective strategy for the nations rapid expansion is the consolidation and takeover of financial institutions, which will result in a bigger financial institution with the capacity to handle risk, compete globally, and such other issues. The Indian financial institution sector has recently seen significant consolidation and takeover deals, which has led to the emergence of several foreign firms. Recent research indicates that there are solid forecasts for future rises in Indian financial firm profitability. Nevertheless, a rise in the number of these consolidation and acquire has resulted in an unparalleled degree of market level financial concentration which may impact the financial firm sector's ability to compete.

In the Indian banking industry, mergers and acquisitions (M&A) are mostly governed and guided by the Banking Regulation Act (BR Act), 1949. With the primary goal of preserving financial stability and safeguarding the interests of depositors and the general public, it is clear from reading its provisions that the Reserve Bank of India (RBI) has the primary responsibility to supervise and manage these mergers. In today's cutthroat and fast-paced business environment, where amalgamations and consolidations are crucial instruments for expansion, effectiveness, and sustainability, this regulatory monitoring is becoming more and more important.

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Depositor protection is given top priority in the regulatory framework for bank mergers, which makes sure the merging companies can preserve public deposits while generating operational efficiencies. The need for thorough examination, which covers the consolidating companies' financial standing, asset-liability management, and governance frameworks, is an example of a strong and deposit-centric strategy. Furthermore, the RBI's dedication to openness and honesty is demonstrated by its participation in choosing the merger plan and making sure that Anti-Money Laundering (AML) laws are followed. But there are difficulties with the regulatory procedure. Technology integration, cultural alignment across merging businesses, and financial product synchronisation are some of the challenges that mergers may encounter. Another major issue that frequently calls for creative methods of resolution and recovery is the management of non-performing assets (NPAs) during mergers. To achieve a smooth merger, short-term interruptions like IT integration and restructuring expenses are also a problem.

In conclusion, the RBI is essential to the success of consolidation in the financial services sector, and the BR Act's provisions provide a thorough framework for supervising such transactions. In a globalised and competitive economy where mergers are being utilised more and more to attain size, effectiveness while and perseverance, this regulatory scrutiny is essential. In addition to facilitating significant consolidations, the regulatory structure fortifies the Indian banking industry overall by striking a balance between depositor protection, financial stability, and operational efficiency. In order to handle the changing possibilities and problems in the banking industry, these rules must be continuously improved and brought into line with international best practices.

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