CO: MBD: 2019-20: 27th May, 2019

| | |
|---|---|
| National Stock Exchange of India Limited<br>Listing Compliance,<br>Exchange Plaza,<br>Plot No.C/1, 'G' Block<br>Bandra-Kurla Complex<br>Bandra (E), Mumbai-400 051 | BSE Limited,<br>Listing Compliance,<br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Fort<br>Mumbai 400001 |

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019.**

We submit herewith the Annual Secretarial Compliance Report of Central Bank of India for the financial year ended March 31, 2019, given by R.S.Padia & Associates, Company Secretaries, in terms of SEBI circular no CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above on your record.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA

**ANAND KUMAR DAS**
**DEPUTY GENERAL MANAGER**
**COMPANY SECRETARY**

# R.S. PADIA & ASSOCIATES

## COMPANY SECRETARIES

**Secretarial compliance report of Central Bank of India for the year ended 31st March 2019**
[Pursuant to SEBI circular No. IR/CFD/CMD1/27/2019 Dated 08.02.2019]

To,
**The Members of Central Bank of India,**

1. We have examined:

   (a) All the documents and records made available to us and explanation provided by Central Bank of India ("the listed entity"), arising from the compliances of Specific Regulations listed under para 2 infra

   (b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above

   (c) website of the listed entity,

   (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

   for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

   (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

   (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

   (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

   (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

R.S. PADIA & ASSOCIATES * C.P. No. 7488 * MUMBAI *

Add: Office No. 17, 10th Floor, A Wing, Pinnaacle Corporate Park, G Block, BKC, Bandra (East), Mumbai-400051. Phone: 91 22 26529772, Cell: 91 9819164904 Email: rajshreecs@hotmail.com

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India(Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations,2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, However, in absence of any transaction relating to Buyback of Securities and issue on Non Convertible and Redeemable Preference Shares during the period under review, the compliance of relevant provisions mentioned herein does not arise.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) No action was required to be taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;

(d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions taken to comply with observations made in the previous reports does not arise.

**Date : 13/05/2019**
**Place: Mumbai**

**For R.S. Padia & Associates**
**Company Secretaries**

Rajshree

**Rajshree Padia**
**FCS: 6804; CP: 7488**

R.S. PADIA & ASSOCIATES * C. P. No. 7488 * MUMBAI *