



सेंट्रल बैंक ऑफ इंडिया
सेंट्रल बैंक ऑफ इंडिया
Central Bank of India

1911 से आपके लिए "केंद्रित"

"CENTRAL" TO YOU SINCE 1911

केन्द्रीय कार्यालय

Central Office

CO:MBD:2018-19:1090

28th February, 2019

National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot No.C/1, 'G' Block Bandra-Kurla Complex Bandra (E), Mumbai-400 051	General Manager Corporate Relationship Deptt Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001
---	---

Dear Sir/Madam,

Sub : Proceedings of Extra-ordinary General Meeting and Disclosure as per SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement - **Raising of Equity Capital by way of preferential allotment and through Employee Stock Purchase Scheme (ESPS)**

Please refer to our letter no. CO:MBD:2018-19:1015 dated 31-01-2019 informing thereby *inter alia* that the Capital Raising Committee of the Board of Directors of the Bank has considered and approved raising of equity capital by issuance and allotment of 38,74,39,390 equity shares of the face value of Rs.10 each at the issue price of Rs.43.31 per equity share including premium of Rs.33.31 per equity share determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 aggregating to Rs.1678.00 crore (Rupees One Thousand Six Hundred and Seventy Eight crore only), to President of India (Government of India) on preferential basis, subject to approval of Reserve Bank of India, Securities and Exchange Board of India, shareholders and other statutory authorities (if any).

Please also refer to our letter no. CO:MBD:2018-19:1016 dated 31-01-2019 informing thereby *inter alia* that the Compensation Committee of the Board of Directors of the Bank has considered and approved raising of equity capital by offering, upto 10,00,00,000 equity shares of the face value of Rs.10 each to eligible employees under Employee Stock Purchase Scheme (ESPS), subject to approval of Government of India, Reserve Bank of India, Securities & Exchange Board of India and Stock Exchanges.

In this connection and as informed vide abovesaid letters, an Extra-ordinary General Meeting (EGM) of shareholders was held on Thursday, 28th February, 2019 at 11:00 AM on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400 021, to consider and pass the necessary Special Resolutions.

We now enclose herewith a copy of proceedings of the said EGM and details as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement.

Please take the above on your record.

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA


ANAND KUMAR DAS
AGM-MBD / COMPANY SECRETARY

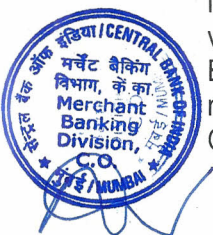


चंदर मुखी, नरीमन पॉइंट, मुंबई - 400 021 • दूरध्वनी : 2202 6428, 6638 7777 • फैक्स : (91-22) 2204 4336
चंदर मुखी, नरीमन पॉइंट, मुंबई - 400 021 • दूरध्वनी : 2202 6428, 6638 7777 • फैक्स : (91-22) 2204 4336
Chander Mukhi, Nariman Point, Mumbai - 400 021 • Tel. : 2202 6438, 6638 7777 • Fax : (91-22) 2204 4336

www.centralbankofindia.co.in

Proceedings of Extraordinary General Meeting (EGM) of Central Bank of India held on Thursday, 28th February, 2019 at Mumbai.

1. In accordance with the Notice dated 31st January, 2019, an Extra-ordinary General Meeting of the Shareholders of Central Bank of India was held on Thursday, 28th February, 2019 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021.
2. Shri Tapan Ray, Chairman of the Bank, chaired the meeting pursuant to the Central Bank of India (Shares and Meetings) Regulations, 1998 (Regulations). Necessary quorum pursuant to Regulation 58 (i) of the Regulations being present, the Chairman called the meeting to order.
3. Chairman then took up the items on the agenda and informed the Shareholders that the Meeting was convened for raising of additional equity capital aggregating upto Rs.1678.00 crore by way of preferential allotment of equity shares in favor of President of India (Government of India) and raising of additional equity capital through Employee Stock Purchase Scheme (ESPS) by allotment of, upto 10,00,00,000 equity shares to eligible employees.
4. Chairman informed that Notice convening the Meeting was mailed to all shareholders and was also published in the newspapers and with the permission of the shareholders, the same was taken as read.
5. Chairman informed that Reserve Bank of India vide letter dated 05.12.2017 has given omnibus approval for raising of capital from market by way of FPO/QIP/Preferential Allotments, etc. and further informed that the Bank has already received In-principle approval from BSE Ltd. and National Stock Exchange of India Ltd. for listing of proposed 38,74,39,390 equity shares proposed to be issued and allotted to President of India (Government of India) preferential basis.
6. Chairman further informed that the Issue Price calculated in accordance with the SEBI ICDR Regulations worked out to Rs.43.31 per equity share for the proposed issue of equity shares to President of India (Government of India) by way of preferential allotment. The Bank has obtained a certificate from M/s S. K. Mehta & Co., Chartered Accountants, one of the Statutory Auditors of the Bank certifying that the Preferential Issue of shares is being made in accordance with the SEBI (ICDR) Regulations, 2018. A copy of the said Certificate was also placed before the Meeting.
7. Chairman also informed that Government of India, Ministry of Finance vide letter dated 11.02.2019 has given approval under Section 3(2B)(c) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 to increase paid up capital by way of preferential allotment of equity shares to Government of India.
8. Chairman then moved to second agenda and informed that the Bank proposed issuance and allotment of new equity shares upto 10,00,00,000 (Ten Crore) with face value of Rs.10.00 each, at an appropriate premium, through Central Bank of India Employee Stock Purchase Scheme ("Central Bank of India – ESPS 2019") in one or more tranches subject to mandatory / regulatory approvals from the GoI / RBI / SEBI / Other regulatory agencies etc., in such a way that the Government of India holding



- does not fall below 52.00% in compliance with Regulation 41(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] and Regulation 6 of SEBI (Share Based Employee Benefits) Regulations, 2014.
9. Chairman further informed that Reserve Bank of India vide letter dated 15.02.2019 had given no objection to Government of India for according necessary approvals to the Bank for raising of capital through Employee Stock Purchase Scheme.
 10. Chairman also informed that Government of India, Ministry of Finance vide letter dated 26.02.2019 had given approval under Section 3(2B)(c) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 to increase paid up capital by way of Issue and allotment of, upto ten crore equity shares to eligible employees of the Bank under Employee Stock Purchase Scheme.
 11. Chairman moved both the special resolutions for raising the capital by way of preferential allotment of equity shares in favor of President of India (Government of India) which was proposed by Shri Gautam Kedar Tiwari and seconded by Smt. Ashalata Jitendra Maheshwari, shareholders and for raising the capital through Employee Stock Purchase Scheme by allotment of upto 10,00,00,000 equity shares to eligible employees which was proposed by Smt. Homayun Beruz Pouredehi and seconded by Shri Michael Philip John Baptist Martins, shareholders and the same were taken up for discussion:

Agenda No.1- Preferential Issue :

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the 'Act') read with The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the 'Scheme') and Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as the 'Regulations') and subject to the approvals, consents, sanctions, if any, of Government of India (GoI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into, with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 38,74,39,390 Equity Shares of the face value of Rs.10 each to President of India (Government of India) on preferential basis, for cash at an issue price of Rs.43.31 per Equity Share including premium of Rs.33.31 per equity share determined by the Board in accordance with Regulation 164 (1) of SEBI ICDR Regulations aggregating upto Rs.1678.00 crore (Rupees One Thousand Six Hundred and Seventy Eight Crore only)."



“RESOLVED FURTHER THAT the ‘Relevant Date’ for determination of the Issue Price is 29-01-2019.”

“RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the GoI/RBI/SEBI/Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions for the issue, allotment and listing thereof and as agreed to, by the Board.”

“RESOLVED FURTHER THAT the said equity shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter V of the SEBI ICDR Regulations and shall rank pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Managing Director and Chief Executive Officer or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution.”

Agenda No.2- Issue of Shares to Employees and Whole Time Directors of the Bank :

“RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (“The Act”), The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 (“The Scheme”) and Central Bank of India (Shares and Meetings) Regulations, 1998 (“The Regulations”), as amended from time to time and subject to the approvals, consents, permissions, and sanctions, if any, of the Reserve Bank of India (“RBI”), the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), Stock Exchange(s) in which Bank’s equity shares are listed, wherever applicable and / or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014, as amended up to date (hereinafter referred to as SBEB Regulations), guidelines, if any,



prescribed by the RBI, SEBI and all other relevant authorities, notifications/circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992, Foreign Exchange Management Act, 1999 and all other applicable laws from time to time and subject to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) as amended upto date, Listing Agreement entered into by the Bank with the Stock Exchanges namely, BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) and subject to any applicable approval (s), permission (s) and sanction (s), at any stage, of any authority and subject to any condition (s) and modification (s) as may be prescribed or imposed by such authorities while granting such approval (s), permission (s) and sanction (s) and which may be agreed to and accepted by the Board of Directors of the Bank, the consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "the Board" which shall be deemed to include Compensation Committee which the Board may have constituted or / may constitute, to exercise its powers including the powers conferred by this resolution) to create, grant, offer, issue and allot, in one or more tranches, to employees, which expression shall include the Managing Director & Chief Executive Officer and Executive Director (s) of the Bank ("The Employees"), as may be decided by the Board, aggregating up to 10,00,00,000 (Ten Crore) new equity shares of face value of Rs.10 (Rupees Ten only) each, ranking pari passu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, under an Employee Stock Purchase Scheme (hereinafter referred to as "Central Bank of India - ESPS 2019"), at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion in such a way that Government of India holding does not come below 52 %."

"RESOLVED FURTHER THAT the Bank shall conform to the accounting policies as specified in Regulation 15 of the SBEB Regulations.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares issued and allotted under the "Central Bank of India - ESPS 2019", on the stock exchanges where the shares of the Bank are listed, as per the terms and conditions of the listing agreements entered into with the stock exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the "Central Bank of India - ESPS 2019" on such terms and conditions as may be decided by the Board and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "Central Bank of India - ESPS 2019", from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the "Central Bank of India - ESPS 2019" in such manner as the Board may determine in its sole discretion and also to settle all questions, difficulties or doubts that may arise in relation to the implementation of the "Central Bank of India - ESPS 2019" and to the shares to be issued pursuant to the proposed "Central Bank of India - ESPS 2019" without being required to seek any further consent or approval of the Shareholders shall be deemed to have given their approval thereto expressly by authority of this resolution."



“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Managing Director & Chief Executive Officer or Executive Director (s) or such other officer (s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions in compliance with the SBEB Regulations and other applicable laws, guidelines, rules and regulations.”

12. Before putting the Resolutions to vote, the Chairman invited shareholders present to make their observations, if any, on the agenda. Twenty of the shareholders present, presented their views/queries. Subsequently, Chairman responded the observations/queries raised by the shareholder. Managing Director and Chief Executive Officer also briefed the shareholders on certain queries.
13. Chairman informed the shareholders present, about the Remote E-voting facility made available by the Bank to its shareholders as per SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for wider participation of shareholders in passing the resolution discussed during the day. He also requested the shareholders who have not cast votes through remote e-voting and present in the meeting to cast their votes on the resolution, during the voting process provided in the meeting through e-voting or poll as per their choices.
14. Chairman further, intimated that results of the polling including that of the Remote E-voting and E-voting alongwith Scrutinizer's Report shall be placed on the Bank's website www.centralbankofindia.co.in and on the website of CDSL within two (2) days of passing of the resolution and will be communicated to the BSE Limited and National Stock Exchange of India Limited.
15. He then thanked all the shareholders for their active participation in conduct of the meeting.

For Central Bank of India

Place : Mumbai
Date : 28th February, 2019



Anand Kumar Das
AGM-MBD / Company Secretary

Details as per Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement.

Date of the Extra-ordinary General Meeting (EGM)	Thursday, 28.02.2019
Total number of Shareholders as on Cut-off Date i.e. 21 st February, 2019	1,40,240
Number of Shareholders present in the Meeting either in person or through proxy a) Promoters and Promoter Group : 1 b) Public : 88	89
No of Shareholders who attended the meeting through Video Conferencing a) Promoters and Promoters Group : Nil b) Public :Nil	No Video Conference
Agenda-wise: Detail of the Agendas- Agenda No. 1- Agenda No. 2-	<p>To create, offer, issue and allot upto 38,74,39,390 Equity Shares of the face value of Rs.10.00 each to President of India (Government of India) on preferential basis, for cash at an issue price of Rs.43.31 per Equity Share including premium of Rs.33.31 per equity share determined by the Board in accordance with Regulation 164 (1) of SEBI ICDR Regulations aggregating upto Rs.1678.00 crore (Rupees One Thousand Six Hundred and Seventy Eight Crore only).</p> <p>To create, grant, offer, issue and allot, in one or more tranches, to employees, which expression shall include the MD & CEO and ED(s) of the Bank ("The Employees"), as may be decided by the Board, aggregating up to 10,00,00,000 (Ten Crore) new equity shares of face value of Rs.10 (Rupees Ten only) each, ranking pari passu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, under an ESPS, at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion in such a way that Government of India holding does not come below 52 %."</p>
Resolution required	Special
Mode of Voting	E-Voting & Poll



Central Bank Of India

1 - Consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 38,74,39,390 Equity Shares of the face value of Rs.10 each to President of India (Government of India) on preferential basis, for cash at an issue price of Rs.43.31 per Equity Share determined by the Board in accordance with Regulation 164(1) of SEBI ICDR Regulations aggregating upto Rs. 1678.00 Crore pursuant to the provisions of applicable laws, rules & regulations and subject to the approvals, consents, sanctions, if any, of Government of India (GoI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

Category	Mode of Voting							
		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2616481940	0	0.0000	0	0	0.0000	0.0000
	Poll		2616481940	100.0000	2616481940	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2616481940	100.0000	2616481940	0	100.0000	0.0000
Public Institutions	E-Voting	280241865	272900099	97.3802	272900099	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		272900099	97.3802	272900099	0	100.0000	0.0000
Public Non Institutions	E-Voting	75789920	4880	0.0064	4841	39	99.2008	0.7992
	Poll		7861	0.0104	7858	3	99.9618	0.0382
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12741	0.0168	12699	42	99.6704	0.3296
Total		2972513725	2889394780	97.2037	2889394738	42	100.0000	0.0000



Central Bank Of India

2 - Consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "the Board" which shall be deemed to include Compensation Committee which the Board may have constituted or / may constitute, to exercise its powers including the powers conferred by this resolution) to create, grant, offer, issue and allot, in one or more tranches, to employees, which expression shall include the Managing Director & Chief Executive Officer and Executive Director (s) of the Bank ("The Employees"), as may be decided by the Board, aggregating up to 10,00,00,000 (Ten Crore) new equity shares of face value of Rs.10 (Rupees Ten only) each, ranking pari passu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, under an Employee Stock Purchase Scheme, at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion in such a way that Government of India holding does not come below 52 %."

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	2616481940	0	0.0000	0	0	0.0000	0.0000
	Poll		2616481940	100.0000	2616481940	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2616481940	100.0000	2616481940	0	100.0000	0.0000
Public Institutions	E-Voting	280241865	272900099	97.3802	263311293	9588806	96.4863	3.5137
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		272900099	97.3802	263311293	9588806	96.4863	3.5137
Public Non Institutions	E-Voting	75789920	4880	0.0064	4602	278	94.3033	5.6967
	Poll		7861	0.0104	7858	3	99.9618	0.0382
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12741	0.0168	12460	281	97.7945	2.2055
Total		2972513725	2889394780	97.2037	2879805693	9589087	99.6681	0.3319

