

Proceedings of Extraordinary General Meeting (EGM) of Central Bank of India held on Monday, 18th March, 2013 at Mumbai.

1. In accordance with the Notice Dated 15th February 2013, an Extra-ordinary General Meeting of the Shareholders of Central Bank of India was held on Monday, 18th March, 2013 at 04.00 P.M. at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai 400 056.
2. Shri Malay Mukherjee, Executive Director 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. Executive Director then took up the only item of agenda and informed the Shareholders that the Meeting was convened for raising the equity capital by way of preferential allotment of equity shares in favour of Government of India.
4. Executive Director 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. Executive Director informed the shareholders that in order to enable the bank to maintain a Tier I CRAR of 8%, the Government of India has decided to infuse Rs. 2,406/- crore (Rupees Two Thousand Four Hundred and Six Crore only) towards Tier I Capital of the Bank. Executive Director also informed that the Bank has already received required statutory approvals i.e. approval of Government of India (GoI) under Section 3(2B) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Recommendation of Reserve Bank of India to GoI for raising of equity capital by the Bank, In-principle approval from Bombay Stock Exchange and National Stock Exchange for listing of proposed 308,461,538 equity shares AND Exemption from SEBI of the applicability of Regulation 3(2) of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011 as there will be increase of more than 5% in shareholding / voting rights of GoI in the Bank during the FY 2012-13 with the proposed preferential issue.
6. Executive Director further informed that the Issue Price calculated in accordance with the SEBI ICDR Regulations worked out to Rs. 78.00 per equity share for the proposed issue of equity shares to Government of India by way of preferential allotment. The Bank has obtained a certificate from M/s. K. S. Aiyar & 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, 2009. A copy of the said Certificate was also placed before the Meeting.



7. Executive Director then moved the resolution for raising the capital by way of preferential allotment of equity shares in favour of Government of India to be passed as Special Resolution. The resolution was proposed by Shri Ronald Fernandes and seconded by Smt. Asha Lata Maheshwari, shareholders and the same was taken up for discussion.
8. Before putting the Resolution to vote, the Executive Director invited shareholders present to make their observations, if any, on the agenda .

Twelve of the shareholders present, presented their views/queries.

Subsequently, Executive Director responded the observations/queries raised by the shareholders. Executive Director then put the following resolution to vote, which was passed with requisite majority as Special Resolution by show of hands.

"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(Gol), 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, 2009 (SEBI ICDR 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 308,461,538 Equity Shares to Government of India of the face value of Rs.10/- each on preferential basis at a price of Rs. 78/- per Equity Share determined by the Board in accordance with Regulation 76 of SEBI ICDR Regulations aggregating upto Rs. 2406/- crore (Rupees Two Thousand Four Hundred and Six Crore only).

"RESOLVED FURTHER THAT the 'Relevant Date' for determination of the Issue Price is 15-02-2013.

"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 Gol/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 VII 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, finalize 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."

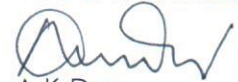
"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director or Executive Director or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

9. Executive Director then declared the meeting as CLOSED.

Place : Mumbai
Date : 18th March, 2013



For Central Bank of India


A K Das

Assistant General Manager-MBD/
Company Secretary

Details as per Clause 35A of the Listing Agreement with Stock Exchanges

Date of the Extra-ordinary General Meeting (EGM)	Monday, 18.03.2013
Total number of Shareholders on Relevant Date i.e. February 15, 2013	1,90,301
Number of Shareholders present in the Meeting either in person or through proxy a) Promoters and Promoter Group : 1 b) Public : 133	134
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 Agenda	"To create, offer, issue and allot up to 308,461,538 Equity Shares of the face value of Rs.10/- each to Government of India on preferential basis for cash at Issue Price of Rs. 78.00 per Equity Share (Including premium of Rs. 68.00 per Equity Share) as determined in accordance with Regulation 76 of SEBI ICDR Regulations aggregating upto Rs. 2406/- Crore.
Resolution required	Special
Mode of Voting	By Show of Hands



In case of Poll/Postal ballot/E-Voting

Promoter/Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = $[(2)/(1)*100]$	No of votes – in favour	No of votes – against	% of votes in favour on votes polled (6) = $[(4)/(2)*100]$	% of votes against on votes polled (7) = $[(5)/(2)*100]$
Promoter and Promoter Group	--NIL--						
Public-Institutional Holders							
Public - Others							
Total							

