



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

1911 से सेंट्रल आपके लिए "केंद्रित"

"CENTRAL" TO YOU SINCE 1911



केन्द्रीय कार्यालय

Central Office

CO:MBD:2016-17: 434

30th June, 2016

National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot No.C/1, 'G' Block Bandra-Kurla Complex Bandra (E), Mumbai-400 051 Fax No: 6641 8124 /25 / 26 2659 8237 / 38 / 2659 8348	General Manager Corporate Relationship Deptt Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001 Fax: 2272 2061 / 41 / 39 / 37
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Dear Sir/Madam,

**Sub : Announcement of Result on Resolution of Annual General Meeting of the Bank
alongwith Scrutinizer's Report**

Please refer to our letter no. CO:MBD:2016-17 dated 30th June, 2016 enclosing therewith a copy of Proceedings of the 9th Annual General Meeting (AGM) of the Shareholders of the Bank held on Thursday, 30th June, 2016 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021 and disclosure as per Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement.

Further to above, we enclose herewith Result on Special Resolution of the said AGM alongwith Scrutinizers' Report.

Please take the above on your record.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA

ANAND KUMAR DAS
ASSTT GENERAL MANAGER-MBD/
COMPANY SECRETARY



चंदर मुखी, नरीमन पॉइंट, मुंबई - 400 021 • दूरध्वनी : 2202 6428, 6638 7777 • फैक्स : (91-22) 2204 4336
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Central Bank of India

Announcement of Result on Ordinary & Special Resolutions of Annual General Meeting of shareholders of Central Bank of India held on Thursday, 30th June, 2016 at Mumbai alongwith Scrutinizer's Report

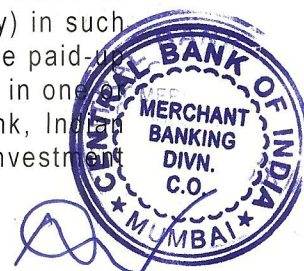
Annual General Meeting (AGM) of the shareholders of Central Bank of India was held on Thursday, 30th June, 2016 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021 to transact the following business :

- 1) To discuss, approve and adopt the Audited Standalone and the Consolidated Balance Sheet of the Bank as at 31st March 2016, Standalone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March 2016, the report of the Board of Directors on the working and activities of the Bank for the period covered by the accounts and the Auditors' report on the Balance Sheet and Accounts.
- 2) To raise capital through FPO/Rights/QIP etc.

"RESOLVED THAT the Bank's Balance Sheet as at 31st March 2016 and Profit & Loss Account for the financial year ended on that date including Cash Flow Statement, Report of Corporate Governance and Consolidated Accounts, together with the Reports of the Auditors and Directors thereon as circulated among the Members, be and are hereby discussed, approved and adopted."

To consider and if thought fit, to pass with or without modification(s) the following as special resolution:

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (Act), The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (Scheme) and the Central Bank of India (Shares and Meetings) Regulations, 1998 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"), 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 regulations viz., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended up to date, guidelines, if any, prescribed by the RBI, SEBI, notifications/ circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992 and all other applicable laws 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 (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares upto the value of Rs. 3,000/- crore (Rupees Three Thousand Crore Only)(including premium, if any) in such a way that the Central Government shall at all times hold not less than 51% of the paid-up Equity capital of the Bank, whether at a discount or premium to the market price, in one or more tranches, including to one or more of the members, employees of the Bank, Indian nationals, Non-Resident Indians ("NRIs"), Companies, private or public, investment





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institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank."

"RESOLVED FURTHER THAT such issue, offer or allotment shall be by way of public issue (i.e. follow-on-Public Issue) and/ or rights issue and/or private placement, including Qualified Institutions Placements with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and all other guidelines issued by the RBI, SEBI and any other authority as applicable, and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and /or underwriters and /or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, other regulations and any and all other applicable laws, rules, regulations and guidelines, whether or not such investor(s) are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of ICDR Regulations."

"RESOLVED FURTHER THAT in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Listing Agreements entered into with relevant stock exchanges, the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the provisions of the Central Bank of India (Shares and Meetings) Regulations, 1998, the provisions of SEBI ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as "the Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "the requisite approvals") the Board, may at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, in such a way that the Central Government at any time holds not less than 51% of the Equity Share Capital of the Bank, to Qualified Institutional Buyers (QIBs) (as defined in Chapter VIII of the SEBI ICDR Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided for under Chapter VIII of the SEBI ICDR Regulations, through a placement document and / or such other documents / writings / circulars / memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of the law as may be prevailing at that time"

RESOLVED FURTHER THAT in case of a Qualified Institutions Placement pursuant to Chapter VIII of the SEBI ICDR Regulations:





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A) The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR Regulations & such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution."

B) The Bank in pursuant to provision of Regulation 85(1) of the SEBI ICDR Regulations is authorized to offer shares at a discount of not more than five percent on the floor price as determined in accordance with the Regulations.

C) The relevant date for the determination of the floor price of the securities shall be in accordance with the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Board shall have the 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 shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to, by the Board."

"RESOLVED FURTHER THAT the issue and allotment of new equity shares / securities if any, to NRIs, FIIs and/or other eligible foreign investments be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits set forth under the Act."

"RESOLVED FURTHER THAT the said new equity shares to be issued shall be subject to the Central Bank of India (Shares and Meetings) Regulations, 1998, as amended, and shall rank in all respects 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 any issue or allotment of equity shares/securities, the Board be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares/securities to be allotted in each tranche, issue price, premium amount on issue as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the members and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements with any Book Runner(s), Lead Manager(s), Banker(s), Underwriter(s), Depository(ies), Registrar(s), Auditor(s) and all such agencies as may be involved or concerned in such offering of equity / securities and to remunerate all such institutions and agencies by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Bank, be and is hereby authorized to determine the form and terms of the securities, including the class of investors to whom the shares/securities are to be allotted, the number of shares/securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue/conversion of Securities/exercise of



warrants/redemption of Securities, rate of interest, redemption period, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of Securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit."

"RESOLVED FURTHER THAT such of these shares / securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"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 deems necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the shares/securities 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 authorized to delegate all or any of the powers herein conferred to the Chairman and Managing Director or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

Abovesaid Resolutions were put to vote by the Chairman of the meeting. Bank also offered remote e-voting facility as an alternative mode of voting which commenced on 27th June, 2016 (10:00 AM) and ended on 29th June, 2016 (5:00 PM).

Shareholders present in meeting (in person or through proxy) who had not cast their votes through remote e-voting were also given opportunity to cast their votes through e-voting or poll conducted in the AGM as per their choice.

After consolidation of votes cast through remote e-voting, e-voting and poll and submission of Reports by Scrutinizers, the Chairman declared that the special resolution was passed without any modification with requisite majority. A copy of combined scrutinizer's report on remote e-voting & voting conducted at the AGM are enclosed herewith.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA



ANAND KUMAR DAS
ASSTT GENERAL MANAGER-MBD/
COMPANY SECRETARY



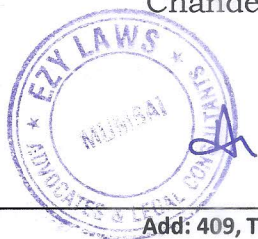
**Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the
9th AGM of Central Bank of India held on 30th June, 2016**

To
The **Chairman** of the Meeting
Central Bank of India
Mumbai

Meeting: **9th Annual General Meeting of the Equity Shareholders**
Date and Time **Thursday, 30th June, 2016 at 11.00 a.m.**
Venue : **9th Floor at the Head Office of the Bank situated at
Chandermukhi, Nariman Point, Mumbai- 400 021**

Dear Sir,

1. I, Ankur Kumar of M/s Ezy Laws, Advocates & Corporate Legal Advisors have been appointed as a scrutinizer by:
 - i. The Central Bank of India (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (**Rules**) and;
 - ii. The Chairman of the 9th Annual General Meeting (**AGM**) on voting by Poll under the provision of clause 61A of Central Bank of India (Shares and Meetings) Regulations, 1998 on the resolution contained in the notice to the 9th Annual General Meeting of the members of the Bank held on Thursday the 30th June, 2016 at 11.00 a.m. at 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021



[Handwritten Signature]



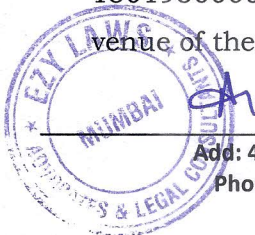
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Add: 409, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021.

Phone: 91 22 22817672, Cell: 91 9967011249 Email: ankur.srivastava@ezylaws.com

Website: www. ezylaws.com

2. The **specified date** for the **dispatch of the Notice** of the 9th AGM was **27th May, 2016** and as on that date there were **1,48,820** members of the Bank.
3. The Bank has completed the dispatch of the Notices to the members on **6th June, 2016** **by courier** and on **8th June, 2016** **by e-mail**.
4. **Friday, 24th June, 2016** was the **Cut-off date** for the purpose of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members at the 9th AGM.
5. The CDSL had provided a system for recording the votes of the Members electronically on the items of the business sought to be transacted in the 9th AGM of the Bank, which was held on Thursday, 30th June, 2016.
6. The remote e-voting facility was kept open for three days from **Monday 27th June, 2016 at 10.00 AM** to **Wednesday, 29th June, 2016 at 5.00 pm**.
7. At the venue of the 9th AGM of the Bank held on 30th June, 2016, **polling was** done through electronic means (insta poll) by those members present in the meeting but could not participate in the remote e-voting on the resolution contained in the notice to the 9th AGM.
8. It was observed that
 - a) 50 Members had cast their votes through remote e-voting.
 - b) 50 Members had cast their votes through electronic means (insta poll) at the venue of the 9th AGM.
9. I have issued Scrutinizer's report dated 30th June, 2016 on the remote e-voting and Scrutinizer's report dated 30th June, 2016 alongwith Mr. Jitender Singh, Authorised Representative, Government of India, a shareholder of the Bank (DP ID No. 1301930000307638) on the poll done through electronic means (insta poll) at the venue of the 9th AGM, on the resolutions contained in the notice to the 9th AGM.

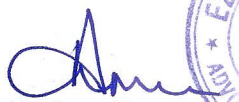


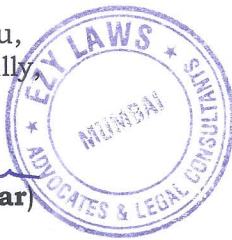
10. Thereafter, as requested by management, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the members and the poll done through electronic means (insta poll) at the venue of the 9th AGM and the consolidated results with respect to item on the agenda as set out in the notice of the 9th AGM dated 27th May, 2016 is enclosed.

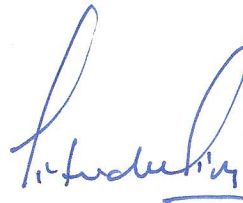
11. Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 1 and the Special Resolution as contained in Item no. 2 of the 9th AGM notice dated 27th May, 2016 stand passed under remote e-voting and polling conducted through electronic means (insta poll) at the 9th AGM with the requisite majority and hence deemed to be passed as on the date of the 9th AGM.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signed the Minutes of the 9th AGM.

Thanking You,
Yours faithfully


(Ankur Kumar)
Advocate
MAH/5718/2011





(Jitender Singh)
Shareholder Scrutinizer

Place: Mumbai
Date: 30th June, 2016

I have received the report :



Signed by Shri Rajeev Rishi
Chairman

Place: Mumbai
Date: 30th June, 2016



Consolidated Results of E-Voting & Poll at the 9th AGM

Item No. 1- Ordinary Resolution

To discuss, approve and adopt the Audited Stand Alone and Consolidated Balance Sheet of the Bank as at 31st March, 2016, Stand Alone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March, 2016, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts.

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
Assent	48	48	96	1422337283	181043279	1603380562	99.999986
Dissent	2	1	3	37	100	137	0.0000085
Abstain	0	1	1	0	100	100	0.0000062
Invalid	0			0	0	0	0
Total	50	50	100	1422337320	181043479	1603380799	100.00

**LIC of India has casted 245008541 votes, however pursuant to section 3(2E) of the Banking Companies(Acquisition and Transfer of Undertakings) Act, 1980, LIC of India votes shall be restricted to 176121921 votes i.e. 10% of the total voting rights of all the shareholders of the Bank.*

Item No. 2- To raise Capital through FPO/Rights/QIP etc.

To create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares upto the value of Rs. 3,000/. crore (Rupees Three Thousand Crore Only)(including premium, if any) in such a way that the Central Government shall at all times hold not less than 51% of the paid-up Equity capital of the Bank, whether at a discount or premium to the market price, in one or more tranches, including to one or more of the members, employees of the Bank, Indian nationals, Non Resident Indians ("NRIs"), Companies, private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional

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Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank."

"RESOLVED FURTHER THAT such issue, offer or allotment shall be by way of public issue (i.e. follow-on-Public Issue) and/ or rights issue and/or private placement, including Qualified Institutions Placements with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and all other guidelines issued by the RBI, SEBI and any other authority as applicable, and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit."

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
Assent	48	38	86	1422337283	179270601	1601607921	99.89
Dissent	2	12	14	37	1772878	1772915	0.11
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	50	50	100	1422337320	181043479	1603380836	100

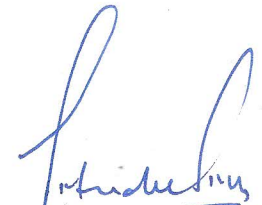
*LIC of India has casted 245008549 votes, however pursuant to section 3(2E) of the Banking Companies(Acquisition and Transfer of Undertakings) Act, 1980, LIC of India votes shall be restricted to 176121921 votes i.e. 10% of the total voting rights of all the shareholders of the Bank.



Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 1 and the Special Resolution as contained in Item no. 2 of the 9th AGM notice dated 27th May, 2016 stand passed with the requisite majority and hence deemed to be passed as on the date of the 9th AGM.



(Ankur Kumar)
Advocate
MAH/5718/2011



30.6.16
(Jitender Singh)
Shareholder Scrutinizer

I have received the report :



Signed by Shri Rajeev Rishi
Chairman and Managing Director



Place: Mumbai
Date: 30th June, 2016