CO:MBD:2016-17:1275

29th November, 2016

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

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**

Please refer to our letter CO:MBD:2016-17:1102 dated 01-11-2016 informing thereby *inter alia* that the Capital Raising Committee of the Board of Directors has considered and approved raising of equity capital by issuance and allotment of, upto 1,71,44,954 equity shares of the face value of Rs.10/- each at the issue price of Rs. 91.45 per equity share determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 aggregating upto Rs. 156,79,06,043.30 crore (Rupees One Hundred Fifty Six crore Seventy Nine Lakh Six Thousand Forty Three and Paisa Thirty only), to Life Insurance Corporation of India including its various schemes on preferential basis, for cash subject to approval of Government of India, Reserve Bank of India, shareholders and other statutory authorities (if any). An Extra-ordinary General Meeting (EGM) of shareholders was also fixed to be held on Tuesday, 29th November, 2016 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 Resolution.

In this connection, we 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

CENTRAL BANK OF INDIA
MERCHANT BANKING DIVN. C.O.
MUMBAI

ANAND KUMAR DAS
AGM-MBD / COMPANY SECRETARY

सेन्ट्रल बैंक ऑफ़ इंडिया
Central Bank of India

**Proceedings of Extraordinary General Meeting (EGM) of Central Bank of India held on Tuesday, 29th November, 2016 at Mumbai.**

1. In accordance with the Notice dated 1st November, 2016, an Extra-ordinary General Meeting of the Shareholders of Central Bank of India was held on Tuesday, 29th November, 2016 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021.

2. Shri Rajeev Rishi, Chairman & Managing 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. Chairman then took up the only item on the agenda and informed the Shareholders that the Meeting was convened for raising of equity capital by way of preferential allotment of equity shares in favor of Life Insurance Corporation of India including its various schemes.

4. Chairman informed that Notice convening the Meeting was sent 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 further informed the shareholders that in order to enable the Bank to maintain the capital adequacy, Life Insurance Corporation of India has given In-principle approval for subscribing to 1,71,44,954 equity shares through preferential issue, at a price as per SEBI (ICDR) Regulations, 2009 subject to total exposure not exceeding 14.25% of post issue capital of the Bank at any point of time and also advised the Bank to comply with all legal requirements and obtain all necessary approvals in this regard.

6. Chairman & Managing Director also informed that the Bank has already received In-principle approval from BSE Ltd. and National Stock Exchange of India Ltd. for listing of proposed 1,71,44,954 equity shares and recommendation of Reserve Bank of India to Government of India for the present proposal.

7. Chairman further informed that the Issue Price calculated in accordance with the SEBI ICDR Regulations worked out to Rs. 91.45 per equity share for the proposed issue of equity shares to Life Insurance Corporation of India including its various schemes by way of preferential allotment. The Bank has obtained a certificate from M/s Chandabhoy & Jassoobhoy, 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.

CENTRAL BANK OF INDIA
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8. Chairman then moved the following special resolution for raising the capital by way of preferential allotment of equity shares in favor of Life Insurance Corporation of India including its various schemes, which was proposed by Shri Ronald Fernandes and seconded by Shri Prakash Arvind Vijayakar, shareholders and the same was taken up for discussion:

**"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, 2009 (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 1,71,44,954 Equity Shares of the face value of Rs.10/- each to Life Insurance Corporation of India including its various schemes on preferential basis, for cash at an issue price of Rs. 91.45 per Equity Share including premium of Rs. 81.45 per equity share determined by the Board in accordance with Regulation 76(4) of SEBI ICDR Regulations aggregating upto Rs. 156,79,06,043.30 (Rupees One Hundred Fifty Six Crore Seventy Nine Lakh Six Thousand Forty Three and Paisa Thirty Only)".

**"RESOLVED FURTHER THAT** the 'Relevant Date' for determination of the Issue Price is 28-10-2016."

**"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."

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**"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, 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 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."

9. Before putting the Resolution to vote, the Chairman invited shareholders present to make their observations, if any, on the agenda. Ten of the shareholders present, presented their views/queries. Subsequently, Chairman responded the observations/queries raised by the shareholders.

10. 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 choice.

11. 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 Limited.

12. He then thanked all the shareholders for their active participation in conduct of the meeting.

**for Central Bank of India**

CENTRAL BANK OF INDIA
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**A K Das**
**AGM-MBD / Company Secretary**

**Place : Mumbai**
**Date : 29th November, 2016**

सेन्ट्रल बैंक ऑफ़ इंडिया
Central Bank of India

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

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| Date of the Extra-ordinary General Meeting (EGM) | **Tuesday, 29.11.2016** |
| Total number of Shareholders as on Cut-off Date i.e. 23rd November, 2016 | **1,44,105** |
| Number of Shareholders present in the Meeting either in person or through proxy<br><br>a) Promoters and Promoter Group : 1<br><br>b) Public : 60 | **61** |
| No of Shareholders who attended the meeting through Video Conferencing<br><br>a) Promoters and Promoters Group : **Nil**<br>b) Public : **Nil** | **No Video Conference** |
| Agenda-wise: Detail of the Agenda | To create, offer, issue and allot, upto 1,71,44,954 Equity Shares of the face value of Rs.10/- each to Life Insurance Corporation of India including its various schemes on preferential basis, for cash at an issue price of Rs. 91.45 per Equity Share including premium of Rs. 81.45 per equity share determined by the Board in accordance with Regulation 76(4) of SEBI ICDR Regulations aggregating upto Rs. 156,79,06,043.30 (Rupees One Hundred Fifty Six Crore Seventy Nine Lakh Six Thousand Forty Three and Paisa Thirty only)". |
| Resolution required | Special |
| Mode of Voting | E-Voting & Poll |

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# Central Bank Of India

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| Resolution Required : (Special) | 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 1,71,44,954 Equity Shares of the face value of Rs.10/- each to Life Insurance Corporation of India including its various schemes on preferential basis, for cash at an issue price of Rs. 91.45 per Equity Share determined by the Board in accordance with Regulation 76(4) of SEBI ICDR Regulations aggregating upto Rs. 156.79 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. |
| 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 | Remote E-Voting | 1546139179 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | e-Voting at Venue | | 1546139179 | 100.0000 | 1546139179 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **1546139179** | **100.0000** | **1546139179** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote E-Voting | 257381502 | 192455772 | 74.7745 | 192455772 | 0 | 100.0000 | 0.0000 |
| | e-Voting at Venue | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **192455772** | **74.7745** | **192455772** | **0** | **100.0000** | **0.0000** |
| Public Non Institutions | Remote E-Voting | 81505329 | 3822 | 0.0047 | 2543 | 1279 | 66.5358 | 33.4642 |
| | e-Voting at Venue | | 4271 | 0.0052 | 4271 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **8093** | **0.0099** | **6814** | **1279** | **84.1962** | **15.8038** |
| **Total** | | **1885026010** | **1738603044** | **92.2323** | **1738601765** | **1279** | **99.9999** | **0.0001** |