CO:MBD:2016-17: 12th May, 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

Dear Sir/Madam,

Sub : Announcement of Result on Special Resolution of Extra-ordinary General Meeting of the Bank alongwith Scrutinizer's Report

Please refer to our letter no. CO:MBD:2016-17 dated 12th May, 2016 enclosing therewith a copy of Proceedings of the Extra-ordinary General Meeting (EGM) of the Shareholders of the Bank held on Thursday, 12th May, 2016 at 11:00 AM. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400 021 and the 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 EGM alongwith Scrutinizers' Report.

Please take the above on your record.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA

ANAND KUMAR DAS
AGM-MBD / COMPANY SECRETARY

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

सेन्ट्रल बैंक ऑफ़ इंडिया
Central Bank of India

Announcement of Result on Special Resolution of Extra-ordinary General Meeting of shareholders of Central Bank of India held on Thursday, 12th May, 2016 at Mumbai alongwith Scrutinizer's Report

Extra-ordinary General Meeting (EGM) of the shareholders of Central Bank of India was held on Thursday, 12th May, 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 :

To consider and if thought fit, to pass with or without modification the following as a Special Resolution: -

"**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 7,15,04,945 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. 74.82/- per Equity Share including premium of Rs. 64.82/- per equity share determined by the Board in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating upto Rs. 535/- crore (Rupees Five Hundred Thirty Five Crore only)."

"**RESOLVED FURTHER THAT the 'Relevant Date'** for determination of the Issue Price is 12-04-2016."

"**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."

"**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."

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

सेन्ट्रल बैंक ऑफ़ इंडिया
Central Bank of India

"**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."

Abovesaid Special Resolution was 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 9th May, 2016 (10:00 AM) and ended on 11th May, 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 EGM 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 EGM are enclosed herewith.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA

ANAND KUMAR DAS
ASSTT GENERAL MANAGER-MBD/
COMPANY SECRETARY

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

EZY LAWS

ADVOCATES & CORPORATE LEGAL ADVISORS

Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the EGM of Central Bank of India held on 12th May,2016

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

Meeting:	**Extra Ordinary General Meeting of the Equity Shareholders**
Date and Time	**Thursday, 12th May, 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 Extra Ordinary General Meeting (**EGM**) 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 ExtraOrdinary General Meeting of the members of the Bank held on Thursday the 12th May, 2016 at 11.00 a.m. at 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021

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

सेन्ट्रल बैंक ऑफ इंडिया CENTRAL BANK OF INDIA
अध्यक्ष एवं प्रबंध निदेशक
CHAIRMAN & MANAGING DIRECTOR
C.O. MUMBAI-21

2. The **cut-off date** for the **dispatch of the Notice** of the EGM was **8th April, 2016** and as on that date there were **1,51,071** members of the Bank.

3. The Bank has completed the dispatch of the Notices to the members on **Monday, 18th April, 2016.**

4. **Friday, 6th May, 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 EGM.

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 EGM of the Bank, which was held on Thursday , 12th May,2016.

6. The remote e-voting facility was kept open for three days from **Monday 9th May, 2016 at 10.00 AM** to **Wednesday, 11th May, 2016** at **5.00 pm.**

7. At the venue of the EGM of the Bank held on 12th May, 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 EGM.

8. It was observed that
   a) 55 Members holding 253002190 equity shares had cast their votes through remote e-voting.
   b) 45 Members holding 1350831147 equity shares had cast their votes through electronic means (insta poll) at the venue of the EGM.

9. I have issued Scrtinizer's report dated 12th May, 2016 on the remote e-voting and Scrtinizer's report dated 12th May, 2016 alongwith **Mr. A.K.Srivastava**, Authorised Representative, Government of India, a shareholder of the Bank

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सेन्ट्रल बैंक ऑफ इंडिया CENTRAL BANK OF INDIA अध्यक्ष एवं प्रबंध निदेशक CHAIRMAN & MANAGING DIRECTOR मुंबई-२१ MUMBAI-21

(DP ID No. 1301930000307638) on the poll done through electronic means (insta poll) at the venue of the EGM, on the resolutions contained in the notice to the EGM.

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 EGM and the consolidated results with respect to item on the agenda as set out in the notice of the EGM dated 13th April, 2016 is enclosed .

11. Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 13th April, 2016 stand passed under remote e-voting and polling conducted through electronic means (insta poll) at the EGM with the requiste majority and hence deemed to be passed as on the date of the EGM.

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 EGM.

Thanking You,
Yours faithfully,

EZY LAWS MUMBAI ADVOCATES & LEGAL CONSULTANTS

(Ankur Kumar)
Advocate
MAH/5718/2011

Place: Mumbai
Date: 12th May, 2016

I have received the report :

Signed by Shri Rajeev Rishi
Chairman

Place: Mumbai
Date: 12th May,2016

सेन्ट्रल बैंक ऑफ इंडिया CENTRAL BANK OF INDIA अध्यक्ष एवं प्रबंध निदेशक CHAIRMAN & MANAGING DIRECTOR मुंबई-21 MUMBAI-21

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Consolidated Results of E-Voting & Poll at the EGM

Item No. 1- Special Resolution

"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 715,04,945 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. 74.82 per Equity Share including premium of Rs. 64.82 per equity share and/or as determined by the Board in accordance with Regulation 76 (4) of SEBI ICDR Regulations aggregating upto Rs. 535/- crore (Rupees Five Hundred Thirty Five Crore only)."

Particulars	Number of			Number of votes contained in		
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total
Assent	44	55	**99**	1350831146	176965075*	**1527796221**
Dissent	1	0	**1**	1	0	**1**
Abstain	0	0	**0**	0	0	**0**
Invalid	0	0	**0**	0	0	**0**
Total	**45**	**55**	**100**	**1350831147**	**176965075**	**1 527796222**

**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 restriscted to 168971427 votes i.e. 10% of the total voting rights of all the shareholders of the Bank.*

Based on the aforesaid results, the special Resolution as contained in Item no. 1 of the EGM notice dated 13th April, 2016 stand passed with the requiste majority and hence deemed to be passed as on the date of the EGM.

(**Ankur Kumar**)
Advocate
MAH/5718/2011

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