CO:MBD:2018-19:482

30th June 2018

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 11th Annual General Meeting and Disclosure as per SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement

Please refer to our letter no. CO:MBD:2018-19:176 dated 25th May, 2018 informing thereby *inter alia* that 11th Annual General Meeting (AGM) of the Shareholders of the Bank will be held on Friday, 30th June, 2018 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021.

Please also refer to our letter nos. CO:MBD:2018-19:200 dated 6th June, 2018 and CO:MBD:2018-19:202 dated 8th June, 2018 submitting thereby Abridged Annual Report and full Annual Report for the year 2017-18 respectively.

Further to above, we enclose herewith a copy of proceedings of the said 11th AGM 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

सेंट्रल बैंक ऑफ इंडिया / Central Bank of India
मर्चेंट बैंकिंग विभाग के.का. Merchant Banking Division C.O.
मुंबई / Mumbai

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

सेन्ट्रल बैंक ऑफ इंडिया
सेन्ट्रल बैंक ऑफ़ इंडिया
Central Bank of India
1911 से आपके लिए 'केन्द्रित' 'CENTRAL' TO YOU SINCE 1911

Proceedings of the Eleventh Annual General Meeting of shareholders of CENTRAL BANK OF INDIA held on Saturday, 30th June, 2018 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021

Shri Tapan Ray, Chairman of the Bank chaired the meeting pursuant to the Central Bank of India (Shares and Meetings) Regulations, 1998.

Necessary quorum in terms of Regulation 58(i) of the Central Bank of India (Shares and Meetings) Regulations, 1998 being present, the Chairman declared the 11th Annual General Meeting to order.

Chairman welcomed the shareholders present and introduced the Directors on the dais.

With the permission of the shareholders present, the Notice dated 25th May, 2018 convening the 11th Annual General Meeting of the Bank on 30th June 2018 was taken as read.

Chairman further informed that Bank has received only one proxy till Monday, 25th June, 2018 being the last day for receipt of proxies for attending the Annual General Meeting. He also informed that the Central Government authorized Smt. Suman Sharma, Section Officer (FI Section), Ministry of Finance, Department of Financial Services as their representative to attend and vote at the Meeting.

11th Annual General Meeting of the Bank was attended by 88 shareholders and one proxy.

Chairman in his address to the shareholders highlighted the performance of the Bank during the financial year 2017-18.

Chairman then moved the following Resolution for discussion, approval and adoption of Accounts for the financial year ended 31st March 2018, which was proposed by **Shri Gautam Kedar Tiwari** And seconded By **Shri Rajendra Jamnadas Sheth**, shareholders.

Before putting the Resolution to vote, the Chairman invited shareholders present to make their observations. The Chairman also defined the ground rules for a free and fair discussion.

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

Subsequently, the Chairman and the Managing Director & Chief Executive Officer responded the observations/queries raised by the shareholders.

"**RESOLVED THAT** the Bank's Balance Sheet as at 31st March 2018 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."

Chairman then took up the second item on the agenda, i.e. raising of equity capital upto the value of Rs. 8000/- crore including premium through FPO/Rights/QIP etc. during the financial year 2018-19. The following resolution was proposed by **Shri Anilkumar Champaklal Parekh** and seconded by **Smt. Lekha Satish Shah.**

Central Bank of India Merchant Banking Division C.O. Mumbai

"**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. 8000/- crore (Rupees Eight 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 Buyers ("QIBs"), 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."

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Merchant Banking Division C.O.
मुंबई / Mumbai

"**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:

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 issue(s), including the class of investors to whom the shares/securities are to be allotted, 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."

Merchant Banking Division

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Chairman thereafter said that the third agenda item of the Notice of AGM was to elect one Director from amongst shareholders of the Bank other than Central Government in terms of Section 9 (3) (i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. Bank had received only one nomination till 15th June, 2018, being the last date for receipt of nominations and on scrutiny, the same was found valid by the Scrutiny Committee. The said nomination was placed before the Nomination Committee of the Board at their meeting held on 18th June, 2018 for determining 'Fit & Proper' status of the Candidate in terms of the applicable regulations and guidelines. The Committee after conducting necessary due diligence has determined the candidate, namely- Smt. Mini Ipe to be Fit & Proper for contesting the election of shareholders' director.

Since there was only ONE valid nomination for the ONE vacancy to be filled by the election, therefore in terms of Regulation 66 of the Central Bank of India (Shares and Meetings) Regulations, 1998 the candidate- Smt. Mini Ipe so nominated was deemed to be elected forthwith and her name and address as so elected, was informed to the Stock Exchanges on 18.06.2018 and also published in newspapers on 19.06.2018. In such an event, there shall not be any election at the meeting convened for the purpose in terms of the said regulation. The elected candidate-Smt. Mini Ipe shall assume office from 01.07.2018.

Smt. Mini Ipe is a Master of Commerce from Andhra University and presently, is the Executive Director (SBU-International Operations), Life Insurance Corporation of India. Smt. Mini IPe was also a Director and CEO of LIC HFL Housing Financial Services Ltd. from April, 2015 to April, 2018. Smt. Mini is having very long and rich experience of working with Life insurance Corporation of India in various capacities such as- Secretary (Mktg), Secretary (ER), Regional Manager (P & IR), Regional Manager (Estates), etc.

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.

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.

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

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मर्चेंट बैंकिंग विभाग के.का.
Merchant Banking Division C.O.
मुंबई / Mumbai

for Central Bank of India

Anand Kumar Das
AGM-MBD / Company Secretary

Place : Mumbai
Date : 30th June, 2018

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

Date of the Annual General Meeting (AGM)	**Friday, 30.06.2018**
Total number of Shareholders as on Cut-off Date i.e. 25th June, 2018.	**1,32,435**
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 Agenda	1) To discuss, approve and adopt the Audited Standalone and the Consolidated Balance Sheet of the Bank as at 31st March 2018, Standalone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March 2018, 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.
Resolution required	Ordinary & Special
Mode of Voting	E-Voting & Poll

Central Bank Of India

Resolution Required : (Ordinary)			1 - To discuss, approve and adopt the Audited Stand Alone and the Consolidated Balance Sheet of the Bank as at 31st March 2018, Stand Alone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March 2018, 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.					
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	2262123970	0	0.0000	0	0	0.0000	0.0000
	Poll		2262123970	100.0000	2262123970	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2262123970**	**100.0000**	**2262123970**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	278123532	268614007	96.5808	268614007	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		**268614007**	**96.5808**	**268614007**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	77908253	4662	0.0060	4661	1	99.9785	0.0215
	Poll		6601	0.0085	6443	158	97.6064	2.3936
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**11263**	**0.0145**	**11104**	**159**	**98.5883**	**1.4117**
Total		**2618155755**	**2530749240**	**96.6615**	**2530749081**	**159**	**100.0000**	**0.0000**

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Resolution Required : (Special)			2 - To raise capital upto the value of Rs. 8000/- crore (Rupees Three Thousand Crore Only) (including premium, if any) by way of FPO/Rights/QIP etc.					
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	2262123970	0	0.0000	0	0	0.0000	0.0000
	Poll		2262123970	100.0000	2262123970	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2262123970**	**100.0000**	**2262123970**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	278123532	268614007	96.5808	268535774	78233	99.9709	0.0291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**268614007**	**96.5808**	**268535774**	**78233**	**99.9709**	**0.0291**
Public Non Institutions	E-Voting	77908253	4662	0.0060	4661	1	99.9785	0.0215
	Poll		6601	0.0085	6443	158	97.6064	2.3936
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**11263**	**0.0145**	**11104**	**159**	**98.5883**	**1.4117**
Total		**2618155755**	**2530749240**	**96.6615**	**2530670848**	**78392**	**99.9969**	**0.0031**