CO:MBD:2014-15:

15th July, 2014

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

Dear Sir/Madam,

**Sub** : Proceedings of Extra-ordinary General Meeting and Disclosure as per clause 35A of Listing Agreement- **Raising of Equity Capital by way of preferential allotment .**

Please refer to our letters CO:MBD:2014-15:120 dated 10th June, 2014, CO:MBD:2014-15 dated 13th June 2014, CO:MBD:2014-15 dated 21st June, 2014 and CO:MBD:2014-15 dated 5th July, 2014 informing thereby *inter alia* that the Board of Directors / Capital Raising Committee of the Board has considered and approved raising of equity capital upto Rs. 581.61 crore (including premium) by issuance of upto 7,10,75,753 equity shares of face value of Rs. 10/- each to Life Insurance Corporation of India, on preferential basis, at the issue price of Rs.81.83 per equity share including a premium of Rs. 71.83 per share determined as on June 13, 2014 being the Relevant Date in terms of SEBI ICDR Regulations, subject to all necessary Regulatory approvals and compliance with the SEBI ICDR Regulations, 2009. An Extra-ordinary General Meeting (EGM) of shareholders was also fixed to be held on Tuesday, 15th July, 2014 at 11:00 AM. at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai – 400 056, 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 Clause 35A of 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
ASSTT GENERAL MANAGER-MBD/
COMPANY SECRETARY

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

**Proceedings of Extraordinary General Meeting (EGM) of Central Bank of India held on Tuesday, 15th July, 2014 at Mumbai.**

1. In accordance with the Notice Dated 13th June, 2014, an Extra-ordinary General Meeting of the Shareholders of Central Bank of India was held on Tuesday, 15th July, 2014 at 11.00 A.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 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 the equity capital by way of preferential allotment of equity shares in favor of Life Insurance Corporation of India.

4. Chairman 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. 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 the extent of 7,10,75,753 equity shares at price as per SEBI (ICDR) Regulations, 2009 subject to total exposure not exceeding 15% 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. 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 7,10,75,753 equity shares and recommendation of Reserve Bank of India to Government of India for the present proposal.

6. Chairman also informed that total number of equity shares held by Life Insurance Corporation of India in the Bank immediately before the proposed preferential offer i.e. on 13th June, 2014 being the Relevant Date, was 7,17,23,769 equity shares constituting 5.31% of total paid up equity capital. However, as on last Friday i.e. 11th July, 2014, total shareholding of LIC was 7,16,91,255 equity shares constituting 5.31% and with proposed allotment of upto, 7,10,75,753 equity shares, it's shareholding will increase upto 14,27,67,008 equity shares constituting 10.04% of the total paid up equity capital.

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7. Chairman further informed that the Issue Price calculated in accordance with the SEBI ICDR Regulations worked out to Rs. 81.83 per equity share for the proposed issue of equity shares to Life Insurance Corporation of India by way of preferential allotment. The Bank has obtained a certificate from M/s. Doogar & Associates, 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.

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, which was proposed by Shri Gautam Kedar Tiwari and seconded by Smt. Asha Lata Maheshwari, 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) 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 7,10,75,753 Equity Shares to Life Insurance Corporation of India of the face value of Rs.10/- each on preferential basis at a price of Rs. 81.83 per Equity Share determined by the Board in accordance with Regulation 76 of SEBI ICDR Regulations aggregating upto Rs. 581,61,28,867.99 (Rupees Five Hundred Eighty One Crore Sixty One Lac Twenty Eight Thousand Eight Hundred Sixty Seven and Paisa Ninety Nine Only)."

**"RESOLVED FURTHER THAT the 'Relevant Date'** for determination of the Issue Price is 13-06-2014. "

**"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. Thirteen 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 E-voting facility made available by the Bank to its shareholders as per Listing Agreement for Equity, for wider participation of shareholders in passing the resolution discussed during the day. He also requested the shareholders who have not exercised e-voting and present in the meeting to cast their votes on the resolution, during the voting process provided in the meeting through poll.
11. Chairman further, intimated that results of the polling including that of the E-voting alongwith Srutinizer'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**

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**A K Das**
**Assistant General Manager-MBD/**
**Company Secretary**

**Place : Mumbai**
**Date : 15th July, 2014**

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

| | |
|---|---|
| Date of the Extra-ordinary General Meeting (EGM) | **Tuesday, 15.07.2014** |
| Total number of Shareholders as on last Friday i.e. 11th July, 2014. | **1,84,871** |
| 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 : 103 | **104** |
| 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 up to 7,10,75,753 Equity Shares of the face value of Rs.10/- each to Life Insurance of India on preferential basis for cash at Issue Price of Rs. 81.83 per Equity Share (Including premium of Rs. 71.83 per Equity Share) as determined in accordance with Regulation 76 of SEBI ICDR Regulations aggregating upto Rs. 581.61 Crore. |
| Resolution required | Special |
| Mode of Voting | E-Voting & Poll |

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# CENTRAL BANK OF INDIA

| 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 (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| **Resolution No. 1** | | | | | | | |
| **Mode of Voting: (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 1196959325 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional Holders | 89323833 | 84468689 | 94.56 | 82057285 | 2411404 | 97.15 | 2.85 |
| Public-Others | 64156157 | 11187 | 0.02 | 11167 | 20 | 99.82 | 0.18 |
| **Total (A)** | **1350439315** | **84479876** | **6.26** | **82068452** | **2411424** | **97.15** | **2.85** |
| | | | | | | | |
| **Mode of Voting: (Poll)** | | | | | | | |
| Promoter and Promoter Group | 1196959325 | 1196959325 | 100.00 | 1196959325 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 89323833 | 311375 | 0.35 | 311375 | 0 | 100.00 | 0.00 |
| Public-Others | 64156157 | 13963 | 0.02 | 13958 | 5 | 99.96 | 0.04 |
| **Total (B)** | **1350439315** | **1197284663** | **88.66** | **1197284658** | **5** | **100.00** | **0.00** |
| | | | | | | | |
| **Result (A+B)** | **1350439315** | **1281764539** | **94.91** | **1279353110** | **2411429** | **99.81** | **0.19** |

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प्रमाणित सत्य प्रतिलिपी
CERTIFIED TRUE COPY

Anand Kumar Das
Assistant General Manager-MBD
& Company Secretary