

CO:MBD:2014-15:

24th March, 2015

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 dated 04-02-2015, CO:MBD:2014-15 dated 20-02-2015, CO:MBD:2014-15 dated 27-02-2015, CO:MBD:2014-15 dated 02-03-2015 and CO:MBD:2014-15 dated 10-03-2015 informing thereby *inter alia* that Board of Directors / Capital Raising Committee of the Board has considered and approved raising of additional equity capital by conversion of entire Perpetual Non-Cumulative Preference Shares (PNCPS) of Rs. 1617.00 crore (161,70,00,000 PNCPS of the face value of Rs. 10.00 each) held by Government of India (GOI), into equity shares to be issued and allotted to GOI on Preferential Basis, at a conversion price of Rs. 105.09 per equity share including a premium of Rs. 95.09 per share determined as on February 20, 2015 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, 24th March, 2015 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



ANAND KUMAR DAS
ASSTT GENERAL MANAGER-MBD/
COMPANY SECRETARY



Proceedings of Extraordinary General Meeting (EGM) of Central Bank of India held on Tuesday, 24th March, 2015 at Mumbai.

1. In accordance with the Notice Dated 20th February, 2015, an Extra-ordinary General Meeting of the Shareholders of Central Bank of India was held on Tuesday, 24th March, 2015 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 conversion of entire Perpetual Non-Cumulative Preference Shares of Rs. 1617.00 crore (161,70,00,000 PNCPS of the face value of Rs. 10.00 each) held by Government of India (GOI), into equity shares to be issued and allotted to GOI on Preferential Basis. Conversion of the PNCPS capital into equity shares will help the Bank to meet its capital adequacy requirement during Financial Year 2014-15.
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 that GOI has already conveyed its approval for the abovesaid PNCPS conversion. Bank has also received In-principle approval from Bombay Stock Exchange and National Stock Exchange for listing of proposed Fifteen Crore Thirty Eight Lac Sixty Eight Thousand One Hundred Thirteen (15,38,68,113) equity shares .
6. Chairman also informed that the Conversion Price calculated in accordance with the SEBI ICDR Regulations worked out to Rs. 105.09 per equity share for the proposed issue of equity shares to President of India by way of preferential allotment. The Bank has obtained a certificate from M/s P.K. Subramaniam & Co., Chartered Accountants, Raichur, Karnataka, 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.



चंदर मुखी, नरिमान पॉइंट, मुंबई - 400 021 • दूरध्वनी : 22026428,66387777 • फैक्स : (91-22) 22044336
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Chander Mukhi, Nariman Point, Mumbai - 400 021 • Tel.: 2202 6428,6638 7777 • Fax: (91-22) 2204 4336

7. Chairman then moved the following special resolution for raising the capital by way of preferential allotment of equity shares in favor of Government of India, which was proposed by Shri Anil Kumar Champaklal Parekh and seconded by Shri Gautam Kedar Tiwari, 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 15,38,68,113 Equity Shares to Government of India of the face value of Rs.10/- each on preferential basis at a conversion price of Rs. 105.09 per Equity Share including premium of Rs. 95.09 per equity share determined by the Board in accordance with Regulation 76 (1) of SEBI ICDR Regulations by conversion of 161,70,00,000 Perpetual Non-Cumulative Preference Shares (PNCPS) of the face value of Rs. 10.00 each held by Government of India aggregating upto Rs. 1617/- crore (Rupees One Thousand Six Hundred Seventeen Crore)."

"RESOLVED FURTHER THAT the 'Relevant Date' for determination of the conversion price is 20-02-2015. "

"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."



"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."

8. Before putting the Resolution to vote, the Chairman invited shareholders present to make their observations, if any, on the agenda. Eleven of the shareholders present, presented their views/queries. Subsequently, Chairman responded the observations/queries raised by the shareholders.
9. 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.
10. Chairman further, intimated that results of the polling including that of the 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.
11. He then thanked all the shareholders for their active participation in conduct of the meeting.

Place : Mumbai
Date : 24th March, 2015



for Central Bank of India

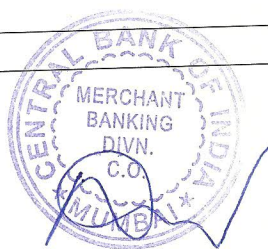


A K Das

Assistant General Manager-MBD/
Company Secretary

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

Date of the Extra-ordinary General Meeting (EGM)	Tuesday, 24.03.2015
Total number of Shareholders as on Relevant Date i.e. 20 th February, 2015.	1,62,339
Number of Shareholders present in the Meeting either in person or through proxy a) Promoters and Promoter Group : 1 b) Public : 76	77
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	To create, offer, issue and allot upto 15,38,68,113 equity shares to Government of India of the face value of Rs.10.00 each on preferential basis at a conversion price of Rs. 105.09 per Equity Share (including premium of Rs.95.09 per Equity Share) determined in accordance with Regulation 76(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 by conversion of 161,70,00,000 Perpetual Non-Cumulative Preference Shares (PNCPS) of the face value of Rs. 10.00 each held by Government of India aggregating upto Rs. 1617.00 crore (Rupees One Thousand Six Hundred Seventeen Crore Only).
Resolution required	Special
Mode of Voting	E-Voting & Poll



Central Bank Of India

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:1 "Consent of shareholders of the Bank be and is hereby accorded to Board of Directors of the Bank which term shall be deemed to include Capital Raising Committee which Board have constituted or/may re-constitute, to exercise its powers including powers conferred by this Resolution to create, offer, issue and allot upto 15,38,68,113 Equity Shares to Gol of the face value of Rs.10/- each on preferential basis at a conversion price of Rs.105.09 per Equity Share including premium of Rs. 95.09 per equity share determined by the Board in accordance with Regulation 76 (1) of SEBI ICDR Regulations by conversion of 161,70,00,000 Perpetual Non-Cumulative Preference Shares (PNCPS) of the face value of Rs. 10.00 each held by Gol aggregating upto Rs. 1617/- crore pursuant to the provisions of applicable laws and subject to all statutory approvals."							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	1196959325	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	239547092	234730416	97.9893	233880416	850000	99.6379	0.3621
Public-Others	67898651	43281	0.0637	43131	150	99.6534	0.3466
Total(A)	1504405068	234773697	15.6058	233923547	850150	99.6379	0.3621
Mode of Voting: (Poll)							
Promoter and Promoter Group	1196959325	1196959325	100.0000	1196959325	0	100.0000	0.0000
Public Institutional Holders	239547092	0	0.0000	0	0	0.0000	0.0000
Public-Others	67898651	11128	0.0164	11128	0	100.0000	0.0000
Total(B)	1504405068	1196970453	79.5644	1196970453	0	100.0000	0.0000
Result (A+B)	1504405068	1431744150	95.1701	1430894000	850150	99.9406	0.0594

प्रमाणित सत्य प्रतिलिपी
CERTIFIED TRUE COPY



Anand Kumar Das
Assistant General Manager-MBD
& Company Secretary