CO:MBD:2015-16 30th June 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	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 : Proceedings of 8th Annual General Meeting, Election of Two Shareholders and Disclosure as per clause 35A of Listing Agreement

Please refer to our letter nos. CO:MBD:2015-16 dated 25th May 2015 and CO:MBD:2015-16 dated 8th June 2015 informing thereby *inter alia* that 8th Annual General Meeting (AGM). of the Shareholders of the Bank was scheduled to be held on June 30, 2015.

In this connection, we enclose herewith a copy of proceedings of the said 8th AGM and details as per Clause 35A of the Listing Agreement. Copies of Scrutineers' Reports dated 30/06/2015 on Remote E-voting and E-voting are also enclosed herewith.

Further to above we hereby inform that following two Directors have been elected from amongst shareholders other than the Central Government at the Election held at the Annual General Meeting held on 30.06.2015 pursuant to Section 9 (3) (i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, read with Nationalised Banks (Management & Miscellaneous) Provisions Scheme, 1970, Central Bank of India (Shares and Meetings) Regulations, 1998 and Notification No. DBOD. No. BC.No.46&47 '29.39.001/2007-08 dated 1st November, 2007 read with no. DBOD.BC.No 95/29.39.001/2010-11 dated 23rd May, 2011of Reserve Bank of India :

1. Shri Supratim Bandyopadhyay
2. Shri Ketul Ramubhai Patel

The aforesaid two shareholders declared elected as the Directors of the Bank shall assume Office from 1st July, 2015 and shall hold Office for a period of three years till 30th June, 2018.

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

MERCHANT BANKING DIVN. C.O.

Proceedings of the Eight Annual General Meeting of shareholders of CENTRAL BANK OF INDIA held on Tuesday, 30th June 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

In terms of Regulation 59(i) of the Central Bank of India (Shares and Meetings) Regulations, 1998, Shri Rajeev Rishi, Chairman and Managing Director took the Chair.

Necessary quorum in terms of Regulation 58(1) of the Central Bank of India (Shares and Meetings) Regulations, 1998 being present, the Chairman declared the 8th Annual General Meeting as properly constituted.

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

With the permission of the shareholders present, the Notice dated 25th May, 2015 convening the 8th Annual General Meeting of the Bank on 30th June 2015 alongwith Addendum to the Notice dated 4th June, 2015 was taken as read.

Chairman further informed that Bank has received only one proxy till Thursday, 25th June, 2015 being the last day for receipt of proxies for attending the Annual General Meeting. He also informed that the Central Government authorized Shri S D Sharma, Section Officer, Ministry of Finance, Department of Financial Services as their representative to attend and vote at the Meeting.

8th Annual General Meeting of the Bank was attended by 146 shareholders.

Chairman in his address to the shareholders highlighted the performance and achievements of the Bank during the financial year 2014-15.

Chairman then moved the following Resolution for discussion, approval and adoption of Accounts for the year ended 31st March 2015, which was proposed by **Shri Seshan Krishnamoorthy** And seconded By **Shri Gautam Kedar Tiwari**, 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.

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

Subsequently, Chairman responded the observations/queries raised by the shareholders.

"RESOLVED THAT the Bank's Balance Sheet as at 31st March 2015 and Profit & Loss Account for the 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 agenda with regard to declaration of Dividend. The following resolution was proposed by **Smt Lekha Satish Shah** and seconded by **Shri Yusuf Yunus Rangwala**.

"RESOLVED FURTHER THAT the dividend at the rate of Rs.0.50 per equity share on total 165,82,73,181 Equity Shares of Rs.10/- each as recommended by the Board, total amounting to Rs. 82,91,36,590.50 for the financial year 2014-15, be and is hereby declared."

Chairman then took up the third item on agenda with regard to election of two Directors 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. He informed that the Bank had received 3 nominations till 16th June, 2015, being the last date for receipt of nominations. On scrutiny all the three nominations in respect of the candidates namely,- Shri Supratim Bandyopadhyay, Shri Ketul Ramubhai Patel and Shri Naresh Kumar Dall were found valid by the Scrutiny Committee. These nominations were placed before the Nomination Committee of the Board at their meeting held on 20th June, 2015 for determining their 'Fit & Proper' status in terms of the Circulars issued by Reserve Bank of India. The Committee after conducting necessary due diligence has determined all the three candidates to be Fit & Proper for contesting the election of shareholder directors.

"RESOLVED THAT Shri Supratim Bandyopadhyay and Shri Ketul Ramubhai Patel be and are hereby elected as Directors of the Bank from amongst shareholders other than the Central Government pursuant to Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 read with the Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, Central Bank of India (Shares and Meetings) Regulations, 1998 made pursuant to Section 19 of the Act and Notification No. DBOD. No. BC.No.46/29.39.001/2007-08 dated 01 November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23 May, 2011 of Reserve Bank of India to assume office from the date following the date on which they are elected and shall hold office until the completion of a period of three years from the date of such assumption".

Chairman then took up the fourth on the agenda, i.e. raising of equity capital upto the value of Rs. 5000/- crore including premium by QIP, FPO, etc. during the financial year 2015-16. The following resolution was proposed by **Shri Anilkumar Champaklal Parekh** and seconded by **Shri Beruz Feramroz Pouredehi**.

"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) 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 a d allot (including with provision for reservation on firm allotment and/or competitive bas is of such part of issue and for such categories of persons as may be permitted by the law ther applicable) by way of an offer document / prospectus or such other document, in India or abr ad, such number of equity shares upto the value of Rs. 5,000/- crore (Rupees Five Thousanc Crore Only)(including premium, if any) in such a way that the Central Government sh ll at all times hold not less than 51% of the paid-up Equity capital of the Bank, whether at a di count or premium to the market price, in one or more tranches, including to one or more of th members, employees of the Bank, Indian nationals, Non-Resident Indians ("NRIs"), Comp anies, private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capita Investors, State Industrial Development Corporations, Insurance Companies, Provident Fun s, Pension Funds, Development Financial Institutions or other entities, authorities or a y 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 approp iate by the Bank."

"RESOLVED F JRTHER THAT such issue, offer or allotment shall be by way of public issue (i.e. follow-on-P ublic Issue) and/ or rights issue and/or private placement, including Qualified Institutions Pla cements 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 ter ns and conditions as the Board may, in its absolute discretion, think fit."

"RESOLVED F JRTHER 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 ar d /or other advisors or otherwise on such terms and conditions as the Board may, in its abs olute discretion, decide in terms of SEBI ICDR Regulations, other regulations and any and al 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 v ith relevant provisions of ICDR Regulations."

"RESOLVED F JRTHER THAT in accordance with the provisions of the Listing Agreements entered into wi h relevant stock exchanges, the provisions of Banking Companies (Acquisition and Transfer o 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 Se urity by a Person Resident Outside India) Regulations, 2000, and subject to requisite appro als, 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), D epartment of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other author ties as may be required (hereinafter collectively referred to as "the Appropriate Authorities") ar d subject to such conditions as may be prescribed by any of them while granting any such appr oval, consent, permission, and/or sanction (hereinafter referred to as "the requisite appro als") the Board, may at its absolute discretion, issue, offer and allot, from time to time in one o r more tranches, equity shares or any securities other than warrants, which are convertible int or exchangeable with equity shares at a later date, in such a way that the Central Goverr ment at any time holds not less than 51% of the Equity Share Capital of the Bank, to Quali ied Institutional Buyers (QIBs) (as defined in Chapter VIII of the SEBI ICDR Regulations) p rsuant 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 / wr tings / circulars / memoranda and in such manner and on such price, terms and conditions as n ay be determined by the Board in accordance with the SEBI ICDR Regulations or other provisi ons of the law as may be prevailing at that time"

"RESOLVED F URTHER THAT in case of a Qualified Institutions Placement pursuant to Chapter VIII of the SEB ICDR Regulations:

A) The allotme t 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 su h Securities shall be completed within 12 months from the date of passing of this resolution.

B) The Bank i pursuant to provision of Regulation 85(1) of the SEBI ICDR Regulations is authorized to o ffer shares at a discount of not more than five percent on the floor price as determined in a ccordance with the Regulations.

C) The relevar t date for the determination of the floor price of the securities shall be in accordance witl the SEBI ICDR Regulations."

"RESOLVED F URTHER 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 whe e the shares of the Bank are listed or such other appropriate authorities at the time of accord ng / granting their approvals, consents, permissions and sanctions to issue, allotment and li sting thereof and as agreed to, by the Board."

"RESOLVED F URTHER THAT the issue and allotment of new equity shares / securities if any, to NRIs, FIIs a nd/or other eligible foreign investments be subject to the approval of the RBI under the Forei gn Exchange Management Act, 1999 as may be applicable but within the overall limits set forth nder the Act."

"RESOLVED F URTHER THAT the said new equity shares to be issued shall be subject to the Central Bank o India (Shares and Meetings) Regulations, 1998, as amended, and shall rank in all respects pa i passu with the existing equity shares of the Bank and shall be entitled to dividend declar ed, if any, in accordance with the statutory guidelines that are in force at the time of such de claration."

"RESOLVED F URTHER THAT for the purpose of giving effect to any issue or allotment of equity shares/s ecurities, the Board be and is hereby authorized to determine the terms of the public offer, in cluding the class of investors to whom the securities are to be allotted, the number of sha es/securities to be allotted in each tranche, issue price, premium amount on issue as the Bo ard in its absolute discretion deems fit and do all such acts, deeds, matters and things and exe cute such deeds, documents and agreements, as they may, in its absolute discretion, dee n necessary, proper or desirable, and to settle or give instructions or directions for settling an questions, difficulties or doubts that may arise in regard to the public offer, issue, allotmen and utilization of the issue p oceeds, and to accept and to give effect to such modifications, hanges, variations, alterations, deletions, additions as regards the terms and conditions, as may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without equiring any further approval of the members and that all or any of the powers conferred on th e 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 deem 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."

Chairman informed the shareholders present, about the Remote E-voting and 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 vote through remote e-voting and present in the meeting to cast their votes on the resolutions, during the voting process provided in the meeting through the e-voting and the poll as per the choice of shareholders .

Chairman further intimated that results of the polling including that of the Remote E-voting and the E-voting alongwith Srutinizers' Reports 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.

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

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

Date of the Annual General Meeting (AGM)	**Tuesday, 30-06-2015**
Total number of Shareholders on the Day immediately preceding the Book Closure Date i.e. 24th June, 2015	**1,53,772**
Number of Shareholders present in the Meeting either in person or through proxy a) Promoters and Promoter Group : 1 b) Public : 145	**146**
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 Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, 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 declare dividend for the financial year 2014-15. 3) To elect two Directors 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. 4) To raise capital upto the value of Rs. 5000/- crore (Rupees Five Thousand Crore Only) (including premium, if any) by way of QIP, FPO, etc.
Resolution required	Ordinary & Special
Mode of Voting	Remote E-Voting and E-Voting

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 To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, 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							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1350827438	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders *	229128164	169969353	74.1809	169969353	0	100.0000	0.0000
Public-Others	78317579	2527	0.0032	2527	0	100.0000	0.0000
Total(A)	**1658273181**	**169971880**	**10.2499**	**169971880**	**0**	**100.0000**	**0.0000**
Mode of Voting: (E-voting at Agm Venue)							
Promoter and Promoter Group	1350827438	1350827438	100.0000	1350827438	0	100.0000	0.0000
Public Institutional Holders	229128164	0	0.0000	0	0	0.0000	0.0000
Public-Others	78317579	394945	0.5043	4417	390528	1.1184	98.8816
Total(B)	**1658273181**	**1351222383**	**81.4837**	**1350831855**	**390528**	**99.9711**	**0.0289**
Result (A+B)	**1658273181**	**1521194263**	**91.7336**	**1520803735**	**390528**	**99.9743**	**0.0257**

***Voting rights of Life Insurance Corporation of India has been restricted to 10% in terms of Section 3(2)(E) of the Banking Companies (Acquisition and Transfer of Undertakings)Act, 1970.**

प्रमाणित सत्य प्रतिलिपी
CERTIFIED TRUE COPY

Anand Kumar Das
Assistant General Manager-MBD
& Company Secretary

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 : 2 To declare dividend for the financial year 2014-15.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1350827438	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders*	229128164	169969353	74.1809	169969353	0	100.0000	0.0000
Public-Others	78317579	2627	0.0034	2627	0	100.0000	0.0000
Total(A)	**1658273181**	**169971980**	**10.2499**	**169971980**	**0**	**100.0000**	**0.0000**
Mode of Voting: (E-voting at Agm Venue)							
Promoter and Promoter Group	1350827438	1350827438	100.0000	1350827438	0	100.0000	0.0000
Public Institutional Holders	229128164	0	0.0000	0	0	0.0000	0.0000
Public-Others	78317579	394945	0.5043	394945	0	100.0000	0.0000
Total(B)	**1658273181**	**1351222383**	**81.4837**	**1351222383**	**0**	**100.0000**	**0.0000**
Result (A+B)	**1658273181**	**1521194363**	**91.7336**	**1521194363**	**0**	**100.0000**	**0.0000**

***Voting rights of Life Insurance Corporation of India has been restricted to 10% in terms of Section 3(2)(E) of the Banking Companies (Acquisition and Transfer of Undertakings)Act, 1970.**

MERCHANT BANKING DIVN. C.O.

प्रमाणित सत्य प्रतिलिपी
CERTIFIED TRUE COPY

Anand Kumar Das
Assistant General Manager-MBD
& Company Secretary

CENTRAL BANK OF INDIA

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour Shri Supratim Bandyopadhyay	Number of Votes in favour Shri Ketul Ramubhai Patel	Number of Votes in favour Shri Naresh Kumar Drall	% of Votes in favour on Votes polled Shri Supratim Bandyopadhyay	% of Votes in favour on Votes polled Shri Ketul Ramubhai Patel	% of Votes in favour on Votes polled Shri Naresh Kumar Drall
Resolution No : 3 To elect two Directors 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 (hereinafter referred to as "the Act") read with the Banking Regulation Act,1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as "the Scheme"), Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as "the Regulations") made pursuant to Section 19 of the Act and Notification No. DBOD. No.BC.No.46/29.39.001/2007-08 dated 01 November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23 May, 2011 of Reserve Bank of India (hereinafter referred to as "RBI Notifications")									
Mode of Voting: (Remote E-voting)									
Promoter and Promoter Group	1350827438	0	0.0000	0	0	0	0.0000	0.0000	0.0000
Public Institutional Holders*	229034836	166297041	72.6077	165827318	166297041	469723	99.71753977	100.0000	0.2825
Public-Others	78410907	519276	0.6622	1884	2711	517078	0.362812839	0.5221	99.5767
Total(A)	**1658273181**	**166816317**	**10.0596**	**165829202**	**166299752**	**986801**	99.40826232	**99.6903**	**0.5915**
Mode of Voting: (E-voting at Agm Venue)									
Promoter and Promoter Group	1350827438	0	0.0000	0	0	0	0.0000	0.0000	0.0000
Public Institutional Holders	229034836	0	0.0000	0	0	0	0.0000	0.0000	0.0000
Public-Others	78410907	394945	0.5037	394145	3632	392013	99.79744015	0.9196	99.2576
Total(B)	**1658273181**	**394945**	**0.0238**	**394145**	**3632**	**392013**	99.79744015	**0.9196**	**99.2576**
Result (A+B)	**1658273181**	**167211262**	**10.0835**	**166223347**	**166303384**	**1378814**	**99.40918154**	**99.4570**	**0.8246**

***Voting rights of Life Insurance Corporation of India has been restricted to 10% in terms of Section 3(2)(E) of the Banking Companies (Acquisition and Transfer of Undertakings)Act, 1970.**

MERCHANT BANKING DIVN. C.O.

प्रमाणित सत्य प्रतिलिपी
CERTIFIED TRUE COPY

Anand Kumar Das
Assistant General Manager-MBD
& Company Secretary

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 : 4 To raise Capital through FPO/Rights/QIP etc.							
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	1350827438	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders*	229128164	169969353	74.1809	166304075	3665278	97.8436	2.1564
Public-Others	78317579	2627	0.0034	2617	10	99.6193	0.3807
Total(A)	**1658273181**	**169971980**	**10.2499**	**166306692**	**3665288**	**97.8436**	**2.1564**
Mode of Voting: (E-voting at Agm Venue)							
Promoter and Promoter Group	1350827438	1350827438	100.0000	1350827438	0	100.0000	0.0000
Public Institutional Holders	229128164	0	0.0000	0	0	0.0000	0.0000
Public-Others	78317579	394945	0.5043	4417	390528	1.1184	98.8816
Total(B)	**1658273181**	**1351222383**	**81.4837**	**1350831855**	**390528**	**99.9711**	**0.0289**
Result (A+B)	**1658273181**	**1521194363**	**91.7336**	**1517138547**	**4055816**	**99.7334**	**0.2666**

***Voting rights of Life Insurance Corporation of India has been restricted to 10% in terms of Section 3(2)(E) of the Banking Companies (Acquisition and Transfer of Undertakings)Act, 1970.**

MERCHANT BANKING DIVN. C.O.

प्रमाणित सत्य प्रतिलिपी
CERTIFIED TRUE COPY

Anand Kumar Das
Assistant General Manager-MBD
& Company Secretary

Mani Bhuwan, 1st Floor, Office No. 5,
54, Hughes Road, (Opp : Dharam Palace),
Mumbai-400 007
E-mail : saurabhshah361@gmail.com

Tel.: (O) +91 (022) 2367 8570; 2368 0263;
2368 2139; 2368 0256,
Fax: +91(022) 2367 8571
Mobile : 98211 06410 / 9821106217

PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)
Pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014

To,
Chairman and Managing Director
Central Bank of India,
Chandermukhi Nariman Point,
Mumbai-400001

Eighth Annual General Meeting of the Equity Shareholders of Central Bank of India was held on 30th June, 2015 at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital /Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai-400056.

Dear Sir,

I/We, Pramod S Shah, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the Remote E-voting taken on the below mentioned resolutions, at the Eighth Annual General Meeting of the Equity Shareholders of Central Bank of India held on 30th June, 2015 at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai, 400056, submit our report as under:

1. After the Completion of Remote E-voting period, the results were unblocked in presence of two witnesses not being in the employment of the Bank.

2. The result of the Remote E-voting is as under:

Resolutions :

Resolution -1

To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, 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.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
46	16,99,71,880*	100%

(ii) Voted **against** the resolution:

Number Of Members	Number of Votes Cast by them	% of the number of Valid Votes Cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution -2

To declare dividend for the financial year 2014-15.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
47	16,99,71,980*	100%

(ii) Voted **against** the resolution:

Number Of Members	Number of Votes Cast by them	% of the number of Valid Votes Cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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

PRAMOD S. SHAH & ASSOCIATES * PRACTISING COMPANY SECRETARIES *

Resolution -3

To elect two Directors 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 (hereinafter referred to as "the Act") read with the Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as "the Scheme"), Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as "the Regulations") made pursuant to Section 19 of the Act and Notification No. DBOD. No. BC.No.46/29.39.001/2007-08 dated 01 November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23 May, 2011 of Reserve Bank of India (hereinafter referred to as "RBI Notifications") by passing the following resolution:

"**RESOLVED THAT** two Directors elected from amongst shareholders other than the Central Government pursuant to Section 9(3)(i) of the Act, read with the Scheme, Regulations made thereunder and RBI Notifications, be and are hereby elected as the Directors of the Bank to assume office from the date following the date on which he/she is elected/deemed to be elected and shall hold office until the completion of a period of three years from the date of such assumption"

The List of Nominee for shareholder director election is as under:

Sr. No	Name of the Candidate	Number of Person Voted in favour	Total Votes Casted	% of Total Voting
1	Shri Supratim Bandyopadhyay	23	*16,58,29,202	49.78%
2	Shri Ketul Ramubhai Patel	34	*16,62,99,752	49.92%
3	Shri Naresh Kumar Drall	13	9,86,801	0.30%

Resolution -4

"**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

सेन्ट्रल बैंक ऑफ इंडिया
CENTRAL BANK OF INDIA
अध्यक्ष एवं
प्रबंध निदेशक
CHAIRMAN &
MANAGING
DIRECTOR
मुंबई-29
MUMBAI-21

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) 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. 5,000/- crore (Rupees Five 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") like 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."

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

PRAMOD S. SHAH & ASSOCIATES * PRACTISING COMPANY SECRETARIES *

"**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."

"**RESOLVED FURTHER THAT** in accordance with 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."

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

PRAMOD S. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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 NRI., 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."

CENTRAL BANK OF INDIA
CHAIRMAN & MANAGING DIRECTOR

PRAMOD S. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES

"**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."

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
31	16,63,06,692*	97.84%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
16	36,65,288	2.16%

(iii)Invalid Votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

***Voting rights of Life Insurance Corporation of India has been restricted to 10% in all the above Four Resolutions in terms of Section 3(2)(E) of the Banking Companies (Acquisition and Transfer of Undertakings)Act, 1970.**

3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you.

Place: MUMBAI

Dated:30TH JUNE,2015

Yours faithfully,

Pramod S. Shah
(C.P. No.-3804)

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Rule 21 of the Companies (Management and Administration) Rules, 2014*]*

To,
Chairman and Managing Director,
Central Bank of India,
Chandermukhi, Nariman Point,
Mumbai-400001

Eighth Annual General Meeting of the Equity Shareholders of Central Bank of India held on 30th June, 2015 at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai-400056

Dear Sir,

We, Pramod S. Shah, Practising Company Secretary (Certificate of Practice No. 3804) and S. D. Sharma, Section Officer, Department of Financial Services, Ministry of Finance, Government of India appointed as Scrutinizers for the purpose of the E-Voting/Poll at the below mentioned resolutions, at the Eighth Annual General Meeting of the Equity Shareholders of Central Bank of India, held on 30th June, 2015 at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (west), Mumbai, 400056, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and it was found that no vote was cast through poll papers.

3. After the Completion of E-voting at the venue of the AGM , the results were unblocked in presence of two witnesses not being in the employment of the Bank.

4. The result of the E-voting at the Venue of the AGM is as under:

Resolutions :

Resolution -1

To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, the Report of the Board of Directors on the working and activities of the Bank for the period

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

30/6/15

PRAMOD S. SHAH & ASSOCIATES * PRACTISING COMPANY SECRETARIES *

30/6/15

covered by the accounts and the Auditors' report on the Balance Sheet and Accounts.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
36	13,50,831,855	99.98%

(ii) Voted **against** the resolution:

Number Of Members	Number of Votes Cast by them	% of the number of Valid Votes Cast
1	3,90,528	0.02%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution -2

To declare dividend for the financial year 2014-15.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
37	1,35,12,22,383	100%

(ii) Voted **against** the resolution:

Number Of Members	Number of Votes Cast by them	% of the number of Valid Votes Cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

CENTRAL BANK OF INDIA
CHAIRMAN & MANAGING DIRECTOR
C. O. MUMBAI-21

PRAMOD S. SHAH & ASSOCIATES * PRACTISING COMPANY SECRETARIES *

Resolution -3

To elect two Directors 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 (hereinafter referred to as "the Act") read with the Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as "the Scheme"), Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as "the Regulations") made pursuant to Section 19 of the Act and Notification No. DBOD. No. BC.No.46/29.39.001/2007-08 dated 01 November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23 May, 2011 of Reserve Bank of India (hereinafter referred to as "RBI Notifications") by passing the following resolution:

"**RESOLVED THAT** two Directors elected from amongst shareholders other than the Central Government pursuant to Section 9(3)(i) of the Act, read with the Scheme, Regulations made thereunder and RBI Notifications, be and are hereby elected as the Directors of the Bank to assume office from the date following the date on which he/she is elected/deemed to be elected and shall hold office until the completion of a period of three years from the date of such assumption"

The List of Nominee for shareholder director election is as under:

Sr. No	Name of the Candidate	Number of Person Voted in favour	Total Votes Casted	% of Voting
1	Shri Supratim Bandyopadhyay	27	3,94,145	49.91%
2	Shri Ketul Ramubhai Patel	29	3,632	0.46%
3	Shri Naresh Kumar Drall	14	3,92,013	49.63%

Resolution 4:

"**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) 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")

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

PRAWDD S. SHAH & ASSOCIATES * PRACTISING COMPANY SECRETARIES *

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. 5,000/- crore (Rupees Five 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") like 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."

"**RESOLVED FURTHER THAT** in accordance with 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

सेन्ट्रल बैंक ऑफ इण्डिया CENTRAL BANK OF INDIA अध्यक्ष एवं प्रबंध निदेशक CHAIRMAN & MANAGING DIRECTOR

30/6

30/6

HAMOD S. SHAH & ASSOCIATES PRACTISING COMPANY SECRETARIES

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

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

30/6

30/6

PRAMOD S. SHAH & ASSOCIATES PRACTISING COMPANY SECRETARIES

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

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

30/6

30/6

PRAMOD S. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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."

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
36	1,35,08,31,855	99.97%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
1	3,90,528	0.3%

(iii) Voted **in favour** of the resolution:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you.

Place: Mumbai

Dated:30th June,2015

Yours faithfully,

Pramod S. Shah
(C. P. No.-3804)
Practicing Company Secretary

S. D. Sharma 30/6/15
Section Officer
Dept. of Financial Services
Govt. of India