CO:MBD:2019-20:619 26th November,2019

National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot No.C/1, 'G' Block Bandra-Kurla Complex Bandra (E), Mumbai-400 051	General Manager Corporate Relationship Deptt BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001

Dear Sir/Madam,

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

Please refer to our letter no. CO:MBD:2019-20:618 dated 26th Novmeber, 2019 enclosing therewith a copy of Proceedings of the Extra-ordinary General Meeting (EGM) of the Shareholders of the Bank held on Tuesday, 26th. November, 2019 at 11:00 AM. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400 021 and the Disclosure as per Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement.

Further to above, we enclose herewith Result on Special Resolution of the said EGM alongwith Scrutinizers' Report.

Please take the above on your record.

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA

ANAND KUMAR DAS
DEPUTY GENERAL MANGER /
COMPANY SECRETARY

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

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

Announcement of Result on Special Resolution of Extra-ordinary General Meeting of shareholders of Central Bank of India held on Tuesday, 26th November, 2019 at Mumbai alongwith Scrutinizer's Report

Extra-ordinary General Meeting (EGM) of the shareholders of Central Bank of India was held on Tuesday, 26th November, 2019 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021 to transact the following business :

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

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the 'Act') read with The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the 'Scheme') and Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as the 'Regulations') and subject to the approvals, consents, sanctions, if any, of Government of India (GoI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into, with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 158,38,45,063 Equity Shares of the face value of Rs.10/- each to President of India (Government of India) on preferential basis, for cash at an issue price of Rs. 21.17 per Equity Share including premium of Rs. 11.17 per equity share determined by the Board in accordance with Regulation 164 (1) of SEBI ICDR Regulations aggregating upto Rs.3353.00 crore (Rupees Three Thousand Three Hundred and Fifty Three Crore only)."

"RESOLVED FURTHER THAT the 'Relevant Date' for determination of the Issue Price is 27-10-2019."

"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."

सेंट्रल बैंक ऑफ इंडिया / CENTRAL BANK OF INDIA
मर्चेंट बैंकिंग विभाग, के.का.
Merchant Banking Division, C.O.
मुंबई / MUMBAI

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

"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 V 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 Managing Director and Chief Executive Officer or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution "

Abovesaid Special Resolution was put to vote by the Chairman of the meeting. Bank also offered remote e-voting facility as an alternative mode of voting which commenced on 23rd November, 2019 (10:00 AM) and ended on 25th November, 2019 (5:00 PM).

Shareholders present in meeting who had not cast their votes through remote e-voting were also given opportunity to cast their votes through e-voting or poll conducted in the EGM as per their choice.

After consolidation of votes cast through remote e-voting, e-voting/ poll and submission of Reports by Scrutinizers, the Chairman declared that the special resolution was passed without any modification with requisite majority. A copy of combined scrutinizer's report on remote e-voting & voting conducted at the EGM are enclosed herewith.

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA

सेन्ट्रल बैंक ऑफ इंडिया/CENTRAL BANK OF INDIA
मर्चेंट बैंकिंग विभाग, कें.का.
Merchant Banking Division, C.O.
मुंबई/MUMBAI

ANAND KUMAR DAS
DEPUTY GENERAL MANAGER/
COMPANY SECRETARY

EZY LAWS

ADVOCATES & CORPORATE LEGAL ADVISORS

Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the EGM of Central Bank of India held on 26th November, 2019

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

Meeting:	**Extra Ordinary General Meeting of the Equity Shareholders**
Date and Time	**Tuesday, 26th November, 2019 at 11.00 a.m.**
Venue :	**9th Floor at the head office of the Central Bank of India situated at Chandermukhi, Nariman Point, Mumbai – 400021**

Dear Sir,

1. I, Ankur Kumar of M/s Ezy Laws, Advocates & Corporate Legal Advisors have been appointed as a scrutinizer by:

   i. The Central Bank of India (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance to the Companies (Management and Administration) Rules, 2014, as amended **(Rules)** and;

   ii. The Chairman of the Extra Ordinary General Meeting (**EGM**) on voting by Poll under the provision of Regulation 61A of Central Bank of India (Shares and Meetings) Regulations, 1998 on the resolution contained in the notice to the Extra Ordinary General Meeting of the members of the Bank held on Tuesday, 26th November, 2019 at 11.00 a.m. at 9th Floor at the head office of the Central Bank of India situated at Chandermukhi, Nariman Point, Mumbai – 400021.

Add: 17-18, 10th Floor, Pinnacle Corporate Park, 'G' Block, Bandra Kurla Complex, Bandra-E, Mumbai - 400 051
Phone: 022 26529772, Cell: 91 9967011249 Email: ankur.srivastava@ezylaws.com
Website: www. ezylaws.com

2. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and relevant SEBI regulation/circular in this regard.

3. The management of the Bank is responsible to ensure the compliance with the requirements under Regulation 61A of Central Bank of India (Shares and Meetings) Regulations, 1998, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. My responsibility as the scrutinizer of the Poll and e-voting process is restricted to make the scrutinizer report of the vote cast "in favour" or "against" the resolution stated herewith, w.r.t. remote e-voting based on the report generated on remote e-voting system provided by Central Depository Services Limited (**'CDSL'**), the authorised agency engaged by Bank to provide e-voting facilities.

4. The CDSL had provided a system for recording the votes of the Members electronically on the item of the business sought to be transacted in the EGM of the Bank, which was held on Tuesday, 26th November, 2019.

5. The CDSL had set up electronic voting facility on their website, www.evotingindia.com. The Bank had uploaded the item of the business to be transacted at the EGM on the website of the Bank and also on CDSL's said website to facilitate its members to cast their vote through Remote E-Voting.

6. The **cut-off date** for the **dispatch of the Notice** of the EGM was **25th October, 2019** and as on that date there were **1,72,228** members of the Bank.

7. The Bank had sent the Notices of the EGM and e-voting details by **email** to **1,16,646** members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered email Ids with the RTA.

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8. In respect of **55,582** Members, whose email Ids are not available, the Notices were sent by **Courier**.

9. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rules.

10. The Bank has completed the dispatch of the Notices to the members on **2nd November, 2019.**

11. As prescribed in clause (v) of sub rule 4 of the Rule 20, the Bank also issued notice of Evoting in newspapers namely- Business Standard (English & Hindi editions) and Tarun Bharat (Marathi edition) on **9th November, 2019**. The notice published in the newspapers carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20, as amended..

12. **Tuesday, 19th November, 2019** was the **Cut-off date** for the purpose of identifying the members who will be entitled to vote on the resolution placed for approval of the members at the EGM.

13. As prescribed by the Rules, the remote e-voting facility was kept open for three days from **Saturday 23rd , 2019** at **10.00 AM** to Monday, **25th November, 2019** at **5.00 pm.**

14. At the end of remote e-voting period on 25th November, 2019 at 5.00 pm, the evoting portal of CDSL was blocked forthwith.

15. As prescribed under Rule 20 (4) (xiii) of the Rules, for the purpose of ensuring that the shareholders who have cast their votes through remote e-voting do not vote again at the EGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting , to only such details relating to the members who have cast

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their votes through remote e-voting , such as names, folio, numbers of shares held but not the manner in which they have voted.

16. Accordingly, CDSL, the e-voting agency, provided us with the names, DP id/folio numbers and shareholding of the members who had cast their votes through remote e-voting.

VOTING AT THE EGM

17. At the venue of the EGM of the Bank held on 26th November, 2019, the facility to vote through electronic means (insta poll) had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.

18. Alongwith me (i.e. a shareholder of the Bank DP ID No. IN302902/41288340), Mr. Prashant Kirtikar was also appointed as a scrutinizer for the purpose of scrutinizing the voting at the EGM.

19. After the Chairman announced the commencement of voting , **polling was** done through electronic means (insta poll) at the venue of the EGM, on the resolution contained in the notice to the EGM in our presence.

20. On 26th November, 2019, after counting of the votes conducted at the venue of the EGM through electronic means (insta polls) , the votes cast through remote e-voting was duly unblocked by me as a scrutinizer in the presence of Mr. Khodidas Nile and Mr.Vinod Khokle who are not in the employment of the Bank, who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20 , as amended. They have signed below in confirmation of the votes being unblocked in their presence.

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Khodidas.	26.11.19
Mr. Khodidas Nile	**Mr.Vinod Khokle**

21. The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.

22. It was observed that

    a) 47 Members had cast their votes through remote e-voting.

    b) 66 Members had cast their votes through electronic means (insta poll) at the venue of the EGM.

23. Pursuant to provision of Section 3 (2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the Central Government shall be restricted to 10% of the total voting rights of all shareholders of Bank.

24. Thereafter, as requested by management, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the members and the poll done through electronic means (insta poll) at the venue of the EGM and the consolidated results with respect to items on the agenda as set out in the notice of the EGM dated 29th October, 2019 is enclosed .

25. Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 29th October, 2019 stands passed under remote e-voting and polling conducted through electronic means (insta poll) at the EGM with the requisite majority and hence deemed to be passed as on the date of the EGM i.e. 26th November, 2019.

Ezylaws Advocates and Corporate Legal Advisors Mumbai

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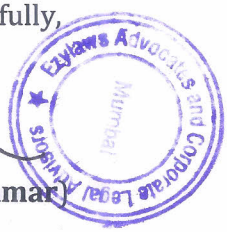
The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signed the Minutes of the EGM.

Thanking You,
Yours faithfully,



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

(**Prashant Kirtikar**)
Scrutinizer

Place: Mumbai
Date: 26th November, 2019

I have received the report:

Signed by Shri Tapan Ray
Chairman

Place: Mumbai
Date: 26th November, 2019

Add: 17-18, 10th Floor, Pinnacle Corporate Park, 'G' Block, Bandra Kurla Complex, Bandra-E, Mumbai - 400 051
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Consolidated Results of E-Voting & Poll at the EGM

Item No. 1- Special Resolution

"Consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 158,38,45,063/- Equity Shares of the face value of Rs.10/- each to President of India (Government of India) on preferential basis, for cash at an issue price of Rs. 21.17 per Equity Share including premium of Rs. 11.17 per equity share determined by the Board in accordance with Regulation 164 (1) of SEBI ICDR Regulations aggregating upto Rs. 3353.00 crore (Rupees Three Thousand Three Hundred and Fifty Three Crore only)."

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
Assent	66	40	**106**	3691262706	264097402	**3955360108**	**99.9900**
Dissent	0	7	**7**	0	12	**12**	**0.0100**
Abstain	0	0	**0**	0	0	**0**	**0**
Invalid	0	0	**0**	0	0	**0**	**0**
Total	**66**	**47**	**113**	**3691262706**	**264097414**	**3955360120**	**100.0**

Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 29th October, 2019 stand passed with the requisite majority and hence deemed to be passed as on the date of the EGM.

(Ankur Kumar)
Advocate
MAH/5718/2011

(Prashant Kirtikar)
Scrutinizer

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