

CO:MBD:2019-20: 467

28th June, 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 Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001
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Dear Sir/Madam,

**Sub : Announcement of Result on Resolution of Annual General Meeting of the Bank
alongwith Scrutinizer's Report**

Please refer to our letter no. CO:MBD:2019-20:466 dated 28th June, 2019 enclosing therewith a copy of Proceedings of the 12th Annual General Meeting (AGM) of the Shareholders of the Bank held on Friday, 28th June, 2019 at 12.00 Noon on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021 and 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 AGM alongwith Scrutinizers' Report.

Please take the above on your record.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA


ANAND KUMAR DAS
DEPUTY GENERAL MANAGER /
COMPANY SECRETARY



DB S



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Central Bank of India

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Announcement of Result on Ordinary & Special Resolutions of Annual General Meeting of shareholders of Central Bank of India held on Friday, 28th June, 2019 at Mumbai alongwith Scrutinizer's Report

Annual General Meeting (AGM) of the shareholders of Central Bank of India was held on Friday, 28th June, 2019 at 12.00 Noon on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021 to transact the following business:

- 1) To discuss, approve and adopt the Audited Standalone and the Consolidated Balance Sheet of the Bank as at 31st March 2019, Standalone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March 2019, the report of the Board of Directors on the working and activities of the Bank for the period covered by the accounts and the Auditors' report on the Balance Sheet and Accounts.
- 2) To raise capital through FPO/Rights/QIP etc.

"RESOLVED THAT the Bank's Balance Sheet as at 31st March 2019 and Profit & Loss Account for the financial year ended on that date including Cash Flow Statement, Report of Corporate Governance and Consolidated Accounts, together with the Reports of the Auditors and Directors thereon as circulated among the Members, be and are hereby discussed, approved and adopted."

To consider and if thought fit, to pass with or without modification(s) the following as special resolution:

"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, 2018 (SEBI ICDR Regulations) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended up to date, guidelines, if any, prescribed by the RBI, SEBI, notifications/ circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992 and all other applicable laws and all other relevant authorities from time to time and subject to the Listing Agreements entered into, with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares upto the value of Rs. 5,000.00 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





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nationals, Non-Resident Indians ("NRIs"), Companies - private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers ("QIBs"), Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank."

"RESOLVED FURTHER THAT such issue, offer or allotment shall be by way of public issue (i.e. follow-on-Public Issue) and/ or rights issue and/or private placement, including Qualified Institutions Placements with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Listing Agreements entered into with relevant stock exchanges, the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the provisions of the Central Bank of India (Shares and Meetings) Regulations, 1998, the provisions of SEBI ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as "the Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "the requisite approvals") the Board, may at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, in such a way that the Central Government at any time holds not less than 51% of the Equity Share Capital of the Bank, to Qualified Institutional Buyers (QIBs) (as defined in Chapter VIII of the SEBI ICDR Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided for under Chapter VI 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 applicable at that time"





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"RESOLVED FURTHER THAT in case of a Qualified Institutions Placement pursuant to Chapter VI 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 176(1) of the SEBI ICDR Regulations is authorized to offer shares at a discount of not more than five percent on the floor price as determined in accordance with the Regulations.

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

"RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI/RBI/SEBI/Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to, by the Board."

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

"RESOLVED FURTHER THAT the said new equity shares to be issued shall be subject to the Central Bank of India (Shares and Meetings) Regulations, 1998, as amended, and shall rank in all respects pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares/securities, the Board be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares/securities to be allotted in each tranche, issue price, premium amount on issue as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the members and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board."





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“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 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 Resolutions were 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 25th June, 2019 (10:00 AM) and ended on 27th June, 2019 (5:00 PM).





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Shareholders present in meeting (in person or through proxy) 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 AGM as per their choice.

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

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA


ANAND KUMAR DAS
DEPUTY GENERAL MANAGER/
COMPANY SECRETARY



Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the AGM of Central Bank of India held on 28th June, 2019

To
The Chairman of the Meeting
Central Bank of India
Mumbai

Meeting: Annual General Meeting of the Equity Shareholders

Date and Time Friday 28th June, 2019 at 12.00 p.m.

Venue : 9th Floor at the head office of the Bank situated at Chandermukhi,
Nariman Point, Mumbai - 400021

Dear Sir,

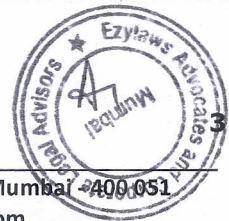
1. I, Ankur Kumar of M/s Ezy Laws, Advocates & Corporate Legal Advisors have been appointed as a scrutinizer by:
 - i. The Central Bank of India (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (**Rules**) and;
 - ii. The Chairman of the Annual General Meeting (**AGM**) 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 Friday, 28th June, 2019 at 12.00 p.m. at 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400021.



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 AGM of the Bank, which was held on Friday, 28th June, 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 AGM 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 AGM was **4th June, 2019** and as on that date there were 1,44,179 members of the Bank.
7. The Bank had sent the Notices of the AGM and e-voting details by **email** to 94,794 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.
8. In respect of 49,385 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 **4th June, 2019**.
11. As prescribed in clause (v) of sub rule 4 of the Rule 20, the Bank also issued notice in newspapers namely **Business Standard** (English) on **6th June, 2019**, **Business Standard** (Hindi) and **Tarun Bharat** (Marathi) on 7th June, 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. Further, Notice for E-voting of EGM was again published in **Business Standard (English & Hindi)** and **Tarun Bharat (Marathi)** on **11th June, 2019**.
12. **21st June, 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 AGM.
13. As prescribed by the Rules, the remote e-voting facility was kept open for three days from **Tuesday, 25th June 2019 at 10.00 AM** and **ends on Thursday, 27th June 2019 at 05.00 PM**.
14. At the end of remote e-voting period on Thursday, 27th June 2019 at 05.00 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 AGM, 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 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.


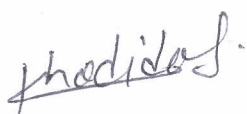
VOTING AT THE AGM

17. At the venue of the AGM of the Bank held on 28th June, 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 (IN30290241288340) of the Bank and Mr. Prashant Kirtikar was also appointed as a scrutinizer for the purpose of scrutinizing the voting at the AGM.

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

20. On 28th June, 2019, after counting of the votes conducted at the venue of the AGM 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. Kalpesh Sawant and Mr. Khodidas Nile 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.

	
Mr. Kalpesh Sawant	Mr. Khodidas Nile

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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) 180 Members had cast their votes through remote e-voting.
 - b) 55 Members had cast their votes through electronic means (insta poll) at the venue of the AGM.
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 AGM and the consolidated results with respect to item on the agenda as set out in the notice of the AGM dated 22nd May, 2019 is enclosed .
25. Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the AGM notice dated 22nd May, 2019 stand passed under remote e-voting and polling conducted through electronic means (insta poll) at the AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.



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 AGM.

Thanking You,
Yours faithfully,



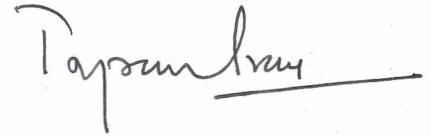
(Ankur Kumar)
Advocate
MAH/5718/2011



Place: Mumbai
Date: 28th June, 2019

Place: Mumbai
Date: 28th June, 2019

I have received the report :



Signed by Shri Tapan Ray
Chairman

Consolidated Results of E-Voting & Poll at the AGM

Item No. 1- Ordinary Resolution

To discuss, approve and adopt the Audited Stand Alone and Consolidated Balance Sheet of the Bank as at 31st March, 2019, Stand Alone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March, 2019, 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.

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
Assent	54	172	226	3691184683	270833761	3962018444	99.9996
Dissent	1	7	8	1	7006	7007	0.0002
Abstain	0	1	1	0	9804	9804	0.0002
Invalid	0	0	0	0	0	0	0
Total	55	180	235	3691184684	270850571	3962035255	100

Item No. 2- Special 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"), 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."


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“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, 2018 (“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.”

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
Assent	54	165	219	3691184683	270688637	3961873320	99.9995
Dissent	1	15	16	1	161934	161935	0.0005
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	55	180	235	3691184684	270850571	3962035255	100.00

Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 1 and the Special Resolution as contained in Item no. 2 of the 12th AGM notice dated 22nd May, 2019 stand passed with the requisite majority and hence deemed to be passed as on the date of the 12th Annual General Meeting.


(Ankur Kumar)
Advocate
MAH/5718/2011




(Prashant Kirtikar)

Place: Mumbai
Date: 28th June, 2019