

Notice of 18th Annual General Meeting

Notice is hereby given that the **18th (Eighteen) Annual General Meeting (AGM)** of the Shareholders of Central Bank of India will be held on Saturday, 19th July, 2025 at 03.00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) at Central Office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400 021 (deemed venue of the meeting) to transact the following business:

Ordinary Business: -

Item No.1

To discuss, approve and adopt the Audited Standalone and the Consolidated Balance Sheet of the Bank as at 31st March 2025, Standalone and Consolidated Profit and Loss Account of the Bank for the financial year ended 31st March 2025, 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.

Item No.2

To approve and declare dividend on the Equity Share of ₹10 each of Bank for the financial year 2024-25.

Special Business: -

Item No.3

To approve the appointment of Shri Manoranjan Dash as RBI Nominee Director on the Board of the Bank.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 17 (1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, appointment of Shri Manoranjan Dash, as RBI Nominee Director of the Bank under clause (c) of sub-section (3) of section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 read with sub-paragraph (1) of paragraph 3 of the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, vide Notification No. F.No.6/3/2011-BO.I dated 12th December, 2024 issued by Department of Financial Services, Ministry of Finance, Government of India w.e.f. 12th December, 2024 and until further orders, be and is hereby approved."

Item No.4

To approve the Re-appointment of Shri Pradip P. Khimani as Part time Non Official Director on the Board of the Bank.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 17 (1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, re-appointment of Shri Pradip P. Khimani, as Part time Non Official Director of the Bank under clause (h) of sub-section (3) of section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 read with sub-paragraph (1) of paragraph 3 of the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, vide Notification No. eF.No.6/1(ii)/2024-BO.I dated 11th April, 2025 issued by Department of Financial Services, Ministry of Finance, Government of India w.e.f. 11th April, 2025 for a period of one year or until further orders, whichever is earlier, be and is hereby approved."

Item No.5

To consider raising of Equity capital aggregate upto ₹5000 crore through various modes such as QIP/FPO/ Rights issue.

To consider and if thought fit, to pass the following Resolution 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

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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 of face value of ₹10 (Rupees Ten only) upto the value of ₹5000 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 organizations, 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 Qualified Institutions Placements (QIPs), follow-on-Public Issue (FPO), Rights issue or in combination thereof, 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 SEBI 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 (Non Debt Instruments) Rules, 2019 as amended, 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 (DIPP), Ministry of Commerce 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 prevailing at that time"

"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 VI of the SEBI ICDR Regulations & such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of passing of this resolution.

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- 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."

"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."

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“RESOLVED FURTHER THAT the Board be and is hereby authorized 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 or a Committee of Board as it may deem fit to give effect to the aforesaid Resolution.”

Item no.6

To approve appointment of M/s Ragini Chokshi & Co. Practicing Company Secretaries, Mumbai (Firm Registration Number 92897) as Secretarial Auditor of the Bank for a period of five years commencing from FY 2025-26 till FY 2029-2030.

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) approval of the members of the Bank be and is hereby accorded for appointment of M/s Ragini Chokshi & Co. Practicing Company Secretaries, Mumbai (Firm Registration no. 92897) as Secretarial Auditor of the Bank for a period of five years commencing from FY 2025-26 till FY 2029-2030 at such remuneration as may be decided by the Board of Directors of the Bank and the Secretarial Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai

Date: 25th June, 2025

Chandrakant Bhagwat

Company Secretary &
Compliance officer

NOTES:

1. The Explanatory Statement pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 setting out the material facts in respect of the **Business Item Nos.3 to 6** to be transacted at the meeting is annexed hereto.

2. HOLDING OF AGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM):

Pursuant to General Circular No.09/2024 dated 19th September, 2024 read with other relevant Circulars dated 25th September, 2023, 28th December, 2022, 05th May, 2020 issued by Ministry of Corporate Affairs (MCA) and circular dated 03rd October, 2024 issued by the Securities and Exchange Board of India (SEBI) for holding the AGM through VC / OAVM, the Bank is convening the 18th Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The Central Office of Bank shall be deemed to be the venue of the AGM.

3. APPOINTMENT OF PROXY:

Pursuant to the provisions of the Central Bank of India (Shares and Meetings) Regulations, 1998, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held through VC/ OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

4. APPOINTMENT OF AN AUTHORISED REPRESENTATIVE:

No person shall be entitled to attend or vote at any meeting of the Shareholders of Central Bank of India as the duly authorized representative of a company unless a copy of the resolution appointing him as a duly authorized representative, certified to be a true copy by the chairman of the meeting at which it was passed, has been sent to the Bank through e-mail at investors@centralbank.co.in not less than four days before the date fixed for the meeting i.e. on or before 5.00 PM on **Monday, 14th July, 2025.**

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5. No officer or employee of the Bank shall be appointed as Authorised Representative of a shareholder.

6. The Notice of the 18th Annual General Meeting and Integrated Annual Report 2024-25 of Bank is being sent only by electronic mode to those Members, whose email addresses are registered with the Bank/Depositories. In line with Regulation 36 of SEBI (LODR) Regulations, 2015, a letter providing the web-link including the exact path, where complete details of the Annual Report is available will be sent to those shareholders who have not registered their email address. Members may note that the Notice of 18th Annual General Meeting and Integrated Annual Report 2024-25 will also be available on the Bank's website <https://centralbankofindia.co.in/en/Annual-Reports>; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

7. RECORD/CUT-OFF DATE FOR DIVIDEND PAYMENT:

Record / Cut off date for the purpose of payment of Dividend for the financial year 2024-25, subject to declaration at 18th AGM will be **Friday, 04th July, 2025**. Accordingly, shareholders holding Bank's shares as on the close of business hours on **Friday, 04th July, 2025** either in physical/electronic form will be entitled to receive the dividend.

8. PAYMENT OF DIVIDEND:

The Board of Directors of the Bank at its meeting held on 28th April, 2025 has recommended dividend @ ₹0.1875 per equity share of ₹10/- each fully paid up, for the financial year ended 31st March, 2025. Dividend as recommended by the Board of Directors and approved at the 18th Annual General Meeting will be paid as under:

- To all beneficial owners in respect of shares held in electronic form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of the business hours on 04th July 2025;
- To all the members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Bank / Bank's RTA on or before the close of business hours on 04th July, 2025;
- The dividend will be distributed to the eligible shareholders within 30 days from the date of the 18th Annual General Meeting.

9. TAX DEDUCTED AT SOURCE (TDS) ON DIVIDEND:

Shareholders may note that pursuant to the changes in the Income Tax Act, 1961 ('the Act') as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders and the Bank is required to deduct tax at source (TDS) at the time of making the payment of dividend to shareholders at the prescribed rates. The tax deduction / withholding tax rate would vary depending on the residential status of the shareholder and the exemptions as enumerated in the Act subject to fulfilling the documentary requirements. Shareholders having total income below the taxable limit, are requested to submit Form 15G (applicable to an individual below the age of 60 years) / 15H (applicable to an individual of the age of 60 years and above) on RTA Web-Portal link: <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before **15th July, 2025** for claiming exemption from TDS deduction. Kindly note that no communication/documents on the tax determination / deduction shall be considered thereafter.

10. The Bank has designated an exclusive e-mail id viz. investors@centralbank.co.in to enable Investors to register their grievances, if any. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Bank on or before **Tuesday, 15th July, 2025** through email on investors@centralbank.co.in. The same will be replied by the Bank suitably.

11. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC") and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep2024/1727418250017.pdf

Members holding shares in physical form are requested to furnish following forms to update KYC and choice of Nomination (in case the same are not updated) with the RTA of Bank.

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S. No	Form	Purpose
1.	Form ISR-1	To register/update PAN, KYC details
2.	Form ISR-2	To Confirm Signature of securities holder by the Bank
3.	Form ISR-3	Declaration Form for opting-out of Nomination
4.	Form SH-13	Nomination Form
5.	Form SH-14	Cancellation or Variation of Nomination (if any)

All above Forms [ISR-1, ISR-2, ISR-3, SH-13, SH-14] and SEBI circular in this regard are available on website of Bank at <https://www.centralbankofindia.co.in/en/investor-relations> under Investor Relations section.

Contact details of RTA and Investors Relation Division of Bank are as under:

Registrar and Transfer Agent for Equity Shares:

MUFG Intime India Pvt. Ltd.
(Formerly Known as Link Intime India Pvt. Ltd.)
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083
Tel: 022-4918 6270
Fax: 022-4918 6060
Email Id: rnt.helpdesk@in.mpms.mufig.com

Address for correspondence with the Bank:

Company Secretary and Compliance officer
Central Bank of India, 9th Floor, Chandermukhi,
Nariman Point, Mumbai 400 021
Tel: 022- 6638 7575/7818
Email id: investors@centralbank.co.in

- 12.** Process to register the email id for receiving Bank's AGM Notice and Integrated Annual Report and updation of Bank account details for payment of dividend: In case the Shareholder's email ID is already registered with the Bank/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting will be sent on the registered email address.

In case, the shareholder has not registered his/her/their email address with the Bank/its RTA/Depositories or not updated the Bank Account mandate for receipt of dividend if declared in future, the following instructions are to be followed:

- (i) Kindly log in to the website of our RTA, MUFG Intime India Private Ltd., https://web.in.mpms.mufig.com/EmailReg/Email_Register.html under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.

OR

- (ii) In the case of Shares are held in Demat mode:

The Shareholder may please contact the Depository Participant ("DP") and register the email address and Bank account details in the demat account as per the process followed and advised by the DP.

- (iii) For Physical Shareholders: Shareholders holding shares in physical form, (whose email ids are not registered) can register their email id and update their Bank account details with Bank's RTA by sending either physical copy of duly filled-in ISR-1 form alongwith requisite documents to MUFG Intime India Pvt. Ltd , C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 or soft copy of duly filled-in ISR-1 form alongwith requisite documents through mail at rnt.helpdesk@in.mpms.mufig.com

In consonance with the 'Green Initiatives' undertaken by the Bank, shareholders holding shares in physical form are requested to get their email ids registered with the Bank's STA in case of shares held in physical form and Depository Participant in case of shares held in electronic form.

13. INTIMATION TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM:

As you may be aware that the shares cannot be traded in physical form and in order to impart liquidity to the shareholders, we request you to convert your shares into Dematerialised form. You may convert your shares into Demat by opening an Account with the nearest Bank's branch providing Demat Service. The list of branches providing Demat services is available on website of the Bank. There are various advantages associated with converting your shareholding in Demat form viz. avoidance of loss, easy and convenient way to hold securities, faster settlements, paperless trading, etc. Further, intimations regarding change of address, Bank mandate, nomination and request for transaction are required to be given only at one place i.e. with the Branch where you open your Demat Account even if you hold shares of more than one Company/entity.

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14. SEBI vide Master Circular No. SEBI/HO/OIAE_IAD-3/P/ CIR/2023/195 dated December 20, 2023 (updated as on December 28, 2023) and its earlier Circulars, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Bank directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

15. TRANSFER OF UNCLAIMED DIVIDEND / SHARES TO IEPF:

In terms of Section 10B of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) and thereafter no claim for payment shall lie in respect thereof to the Bank. In view of above, Bank has transferred all unpaid or unclaimed dividend declared by Bank upto financial year 2014-15 to said Fund. The shareholders, whose unclaimed dividends have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

Further, as per amendment to Section 10B of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, all the equity shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more shall be transferred to IEPF.

In compliance thereof, the Bank is required to transfer unclaimed shares to IEPF of those shareholders who have not claimed dividend for past seven years and more to IEPF. The details of unclaimed dividends of the shareholders till FY 2014-15 have been hosted on the Bank's website at <https://centralbankofindia.co.in/en/investor-relations>. These shares will be transferred to the Demat Account of the IEPF Authority without any further notice. Please note that all benefits accruing on such shares in future shall also be transferred to the Demat Account of the IEPF Authority. Please note that no claim shall lie against the Bank in respect of the shares so transferred to IEPF.

16. VOTING RIGHTS:

In terms of sub-section (2E) of Section 3 of the Banking Companies (Acquisitions & Transfer of Undertakings) Act, 1970, no shareholder of the corresponding new Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

As per Regulation 10 of the Central Bank of India (Shares and Meetings) Regulations, 1998, if any share stands in the names of two or more persons, the person first named in the register shall, as regards voting, be deemed to be the sole holder thereof. Thus, if shares are in the name of joint holders, then first named person is only entitled to attend the AGM and vote on the Agenda either through remote e-voting or voting at the AGM, if voting right is not exercised through remote e-voting.

17. CUT OFF / RECORD DATE FOR VOTING:

Shareholders of the Bank holding shares either in physical or in dematerialized form, as on the Cut – off Date i.e. **Friday, 11th July, 2025**, shall be eligible for voting on agenda item nos.1 to 6.

18. REMOTE E-VOTING:

In compliance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in compliance with SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, the Bank is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Bank with **MUFG Intime India Pvt. Limited**, Registrar and Share Transfer agent of the Bank to facilitate remote e-voting.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

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The remote e-voting period begins on Tuesday, 15th July, 2025 at 10.00 AM and ends on Friday, 18th July, 2025 at 05.00 PM. The remote e-voting module shall be disabled by MUFG Intime India Pvt. for voting thereafter.

The process and instructions for remote e-voting and login method for Individual shareholders holding securities in demat mode/ physical mode is given as below:

Login for Individual shareholders holding securities in demat mode/ physical mode is given below :-

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If shareholder is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. Shareholder will have to enter your User ID and Password. After successful authentication, Shareholder will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and will be able to see e-Voting page. Click on Bank name or Link Intime name and shareholder will be re-directed to e-Voting service provider i.e. MUFG Intime website for casting of the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. Shareholder will have to enter their User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, shareholder will be redirected to NSDL Depository site wherein he/she can see e-Voting page. Click on Company name or MUFG Intime name and he/she will be redirected to e-Voting service provider website i.e. https://instavote.linkintime.co.in for casting his/her vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. Link Intime. Click on Link Intime name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> Shareholder can also login using the login credentials of his/her demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, shareholder will be able to see e-Voting option. Once he/she click on e-Voting option, he/she will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/she can see e-Voting feature. Click on Company name or MUFG InTime name and he/she will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above <ul style="list-style-type: none"> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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If Shareholders holding shares in Physical Form have forgotten password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter)

NOTE:

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

Cast your vote electronically

- After successful redirecting, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Bank, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the

option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

Guidelines for Institutional shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

General Guidelines for all shareholders:

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- In case the shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@in.mpms.mufig.com or Call us :- Tel : 022 - 49186000.
- Any person who becomes a member of the Bank after sending of the Notice of the Meeting vide e-mail and holding shares as on the cut-off date i.e. Friday, 11th July, 2025, may obtain the User ID and password in the manner as mentioned herein above.
- A copy of this notice has been placed on the website of the Bank and also on the website of MUFG Intime India Pvt. Limited.

19. SCRUTINIZERS AT REMOTE E-VOTING / VOTING AT THE MEETING:

- S. N. ANANTHASUBRAMANIAN & CO, Company Secretaries, Thane has been appointed as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

20. RESULTS OF REMOTE EVOTING AND VOTING AT THE MEETING:

- The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Bank and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- The Results declared along with the Scrutinizer's Report shall be placed on the Bank's website www.centralbankofindia.co.in and on the website of

MUFG Intime India Pvt. Limited within two (2) days of passing of the resolution at the AGM of the Bank and communicated to the BSE Limited and National Stock Exchange of India Limited.

21. OUTCOME OF MEETING:

The resolution shall be deemed to be passed at the Central Office of the Bank on the date of AGM subject to receipt of the requisite number of votes in the favour of resolutions.

22. RECORDED TRANSCRIPT/PROCEEDING OF THE MEETING:

Proceeding of AGM held through VC/OAVM shall be made available on the website of the Bank www.centralbankofindia.co.in under Investor Relations section as soon as possible.

23. INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

a) Instructions for Shareholders/Members to attend the Annual General Meeting through VC/OAVM:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by MUFG Intime India Pvt. Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 2500 members only.

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Shareholders/ Members will be provided with InstaMeet facility for attending the AGM through VC/OAVM wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.in.mpms.mufg.com/>>>
Click on "Login", Select the "Company" and 'Event Date' and register with your following details: -
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Bank
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@in.mpms.mufg.com or Call at Telephone no. 022-4918 6175.

b) Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at e-mail: investors@centralbank.co.in from 08th July, 2025 at 10.00 am to 15th July, 2025 at 5.00 pm.

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Other shareholder may ask questions to the panelist, via active chat-board during the meeting. Shareholders are requested to remember speaking serial number and start conversation with panelist by switching on video mode and audio of the device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at e-mail: investors@centralbank.co.in The same will be replied by the Bank suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

c) Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through

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the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- ii. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
- v. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through VC/OAVM by InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case, the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@in.mpms.mufg.com or Call at Telephone no. 022-4918 6175

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EXPLANATORY STATEMENT

Agenda Item No. 3

To approve the appointment of Shri Manoranjan Dash as RBI Nominee Director on the Board of the Bank.

In exercise of powers under clause (c) of sub-section (3) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 read with sub-paragraph (1) of paragraph 3 of the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, the Central Government, vide its Notification Ref F.No.6/3/2011-BO.I dated 12th December, 2024 has appointed Shri Manoranjan Dash as the RBI Nominee Director on the Board of Central Bank of India with effect from 12.12.2024 and until further orders.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015, Bank shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting. Accordingly, approval of shareholders is required in the AGM for appointment of **Shri Manoranjan Dash** as the RBI Nominee Director on the Board of the Bank.

Brief profile of **Shri Manoranjan Dash** in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with para 1.2.5 of the Secretarial Standard No. 2 on General Meetings has been given in this Explanatory Statement hereinafter:

Name	Shri Manoranjan Dash
DIN	Not Applicable
Age	60
Nationality	Indian
Date of Appointment	12 th December, 2024
Education Qualifications	B.Sc (Agriculture)
Brief resume including expertise in specific functional areas	Shri Manoranjan Dash is a holder of a Bachelor degree in agriculture. He is also a Certified Associate of the Indian Institute of Banking & Finance (IIB&F). He is having experience over three decades of working with RBI. He served as the Chief General Manager-in-Charge of Risk Monitoring Department, RBI and superannuated from RBI in May, 2025. Prior to this, he served as the Regional Director of RBI, Guwahati. He joined RBI as a Grade 'B' officer in 1990. He has represented RBI in various international fora such as the International Operational Risk Working Group and Central Bank Risk Managers' forum.
Directorships held in other companies	Nil
Memberships / Chairmanships of committees of other companies	Nil
Disclosure of relationships between Directors inter-se	No relationship per se.
Listed entities from which the Director has resigned in the past three years	Nil

For other details such as number of meetings attended during the year, number of equity shares held and Sitting fees paid to the Director, please refer to the Corporate Governance Report in the Integrated Annual Report.

The Board of Directors recommends passing of the Ordinary Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolution, except to the extent of their shareholding in the Bank.

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Agenda Item No. 4

To approve the appointment of Shri Pradip P. Khimani as Part time Non Official Director on the Board of the Bank.

In exercise of powers under clause (h) of sub-section (3) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, read with sub-paragraph (1) of paragraph 3 of the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, the Central Government, vide its Notification No. eF.No.6/1(ii)/2024-BO.I dated 11th April, 2025 has re-appointed Shri Pradip P Khimani as Part time Non-Official Director on the Board of the Bank w.e.f 11.04.2025 for a period of one year and until further orders, whichever is earlier.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015, Bank shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting. Accordingly, approval of shareholders is required in the AGM for re-appointment of **Shri Pradip P. Khimani** as Part time non Official Director on the Board of the Bank.

Brief profile of **Shri Pradip P. Khimani** in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with para 1.2.5 of the Secretarial Standard No. 2 on General Meetings has been given in this Explanatory Statement hereinafter.

Name	Shri Pradip P. Khimani
DIN	Not Applicable
Age	66
Nationality	Indian
Date of Re-appointment	11 th April, 2025
Education Qualifications	Masters in Commerce in Statistics, Costing, Industry, Modern Finance and Business Management form Saurashtra University
Brief resume including expertise in specific functional areas	<p>Shri Pradip P. Khimani have more than 30 years' experience in Commerce, Management, Finance and Administration. Presently, Shri Pradip Pranlal Khimani is the Chairman of Saraswati School, Junagadh (Gujarat). Earlier, Shri Pradip Pranlal Khimani served as the Director of our Bank from 21st December 2021 till 20th December 2024. He also served as Director at Gujarat Tourism Corporation, Chairman, Standing Committee, Municipal Corporation, Junagadh and Financial Advisor at Indian Maritime University, Chennai.</p> <p>Shri Pradip Pranlal Khimani is the awardee of "Bharat Jyoti Award" by India International Friendship Society, "Global Indian of the Year Award" By National Development Forum and several other awards from several associations/institutions.</p>
Directorships held in other companies	Nil
Memberships / Chairmanships of committees of other companies	Nil
Disclosure of relationships between Directors inter-se	No relationship per se.
Listed entities from which the Director has resigned in the past three years	Nil

For other details such as number of meetings attended during the year, number of equity shares held and Sitting fees paid to the Director in his earlier term, please refer to the Corporate Governance Report in the Annual Report.

The Board of Directors recommends passing of the Ordinary Resolution as mentioned in the notice.

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None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolution, except to the extent of their shareholding in the Bank.

Item No.5

To consider raising of Equity capital aggregate upto ₹5000/ crore through various modes like QIP/FPO/ Rights issue.

As per Basel III regulations, the Bank is required to maintain minimum Common Equity Tier-1 (CET 1) ratio of 5.50% plus Capital Conservation Buffer (CCB) of 2.50% in the form of equity capital, Tier 1 ratio of 9.50% and overall CRAR of 11.50%. The Bank will be requiring capital to meet the prescribed capital adequacy ratio (CRAR). The CRAR of the Bank as on 31.03.2025 was 17.02% (Tier I – 14.73% (includes CCB), Tier II – 2.29%)

Keeping in view of increase in Business projection of 10%-12%, to maintain health CRAR in F.Y. 2025-26 and to increase public shareholding in Bank, Bank has decided to raise the equity capital aggregate upto ₹5000 Crore through various modes like QIP/FPO/Rights. These options will be exercised by the Bank as per the requirement and based on the prevailing market conditions.

The said equity capital will be raised with due approvals from the Government of India, Reserve Bank of India and such other authorities as laid down in The Banking Companies (Acquisition and Transfer of Undertakings) Act 1970, The Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970 and subject to the relevant guidelines / regulations of SEBI.

The Board of Directors at their meeting held on 28th April, 2025 had given their approval to raise capital upto ₹5000/- crore through the different available options.

The Capital Adequacy Ratio of the Bank as on 31st March, 2025 is 17.02%. The Authorized Capital of the Bank is at present ₹10000/- crore. The Paid-up Equity Share capital of the Bank as on 31st March, 2025 is ₹9051.40 Crore.

The enhanced capital will be utilized for the general business purposes of the Bank.

The Special Resolution seeks to give the Board powers to issue Equity Shares in one or more tranches at such time or times, at such price or prices, and to such of the Investors as the Board in its absolute discretion deems fit. The detailed

terms and conditions for the issuance of the equity shares as and when made will be determined by the Board in consultation with the Merchant Bankers, Lead Managers, Advisors and such other authorities as may require to be considered by the Bank considering the prevailing market conditions and other relevant factors.

In the event of the issue of equity shares as aforesaid by way of Qualified Institutions Placements, it will be ensured that:

- ✓ The relevant date for the purpose of pricing of the Equity Shares would be, pursuant to Chapter VI of the SEBI (ICDR) Regulations and/or other applicable regulations, be the date of the meeting in which the Board or the Capital Raising Committee thereof decides to open the proposed issue of the equity shares, subsequent to the receipt of Members' approval and other applicable provisions, if any of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of equity shares;
- ✓ As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Central Bank of India (Shares and Meetings) Regulations 1998, as amended from time to time or any other guidelines/ regulations/consents as may be applicable or required
- ✓ The issue and allotment of fully paid shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and the allotment shall be completed within 365 days of the date of passing the above Resolution;
- ✓ The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other Regulatory requirements.
- ✓ The total amount raised in such manner, including the over allotment, if any as per the terms of the issue of securities, would not exceed 5 times of the Bank's net worth as per the audited Balance Sheet of the previous financial year;
- ✓ The eligible securities allotted under the qualified institutions placement shall not be sold by the allottee for a period of one year from the date of allotment except on recognised Stock exchange.

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- ✓ The Bank, its Promoter or Directors is not a fugitive economic offender.
- ✓ The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank including dividend

The Board of Directors recommends passing of the Special Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolutions, except to the extent of their shareholding in the Bank.

Item No. 6:

To appoint M/s Ragini Chokshi & Co. Practising Company Secretaries, Mumbai as Secretarial Auditor of the Bank for a period of 5 years commencing from FY 2025-26 till FY 2029-2030.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Accordingly, Board of Directors of Bank has recommended the appointment of M/s Ragini Chokshi & Co (FIRM REGN NO 92897) as the Secretarial Auditors of Bank for FY 2025-26 to 2029-30 subject to the approval of shareholders in the Annual General Meeting. The remuneration of ₹99,999/- per annum plus applicable taxes.

M/s Ragini Chokshi & Co is a firm of Practising Company Secretaries founded in 1991. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed by the Institute of Company Secretaries of India. M/s Ragini Chokshi & Co has confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the Bank in terms of Regulation 24 (1A) of SEBI (LODR) Regulations, 2015. The services to be rendered by M/s Ragini Chokshi & Co as Secretarial Auditor are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated December 31, 2024. M/s Ragini Chokshi & Co has provided its consent to act as the Secretarial Auditors of the Bank.

The Board of Directors recommends passing of the Ordinary Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolutions, except to the extent of their shareholding in the Bank.

BY ORDER OF THE BOARD OF DIRECTORS

(Chandrakant Bhagwat)

Company Secretary &
Compliance Officer

Date: 25th June, 2025

Place: Mumbai