

Announcement of Result on Special Resolution of Extra-ordinary General Meeting of shareholders of Central Bank of India held on Tuesday, 24th March, 2015 at Mumbai alongwith Scrutinizer's Report

Extra-ordinary General Meeting (EGM) of the shareholders of Central Bank of India was held on Tuesday, 24th March, 2015 at 11.00 A.M. at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (west), Mumbai - 400056 to transact the following business :

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

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the 'Act') read with The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, (hereinafter referred to as the 'Scheme') and Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as the 'Regulations') and subject to the approvals, consents, sanctions, if any, of Government of India(GoI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into, with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 15,38,68,113 Equity Shares to Government of India of the face value of Rs.10/- each on preferential basis at a conversion price of Rs. 105.09 per Equity Share including premium of Rs. 95.09 per equity share determined by the Board in accordance with Regulation 76 (1) of SEBI ICDR Regulations by conversion of 161,70,00,000 Perpetual Non-Cumulative Preference Shares (PNCPS) of the face value of Rs. 10.00 each held by Government of India aggregating upto Rs. 1617/- crore (Rupees One Thousand Six Hundred Seventeen Crore)."

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

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



चंदर मुखी, नरिमान पॉइंट, मुंबई - 400 021 • दूरध्वनी : 22026428,66387777 • फैक्स : (91-22) 22044336
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"RESOLVED FURTHER THAT the said equity shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations and shall rank pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

Abovesaid Special Resolution was put to vote by the Chairman of the meeting. Bank also offered e-voting facility as an alternative mode of voting which commenced on 16th March, 2015 (10:00 AM) and ended on 18th March, 2015 (5:00 PM).

Shareholders present in meeting (in person or through proxy) who had not exercised their rights to vote through e-voting were also given opportunity to cast their votes through poll conducted in the EGM.

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

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA


ANAND KUMAR DAS
ASSTT GENERAL MANAGER-MBD/
COMPANY SECRETARY





PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

To,
Central Bank of India
Chairman

Extra-ordinary General Meeting of the Shareholders of Central Bank of India, scheduled to be held on March 24, 2015, at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai-400056.

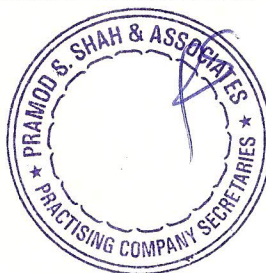
Dear Sir,

I, **Pramod S. Shah (C.P No. 3804)**, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the E-voting taken on the below mentioned resolution, at the Extra-ordinary General Meeting of the Shareholders of Central Bank of India, scheduled to be held on March 24, 2015 at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai-400056, submit our report as under:

1. After the Completion of E-voting period, the results were unblocked in presence of two witnesses not being in the employment of the Bank.
2. The result of the E-voting is as under:

Resolution :

“RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the ‘Act’) read with The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the ‘Scheme’) and Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as the ‘Regulations’) and subject to the approvals, consents, sanctions, if any, of Government of India(GoI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into, with the Stock Exchanges where the equity shares of the Bank are



listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "Board") which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 15,38,68,113 Equity Shares to Government of India of the face value of ₹ 10/- each on preferential basis at a conversion price of ₹ 105.09 per Equity Share including premium of ₹ 95.09 per equity share determined by the Board in accordance with Regulation 76 (1) of SEBI ICDR Regulations by conversion of 161,70,00,000 Perpetual Non-Cumulative Preference Shares (PNCPS) of the face value of ₹ 10.00 each held by Government of India aggregating upto Rs. 1617/- crore (Rupees One Thousand Six Hundred Seventeen Crore Only)."

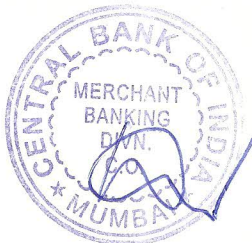
"RESOLVED FURTHER THAT the 'Relevant Date' for determination of the conversion price is 20-02-2015. "

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

"RESOLVED FURTHER THAT the said equity shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations and shall rank pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."



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

Number of member	Number of votes cast by them	% of total number of valid votes cast
41	233923547*	99.64%

Note* As per the Voting results total votes casted in favour of resolution is 233923547 out of which votes casted in favour of resolution by LIC is 223955552 calculating to 14.88%.

However as per section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, no shareholder of the Bank other than Central Government shall be entitled to exercise more than 10% voting rights.

Accordingly eligible votes of LIC will be restricted to only 150440506 votes being 10% of the total no of equity shares. Accordingly number of votes casted by LIC in favour of resolution is reduced by 73515046 shares calculating to 4.88%.

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

Number of members	Number of votes cast by them	% of total number of valid votes cast
2	850150	0.36%

(iii) **Invalid** votes:

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

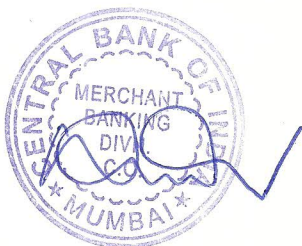
3. A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you.

Place: **MUMBAI**
Dated: **19th March, 2015**

Yours faithfully,

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



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Central Bank of India

Extraordinary General Meeting of the Equity Shareholders of Central Bank of India held on 24th March, 2015 at 11:00 A.M. at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai, 400056

Dear Sir,

We, **Pramod S. Shah**, Practising Company Secretary (Certificate of Practice No. 3804) and **Tirth Ram**, Under Secretary, Department of Financial Services, Ministry of Finance, Government of India, New Delhi appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution, at the Extra-ordinary General Meeting of the Equity Shareholders of Central Bank of India, held on 24th March, 2015 at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (west), Mumbai, 400056, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, **TWO** Ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Bank / Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.



Tirth Ram

