

CO:MBD:2021-22:51

18th May, 2021

National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot No.C/1, 'G' Block Bandra-Kurla Complex Bandra (E), Mumbai-400 051 Scrip code – CENTRALBK	BSE Ltd. Corporate Relationship Deptt Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001 Scrip Code - 532885
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Dear Sir/Madam,

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

Please refer to our letter no. CO:MBD:2021-22:50 dated 18th May, 2021 enclosing therewith a copy of Proceedings of the Extra-ordinary General Meeting (EGM) of the Shareholders of the Bank held on Tuesday, 18th May, 2021 at 11.00 A.M. at head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021 (deemed venue of the meeting) through Video Conference(VC) / Other Audio Visual Means (OAVM) and disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Please take the above on your record.

Thanking you,

Yours faithfully,
For CENTRAL BANK OF INDIA


ANAND KUMAR DAS
DEPUTY GENERAL MANAGER /
COMPANY SECRETARY



Announcement of Result on Special Resolution of Extra-ordinary General Meeting of shareholders of Central Bank of India held on Tuesday, 18th May, 2021 at Mumbai (deemed venue of the meeting) through Video Conference(VC) / Other Audio Visual Means (OAVM) alongwith Scrutinizer's Report

Extra-ordinary General Meeting (EGM) of the shareholders of Central Bank of India was held on Tuesday, 18th May, 2021 at 11.00 A.M. at head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021 (deemed venue of the meeting) through Video Conference(VC)/Other Audio Visual Means (OAVM) to transact the following business:

Agenda Item : Issue of Equity Shares on Preferential Basis to President of India (Government of India)

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

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the '**Act**') read with The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the '**Scheme**') and Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as the '**Regulations**') and subject to the approvals, consents, sanctions, if any, of Government of India (**GoI**), Reserve Bank of India (**RBI**), Securities and Exchange Board of India (**SEBI**), and/ or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended 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 280,53,76,972 Equity Shares of the face value of ₹10/- each to President of India (Government of India) on preferential basis, for cash at an issue price of ₹ 17.11 per Equity Share including premium of ₹ 7.11 per equity share determined by the Board in accordance with Regulation 164 (1) of SEBI ICDR Regulations aggregating upto ₹ 4800.00 crore (Rupees Four Thousand Eight Hundred crore only)."

"RESOLVED FURTHER THAT the 'Relevant Date' for determination of the Issue Price is 16th April, 2021 (since 17th April 2021 is a weekend) being the date which is 30 days prior to the date for passing this resolution by requisite majority of members i.e. 18th May 2021."

"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 V of the SEBI ICDR Regulations and shall rank pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

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

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

Abovesaid Special Resolution was put to vote by the Chairman of the meeting. Bank also offered remote e-voting facility as an alternative mode of voting which commenced on 15th May, 2021 (10:00 AM) and ended on 17th May, 2021 (5:00 PM).

Shareholders present in meeting who had not cast their votes through remote e-voting were also given opportunity to cast their votes through e-voting.

After consolidation of votes cast through remote e-voting & e-voting and submission of Reports by Scrutinizers, the Chairman declared that the special resolution was passed without any modification with requisite majority. A copy of combined scrutinizer's report on remote e-voting & e-voting conducted at the EGM 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 EGM of Central Bank of India held on 18th May, 2021

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

Meeting: **Extra Ordinary General Meeting of the Equity Shareholders**

Date and Time **Tuesday, 18th May 2021 at 11.00 a.m.**

Venue : **Head Office of the Central Bank of India situated at Chandermukhi, Nariman Point, Mumbai - 400021 through Video Conference (VC) / Other Audio Visual Means (OAVM)**

Dear Sir,

1. I, Ankur Kumar of M/s Ezy Laws, Advocates & Corporate Legal Advisors have been appointed as a scrutinizer by:
 - i. The Central Bank of India (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance to the Companies (Management and Administration) Rules, 2014, as amended (**Rules**) and;
 - ii. The Chairman of the Extra Ordinary General Meeting (**EGM**) on e-voting by Poll under the provision of Regulation 61A of Central Bank of India (Shares and Meetings) Regulations, 1998 on the resolution contained in the notice to the Extra Ordinary General Meeting of the members of the Bank held on Tuesday, 18th May, 2021 at 11.00 a.m. at the head office of the Central Bank of India situated

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at Chandermukhi, Nariman Point, Mumbai – 400021 through Video Conference (VC)
/ Other Audio Visual Means (OAVM).

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 Link Intime India Private Limited (LI IPL), the authorised agency engaged by Bank to provide e-voting facilities.
4. The LI IPL had provided a system for recording the votes of the Members electronically on the item of the business sought to be transacted in the EGM of the Bank, which was held on Tuesday, 18th May 2021.
5. The LI IPL had set up electronic voting facility on their website, [www:instavote.linkintime.co.in](http://www.instavote.linkintime.co.in). The Bank had uploaded the item of the business to be transacted at the EGM on the website of the Bank and also on LI IPL’s said website to facilitate its members to cast their vote through Remote E-Voting.
6. The **cut-off date** for the **dispatch of the Notice** of the EGM was **16th April 2021** and as on that date there were **3,30,880** members of the Bank.



7. The Bank had sent the Notices of the EGM and e-voting details by **email** to **2,81,080** 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. The Notices sent through email and posted on websites/published in newspapers contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rules.
9. The Bank has completed the dispatch of the Notices to the members on **21st April, 2021**.
10. As prescribed in clause (v) of sub rule 4 of the Rule 20, the Bank also issued notice of Evoting in newspapers namely- Business Standard (English & Hindi editions) and Tarun Bharat (Marathi edition) on **21st April, 2021**. 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.
11. **Wednesday, 12th May, 2021** was the **Cut-off date** for the purpose of identifying the members who will be entitled to vote on the resolution placed for approval of the members at the EGM.
12. As prescribed by the Rules, the remote e-voting facility was kept open for three days from **Saturday 15th May, 2021 at 10.00 AM to Monday, 17th May, 2021 at 5.00 pm**.
13. At the end of remote e-voting period on 17th May, 2021 at 5.00 pm, the evoting portal of LIPL was blocked forthwith.
14. As prescribed under Rule 20 (4) (xiii) of the Rules, for the purpose of ensuring that the shareholders who have cast their votes through remote e-voting do not vote again at the EGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting, to only such details relating to the members who have cast

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

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

VOTING AT THE EGM

16. In view of the continuing Covid-19 pandemic, SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 read with the Ministry of Corporate Affairs (“MCA”) Circular No. 20 dated May 5, 2020, Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020, Circular No. 22 dated June 15, 2020, Circular No. 33 dated September 28, 2020, Circular No. 39 dated December 31, 2020 and Circular No. 2 dated January 13, 2021 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of EGM through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Members of the Bank was held through VC/OAVM on 18th May, 2021 and the facility to vote through electronic means had been provided to facilitate those members present in the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes.
17. Alongwith me (i.e. a shareholder of the Bank DP ID No. IN302902/41288340), Mr. Prashant Kirtikar was also appointed as a scrutinizer for the purpose of scrutinizing the voting at the EGM.
18. After the Chairman announced the commencement of voting, **polling was** done through electronic means by those members present in the meeting through VC/OAVM on the resolution contained in the notice to the EGM.



Ankur Srivastava

19. On 18th May 2021, after counting of the votes conducted through electronic means, the votes cast through remote e-voting was duly unblocked by me as a scrutinizer in the presence of Ms. Tejashree Pajave and Ms. Ravina Jain 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.

	
Ms. Tejashree Pajave	Ms. Ravina Jain

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

21. It was observed that

- a) 68 Members had cast their votes through remote e-voting.
- b) 05 Members present in the meeting through VC/OAVM had casted their votes through electronic means on the day of EGM.

22. 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.

23. 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 and the consolidated results with respect to items on the agenda as set out in the notice of the EGM dated 20th April, 2021 is enclosed.



24. Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 20th April 2021 stands passed under remote e-voting and polling conducted through electronic means at the EGM with the requisite majority and hence deemed to be passed as on the date of the EGM i.e. 18th May 2021.

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

Thanking You,
Yours faithfully,



(Ankur Kumar)
Advocate
MAH/5718/2011



(Prashant Kirtikar)
Scrutinizer

Place: Mumbai
Date: 18th May, 2021

I have received the report:



Signed by Shri Tapan Ray
Chairman

Place: Mumbai
Date: 18th May, 2021

Consolidated Results of E-Voting & Poll at the EGM

Item No. 1- Special Resolution

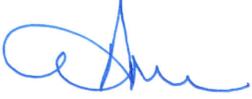
“Consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called “Board”) which term shall be deemed to include Capital Raising Committee which the Board have constituted or/may re-constitute, to exercise its powers including the powers conferred by this Resolution to create, offer, issue and allot upto 280,53,76,972 /- Equity Shares of the face value of Rs.10/- each to President of India (Government of India) on preferential basis, for cash at an issue price of Rs. 17.11 per Equity Share including premium of Rs. 7.11 per equity share determined by the Board in accordance with Regulation 164 (1) of SEBI ICDR Regulations aggregating upto Rs. 4800.00 crore (Rupees Four Thousand Eight Hundred crore only).”

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
Assent	05	56	61	21811	5506001867	5506023678	99.9973
Dissent	0	8	8	0	3246	3246	0.0001
Abstain	0	4	4	0	144821	144821	0.0026
Invalid	0	0	0	0	0	0	0.0000
Total	05	68	73	21811	5506149934	5506171745	100

Ankur *Jayn*



Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 20th April, 2021 stand passed with the requisite majority and hence deemed to be passed as on the date of the EGM.



(Ankur Kumar)
Advocate
MAH/5718/2011



(Prashant Kirtikar)
Scrutinizer

Date: 18th May 2021

Place: Mumbai