

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Bank

Central Bank of India

Quarter ending on

30th September 2014

| Particulars Clause of | | 30th September 2014 | |
|--|--------------------------------|-------------------------------------|---|
| | Clause of Listing Agreement | Compliance Status Yes/No/N.A. | Romarks |
| I. Board of Directors | 49 | · contonunt. | |
| (A) Composition of Board | 49 (IA) | Yes | Governed by the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time by Gol. |
| (B) Non- executive Directors' compensation & disclosures | 49 (IB) | Yes | Governed by the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time by Gol. |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (11) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIÁ) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | Governed by RBI guidelines |
| (D) Role of Audit Committee | 49 (IID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (111) | Yes | Bank does not have any material non- listed Indian Subsidiary |
| IV. Disclosures | 49 (IV) | 3 | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | Yes | , , , , , , , , , , , , , , , , , , |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Governed by the Government guidelines read with the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time |
| (F) Management | 49 (IV F) | Yes | |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/ CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | T |
| VII. Compliance | 49 (VII) | Yes | |
| | 10 (111) | 100 | |

Date: 13th October 2014

BANKING BANKING DIVN.
C.O.

Yours' faithfully, for Central Bank of India

Anand Kumar Das AGM-MBD / Company Secretary