

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Bank : Central Bank of India  
Quarter ending on : 31<sup>st</sup> December 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (II A)	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 Government of India.
(B) Independent Directors	49 (II B)	Yes	--- SAME AS ABOVE ---
(C) Non- executive Directors' compensation & disclosures	49 (II C)	Yes	Governed by the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time by Government of India
(D) Other provisions as to Board and Committees	49 (II D)	Yes	---
(E) Code of Conduct	49 (II E)	Yes	---
(F) Whistle Blower Policy	49 (II F)	Yes	---
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	Governed by the guidelines of Reserve Bank of India
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	<b>Yes</b>	Governed by the guidelines of Government of India and Reserve Bank of India
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	<b>Yes</b>	Bank does not have any material non-listed Indian Subsidiary
<b>VI. Risk Management</b>	<b>49 (VI)</b>	<b>Yes</b>	---
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	<b>Yes</b>	---
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	<b>Yes</b>	---
(A) Related party transactions	49 (VIII A)	Yes	---
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	---
(C) Remuneration of Directors	49 (VIII C)	Yes	Governed by the Government of India guidelines read with the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time
(D) Management	49 (VIII D)	Yes	---
(E) Shareholders	49 (VIII E)	Yes	---
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	Yes	---
<b>IX. CEO/ CFO Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	---
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	---
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	---

Date: 12<sup>th</sup> January 2015

Yours' faithfully,  
for Central Bank of India

  
Anand Kumar Das

Assistant General Manager-MBD/Company Secretary

