

CO:MBD:2021-22:50

18<sup>th</sup> 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 : Proceedings of Extra-ordinary General Meeting and Disclosure as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement - Raising of Equity Capital by way of preferential allotment**

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Please refer to our letter no. CO:MBD:2021-22:22 dated 20<sup>th</sup> May 2021 informing thereby *inter alia* that the Capital Raising Committee of the Board of Directors of the Bank has considered and approved raising of equity capital by issuance and allotment of 280,53,76,972 equity shares of the face value of Rs.10 each at the issue price of Rs. 17.11 per equity share including premium of Rs. 7.11 per equity share determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 aggregating to Rs. 4800.00 Crore (Rupees Four Thousand Eight Hundred Crore only), to President of India (Government of India) on preferential basis, subject to approval of Reserve Bank of India, Securities and Exchange Board of India, shareholders and other statutory authorities (if any). An Extra-ordinary General Meeting (EGM) of shareholders was held on Tuesday, 18<sup>th</sup> May, 2021 at 11:00 AM at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400 021 (deemed venue of the meeting) through Video Conference(VC) or Other Audio Visual Means (OAVM), to consider and pass the necessary Special Resolution.

In this connection, we enclose herewith a copy of proceedings of the said EGM and details as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement.

Please take the above on your record.

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA

  
ANAND KUMAR DAS  
DEPUTY GENERAL MANGER /  
COMPANY SECRETARY



**Proceedings of Extraordinary General Meeting (EGM) of shareholders of Central Bank of India held on Tuesday, 18<sup>th</sup> May, 2021 at 11:00 AM 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)**

1. In accordance with the Notice dated 20<sup>th</sup> April, 2021, an Extra-ordinary General Meeting of the shareholders of Central Bank of India was held on Tuesday, 18<sup>th</sup> May, 2021 at 11.00 A.M. at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai 400021 (deemed venue of the meeting) through Video Conference(VC)/Other Audio Visual Means (OAVM).
2. Shri Tapan Ray, Chairman of the Bank, chaired the meeting pursuant to the Central Bank of India (Shares and Meetings) Regulations, 1998 (Regulations). Necessary quorum pursuant to Regulation 58 (i) of the Regulations being present, the Chairman called the meeting to order.
3. Chairman then took up the only item on the agenda and informed the Shareholders that the Meeting was convened for raising of equity capital aggregating upto ₹ 4800.00 Crore by way of preferential allotment of equity shares in favor of President of India (Government of India).
4. With the permission of the shareholders present through video conference/Other Audio Visual Means (OAVM), the Notice dated 20<sup>th</sup> April, 2021 convening the Extra-ordinary General Meeting of the Bank on 18<sup>th</sup> May, 2021 was taken as read.
5. Chairman informed that Reserve Bank of India vide letter dated 26<sup>th</sup> March 2021 extended validity of their approval for raising of capital by the Bank by way of FPO/QIP/Preferential Allotments in terms of section 3(2B)(b) and 3(2B)(c) of the Banking Companies(Acquisition and Transfer of Undertakings) Act, 1970 till 31.03.2022. Chairman further informed that the Bank has already received in-principle approval from BSE Ltd. and from National Stock Exchange of India Ltd. on 6<sup>th</sup> May 2021 for listing of proposed 280,53,76,972 equity shares proposed to be issued and allotted to President of India (Government of India) preferential basis.
6. Chairman further informed that the Issue Price calculated in accordance with the SEBI ICDR Regulations worked out to ₹ 17.11 per equity share for the proposed issue of equity shares to President of India (Government of India) by way of preferential allotment. The Bank has obtained a certificate from M/s S. Jayakishan, Chartered Accountants, one of the Statutory Auditors of the Bank certifying that the Preferential Issue of shares is being made in accordance with the SEBI (ICDR) Regulations, 2018. A copy of the said Certificate was also placed before the Meeting.



7. Chairman then moved the following special resolution for raising the capital by way of preferential allotment of equity shares in favor of Government of India, which was proposed by Shri Gautam Kedarprasad Tiwari and seconded by Smt. Lekha Satish Shah, shareholders and the same was taken up for discussion:

**"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 16<sup>th</sup> April, 2021 (since 17<sup>th</sup> 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. 18<sup>th</sup> 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."

8. Before putting the special resolution to vote, the Chairman invited shareholders present to make their observations, if any, on the agenda. Eleven of the shareholders present, presented their views/queries. Subsequently, Chairman responded the observations/queries raised by the shareholders. Managing Director and Chief Executive Officer also briefed the shareholders on certain queries.
9. Chairman informed the shareholders present, about the Remote E-voting facility made available by the Bank to its shareholders as per SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for wider participation of shareholders in passing the resolution discussed during the day. He also requested the shareholders who have not cast votes through remote e-voting and present in the meeting to cast their votes on the resolution, during the voting process provided in the meeting through e-voting.
10. Chairman further, intimated that results of the Remote E-voting and E-voting alongwith Scrutinizer's Report shall be placed on the Bank's website [www.centralbankofindia.co.in](http://www.centralbankofindia.co.in) and on the website of Link Intime India Pvt. Ltd within two (2) days of passing of the resolution and will be communicated to the BSE Limited and National Stock Exchange of India Limited.
11. He then thanked all the shareholders for their active participation in conduct of the meeting.

**For Central Bank of India**

  


**Anand Kumar Das**  
**Deputy General Manager /**  
**Company Secretary**

**Place : Mumbai**  
**Date : 18<sup>th</sup> May, 2021**

**Details as per Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Listing Agreement.**

Date of the Extra-ordinary General Meeting (EGM)	<b>Tuesday, 18.05.2021</b>
Total number of Shareholders as on Cut-off Date i.e. 12 <sup>th</sup> May, 2021	<b>3,25,081</b>
Number of Shareholders present in the Meeting either in person or through proxy	
a) Promoters and Promoter Group :	Nil
b) Public :	Nil
No of Shareholders who attended the meeting through Video Conferencing	
a) Promoters and Promoters Group :	1
b) Public :	30
Agenda-wise: Detail of the Agenda-	To create, offer, issue and allot upto 280,53,76,972 Equity Shares of the face value of Rs.10.00 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).
Resolution required	Special
Mode of Voting	E-Voting



## Central Bank Of India

Consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank 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 determined by the Board in accordance with Regulation 16(1) of SEBI ICDR Regulations aggregating upto Rs. 4800.00 crore pursuant to the provisions of applicable laws, rules & 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.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		5275014715	100.0000	5275014715	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	5275014715	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5275014715</b>	<b>100.0000</b>	<b>5275014715</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		230880927	91.0454	230880927	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	253588780	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>230880927</b>	<b>91.0454</b>	<b>230880927</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		109471	0.0316	106225	3246	97.0348	2.9652
	Poll		21811	0.0063	21811	0	100.0000	0.0000
	Postal Ballot	346958965	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>131282</b>	<b>0.0378</b>	<b>128036</b>	<b>3246</b>	<b>97.5275</b>	<b>2.4725</b>
<b>Total</b>		<b>5875562460</b>	<b>5506026924</b>	<b>93.7106</b>	<b>5506023678</b>	<b>3246</b>	<b>99.9999</b>	<b>0.0001</b>

