

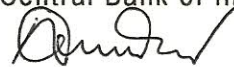
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Bank : **Central Bank of India**  
Quarter ending on : **31<sup>st</sup> December 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49 (IA)	Yes	---
(B) Non- executive Directors' compensation & disclosures	49 (IB)	Yes	---
(C) Other provisions as to Board and Committees	49 (IC)	Yes	---
(D) Code of Conduct	49 (ID)	Yes	---
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	---
(B) Meeting of Audit Committee	49 (IIB)	Yes	---
(C) Powers of Audit Committee	49 (IIC)	Yes	---
(D) Role of Audit Committee	49 (IID)	Yes	---
(E) Review of Information by Audit Committee	49 (IIE)	Yes	---
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	---
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(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	---
(F) Management	49 (IV F)	Yes	---
(G) Shareholders	49 (IV G)	Yes	---
<b>V. CEO/ CFO Certification</b>	<b>49 (V)</b>	Yes	---
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	---
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	---

Date: 12<sup>th</sup> January 2012

Yours' faithfully,  
for Central Bank of India



Anand Kumar Das  
Assistant General Manager-MBD/  
Company Secretary and Compliance Officer

चंदर मुखी, नरीमन पॉइंट, मुंबई - 400 021 • तारेचा पत्ता : सेंटऑफ • दूरध्वनी : 2202 6428, 6638 7777 • फॅक्स : (91-22) 2204 4336  
चंदर मुखी, नरीमन पॉइंट, मुंबई - 400 021 • तार का पता : सेन्ट ऑफ • दूरध्वनी : 2202 6428, 6638 7777 • फॅक्स : (91-22) 2204 4336  
Chander Mukhi, Nariman Point, Mumbai - 400 021 • Gram : CENTOFF • Tel.: 2202 6428, 6638 7777 • Fax : (91-22) 2204 4336