

## CENTRAL BANK OF INDIA

**Head Office:** Chandermukhi, Nariman Point, Mumbai – 400 021

### NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the shareholders of Central Bank of India will be held on Saturday, 30th June, 2018 at 11.00 A.M. on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021 to transact the following business :

- 1) To discuss, approve and adopt the Audited Stand Alone and the Consolidated Balance Sheet of the Bank as at 31st March 2018, Stand Alone and Consolidated Profit and Loss Account of the Bank for the year ended 31<sup>st</sup> March 2018, the report of the Board of Directors on the working and activities of the Bank for the period covered by the accounts and the Auditors' report on the Balance Sheet and Accounts.
- 2) To raise Capital through FPO/Rights/QIP etc.
- 3) To elect one Director from amongst shareholders of the Bank other than Central Government in terms of Section 9 (3) (i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as "the Act") read with the Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as "the Scheme"), Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as "the Regulations") made pursuant to Section 19 of the Act and Notification No. DBOD. No. BC.No.46/29.39.001/2007-08 dated 01 November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23 May, 2011 of Reserve Bank of India (hereinafter referred to as "RBI Notifications") by passing the following resolution:

**"RESOLVED THAT** one Director elected from amongst shareholders other than the Central Government pursuant to Section 9(3)(i) of the Act, read with the Scheme, Regulations made thereunder and RBI Notifications, be and is hereby elected as the Director of the Bank to assume office from the date following the date on which he/she is elected/deemed to be elected and shall hold office until the completion of a period of three years from the date of such assumption".

To consider and if thought fit, to pass with or without modification(s) the following as special resolution:

**"RESOLVED THAT** pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (Act), The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (Scheme) and the Central Bank of India (Shares and Meetings) Regulations, 1998 as amended from time to time and subject to the approvals, consents, permissions and sanctions, if any, of the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the 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 the regulations viz., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended up to date, guidelines, if any, prescribed by the RBI, SEBI, notifications/ circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992 and all other applicable laws 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 (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares upto the value of Rs. 8,000/- crore (Rupees Eight Thousand Crore Only) (including premium, if any) in such a way that the Central Government shall at all times hold not less than 51% of the paid-up Equity capital of the Bank, whether at a discount or premium to the market price, in one or more tranches, including to one or more of the members, employees of the Bank, Indian nationals, Non-Resident Indians ("NRIs"), Companies - private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers ("QIBs"), Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank."

**"RESOLVED FURTHER THAT** such issue, offer or allotment shall be by way of public issue (i.e. follow-on-Public Issue) and/ or rights issue and/or private placement, including Qualified Institutions Placements with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and all other guidelines issued by the RBI, SEBI and any other authority as applicable, and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit."

**"RESOLVED FURTHER THAT** the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and /or underwriters and /or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, other regulations and any and all other applicable laws, rules, regulations and guidelines, whether or not such investor(s) are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of ICDR Regulations."

**“RESOLVED FURTHER THAT** in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Listing Agreements entered into with relevant stock exchanges, the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the provisions of the Central Bank of India (Shares and Meetings) Regulations, 1998, the provisions of SEBI ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as “the Appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”) the Board, may at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, in such a way that the Central Government at any time holds not less than 51% of the Equity Share Capital of the Bank, to Qualified Institutional Buyers (QIBs) (as defined in Chapter VIII of the SEBI ICDR Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided for under Chapter VIII of the SEBI ICDR Regulations, through a placement document and / or such other documents / writings / circulars / memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of the law as may be prevailing at that time”

**“RESOLVED FURTHER THAT** in case of a Qualified Institutions Placement pursuant to Chapter VIII of the SEBI ICDR Regulations:

A) The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR Regulations & such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution.”

B) The Bank in pursuant to provision of Regulation 85(1) of the SEBI ICDR Regulations is authorized to offer shares at a discount of not more than five percent on the floor price as determined in accordance with the Regulations.

C) The relevant date for the determination of the floor price of the securities shall be in accordance with the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the Board shall have the 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 shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to, by the Board.”

**“RESOLVED FURTHER THAT** the issue and allotment of new equity shares / securities if any, to NRIs, FIIs and/or other eligible foreign investments be subject to the

approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits set forth under the Act."

**"RESOLVED FURTHER THAT** the said new equity shares to be issued shall be subject to the Central Bank of India (Shares and Meetings) Regulations, 1998, as amended, and shall rank in all respects 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 any issue or allotment of equity shares/securities, the Board be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares/securities to be allotted in each tranche, issue price, premium amount on issue as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the members and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into and execute all such arrangements with any Book Runner(s), Lead Manager(s), Banker(s), Underwriter(s), Depository(ies), Registrar(s), Auditor(s) and all such agencies as may be involved or concerned in such offering of equity / securities and to remunerate all such institutions and agencies by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Bank, be and is hereby authorized to determine the form and terms of the issue(s), including the class of investors to whom the shares/securities are to be allotted, number of shares/securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of Securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit."

**"RESOLVED FURTHER THAT** such of these shares / securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

**“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 deems necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the shares/securities 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 authorized to delegate all or any of the powers herein conferred to the Chairman and Managing Director or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Mumbai**  
**Date: 25.05.2018**

**Sd/-**  
**Anand Kumar Das**  
**Assistant General Manager-MBD/**  
**Company Secretary**

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**NOTES:**

**1. EXPLANATORY STATEMENT**

The Explanatory Statement setting out the material facts in respect the business of the meeting is annexed hereto.

**2. SPECIFIED DATE**

Pursuant to Regulation 12 of the Central Bank of India (Shares and Meetings) Regulations, 1998, Tuesday, the 29th May, 2018 has been fixed as Specified Date for the purpose of determining the names of shareholders entitled to participate in the election i.e. to nominate, contest and vote for the election of Directors from amongst the shareholders other than the Central Government .

**3. APPOINTMENT OF PROXY:**

A SHAREHOLDER ELIGIBLE TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE BANK.

The instrument appointing proxy should, however be deposited at the Head Office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400021 not less than four days before the date fixed for the meeting i.e. on or before 5.00 PM on Monday, 25th June, 2018.

#### **4. APPOINTMENT OF AN AUTHORISED REPRESENTATIVE:**

No person shall be entitled to attend or vote at any meeting of the shareholders of Central Bank of India as the duly authorized representative of a company unless a copy of the resolution appointing him as a duly authorized representative, certified to be a true copy by the chairman of the meeting at which it was passed, has been deposited at the Head Office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400021 not less than four days before the date fixed for the meeting i.e. on or before 5.00 PM on Monday, 25th June, 2018.

#### **5. No officer or employee of the Bank shall be appointed as Authorised Representative or proxy of a shareholder.**

#### **6. ATTENDANCE SLIP-CUM-ENTRY PASS:**

For the convenience of the shareholders, attendance slip-cum-entry pass is enclosed with this notice. Shareholders/proxy holders/representatives are requested to affix their signature at the space provided therein and surrender the same at the venue. Proxy holders / Authorised Representatives should state on the attendance slip-cum-entry pass as "Proxy or Authorised Representative" as the case may be and should have proof of their identity by getting their signature attested by the shareholder.

#### **7. CLOSURE OF REGISTER OF SHAREHOLDERS:**

The Register of Shareholders and Share Transfer Books of the Bank will remain closed from 25<sup>th</sup> June, 2018 (Monday) to 30<sup>th</sup> June, 2018 (Saturday) (both days inclusive).

#### **8. VOTING RIGHTS**

In terms of the provisions of Section 3(2E) of the Act, no shareholder of the corresponding new Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

Subject to the above, as per Regulation 68, each shareholder who has been registered as a shareholder shall have one vote on show of hands and in case of a poll shall have one vote for each share held by him.

#### **9. EXERCISE OF RIGHTS OF JOINT HOLDERS**

As per Regulation 10 of the Regulations, if any share stands in the names of two or more persons, the person first named in the register shall, as regards voting, be deemed to be the sole holder thereof. Hence if shares are in the name of joint holders, then first named person is only entitled to attend the meeting and is only eligible to vote (by poll or by show of hands) in the meeting.

#### **10. Shareholders are requested to bring their copies of the Annual Report to the Meeting.**

### **11.1 Intimation to shareholders holding shares in physical form:**

As you may be aware that the shares cannot be traded in physical form and in order to impart liquidity to the shareholders, we request you to convert your shares into Dematerialised form. You may convert your shares into Demat by opening an Account with the nearest bank's branch providing Demat Service. The list of branches providing Demat services is available on website of the Bank. There are various advantages associated with converting your shareholding in Demat form viz. avoidance of loss, bad deliveries, faster settlements, paperless trading, etc. Further, intimations regarding change of address, bank mandate, nomination and request for transaction are required to be given only at one place i.e. with the branch where you open your Demat Account even if you hold shares of more than one Company/entity.

However, if you are still interested in holding the shares in physical form and not opting for demat, please provide us with the following Bank details to enable us to credit your Account with the dividend (as and when declared) directly.

- Name of the Bank
- Address of the Branch
- Bank Account Number
- 9 digit MICR code of the branch
- IFSC code of the Branch

(preferably, send us a cancelled cheque/ copy of a cheque leaf).

Please note that the Bank Account should be in the name of the 1st holder of shares.

### **11.2 Intimation to shareholders holding shares in dematerialised form:**

It is our constant endeavor to provide the best services to our valued shareholders. We observe that there are some shareholders who are holding shares in demat form but have not registered/updated their Bank account details with their Depository Participants (DPs) for getting Dividend amount directly credited to their Bank accounts. Accordingly, Dividend declared earlier, was paid to them by sending Dividend Warrant (DW) to the addresses maintained by them with Depositories.

It is worth noting that if such shareholders had registered / updated their Bank Account particulars with their DPs, the Dividend Amount would have been credited directly to their bank account thus, ensuring faster receipt of Dividend right on due date, saving time spent on receiving dividend warrant by post, no requirement for visiting bank for depositing the Dividend Warrant, non-apprehension of loss / theft of dividend warrant in transit or the likelihood of fraudulent encashment thereof.

We accordingly suggest these shareholders to register/ update their Bank Account details i.e. Bank Name, Branch Address, Account No., Account Type, Nine Digit MICR Code Number as appearing on cheque issued by their banks, with their Depository Participant with whom they are maintaining their Demat

Account, to facilitate credit of dividend amount (as and when declared) directly to their Bank accounts right on due date. In addition to this, they may also send directly to the Bank or its RTA namely, Link Intime India Pvt. Limited abovesaid bank details with mandate to credit all future dividend amounts, refund amounts or other remittances, if any, to their bank accounts instead of sending any Dividend warrant, cheque, Demand Draft , etc.

## 12. UNCLAIMED DIVIDEND, IF ANY

The shareholders who have not encashed their Dividend Warrants / or have not received dividend for any of the previous years are requested to contact the Registrar and Share Transfer Agent or the Bank for arranging payment thereof directly to their Bank A/c or for issue of duplicate dividend warrant/Demand Draft.

As per Section 10B of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) and **thereafter no claim for payment shall lie in respect thereof either to the Bank or to the IEPF.**

## 13. Voting through electronic means

- I. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Bank with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.

The process and instructions for remote e-voting are as under :

- (i) **The remote e-voting period begins on Wednesday, 27<sup>th</sup> June 2018 at 10.00 AM and ends on Friday, 29<sup>th</sup> June 2018 at 05.00 PM. During this period shareholders of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Monday, 25<sup>th</sup> June 2018, may cast their vote electronically except Agenda no. 3 for which cut-off date is Tuesday, 29<sup>th</sup> May, 2018. The remote e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker pasted on the EGM Notice, indicated in the PAN field.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login. If both the details are not recorded with the depository or Bank, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Bank selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company/entity on which they are eligible to vote, provided that company/entity opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of CENTRAL BANK OF INDIA on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on

“OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- II. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Bank as on the cut-off date i.e. 25<sup>th</sup> June 2018. However, in terms of the provisions of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act,1970 no shareholder of the Bank other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 25<sup>th</sup> June 2018 only shall be entitled to avail the facility of remote e-voting and e-voting/poll at AGM.
- IV. Any person who becomes a member of the Bank after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 25<sup>th</sup> June 2018, may obtain the User ID and password in the manner as mentioned herein above.
- V. A copy of this notice has been placed on the website of the Bank and the website of CDSL.
- VI. Shri Ankur Kumar of EZY Laws, Advocates & Corporate Legal Advisors has been appointed as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Bank and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- VIII. The Results declared alongwith the 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 CDSL within two (2) days of passing of the resolution at the AGM of the Bank and communicated to the BSE Limited and National Stock Exchange of India Limited.

### **EXPLANATORY STATEMENT**

#### **To raise Capital through FPO/Rights/QIP etc.**

As per Basel III regulations, the Bank is required to maintain minimum Common Equity Tier-1 (CET 1) ratio of 5.50% plus Capital Conservation Buffer (CCB) of 2.50% in the form of equity capital, Tier 1 ratio of 9.50% and overall CRAR of 11.50% by March 31, 2019. To comply with the Basel III requirement, there is a need to increase the capital to further strengthen the Capital Adequacy Ratio.

Based on the business estimates your Directors have decided to raise equity capital up to Rs. 8,000/- crore (Rupees Eight Thousand Crore Only) and the Bank may use equity capital raising options such as through Public Issue (i.e. follow-on-Public Issue) and/or Rights Issue and/or Private Placement, including Qualified Institutions Placements and/ or any other mode(s) subject to approval of Government of India, Reserve Bank of India and other regulatory authorities and in accordance with all applicable regulations including the SEBI (ICDR) Regulations. The enhanced capital will be utilized for the general business purposes of the Bank.

The Special Resolution seeks to give the Board powers to issue Equity Shares in one or more tranches at such time or times, at such price or prices, and to such of the Investors as the Board in its absolute discretion deems fit. The detailed terms and conditions for the issuance of the equity shares as and when made will be determined by the Board in consultation with the Merchant Bankers, Lead Managers, Advisors and such other authorities as may require to be considered by the Bank considering the prevailing market conditions and other relevant factors.

In the event of the issue of equity shares as aforesaid by way of Qualified Institutions Placements, it will be ensured that:

- i. The relevant date for the purpose of pricing of the Equity Shares would be, pursuant to Chapter VIII of the SEBI (ICDR) Regulations and/or other applicable regulations, be the date of the meeting in which the Board or the Capital Raising Committee thereof decides to open the proposed issue of the equity shares, subsequent to the receipt of Members' approval and other applicable provisions, if any of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of equity shares;
- ii. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Central Bank of India (Shares and Meetings) Regulations 1998, as amended from time to time or any other guidelines/regulations/consents as may be applicable or required.
- iii. The issue and allotment of fully paid shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and the allotment shall be completed within 12 months of the date of passing the above Resolution;
- iv. The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other Regulatory requirements.
- v. The total amount raised in such manner, including the over allotment, if any as per the terms of the issue of securities, would not exceed 5 times of the Bank's net worth as per the audited Balance Sheet of the previous financial year;
- vi. The Securities shall not be eligible to be transferred/ sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.
- vii. The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank including dividend.

Your Directors recommend passing of the Special Resolution as mentioned in the notice for this agenda.

The Directors of the Bank may be deemed to be concerned with or interested in the resolution to the extent of their shareholding in the Bank in their individual capacity.

## EXPLANATORY STATEMENT

### ELECTION OF ONE SHAREHOLDERS' DIRECTOR

- **RIGHTS OF SHAREHOLDERS TO ELECT DIRECTORS**

Shareholders other than the Government of India hold 13.60% of the equity share capital of the Bank. As per Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertaking) Act, 1970, Board of Directors of Central Bank of India shall include one Director representing the shareholders of the Bank (other than the Central Government). Accordingly, one director is required to be elected by the shareholders other than Central Government to fill up the aforesaid vacancy.

**Therefore, an item of agenda is included in the Notice for the AGM to pass necessary resolution for election of one director representing the shareholders of the Bank.**

The shareholders (other than the Central Government) are therefore entitled to send their nominations as per the procedure detailed in the Act, Regulation Act, Scheme, Regulations, Notification, the relevant provisions of which are indicated hereunder. One director will be elected either after the scrutiny of the nominations (if the number of valid nomination is equal to the number of vacancy) or in subsequent election on 30<sup>th</sup> June, 2018, if there are more contestants. The elected directors shall be deemed to have assumed office from the date following that on which he/she is, or is deemed to be elected and will hold office for a period of three years from the date of assumption of office.

- **LEGAL PROVISIONS**

The following table indicates the provisions contained in various Acts/Regulations / Notifications applicable in this regard:

ACT / SCHEME/ REGULATIONS /	PROVISIONS	SHORT PARTICULARS
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<b>NOTIFICATIONS</b>		
The Banking Regulation Act, 1949	Section 20	<ul style="list-style-type: none"> <li>Restrictions for granting loan or advance to or on behalf of any of its directors</li> </ul>
The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970	Section 3 (2E) Section 9(3)(i) Section 9 (3A) (A) to (C) Section 9 (3AA) Section 9 (3AB) Section 9 (3B) Section 13(2)	<ul style="list-style-type: none"> <li>Restriction on voting rights</li> <li>No. of directors to be elected by the shareholders</li> <li>Special Knowledge in certain fields</li> <li>No person shall be eligible to be elected as director unless he is a person having fit and proper status based upon track record, integrity and such other criteria as RBI may prescribe</li> <li>RBI may also specify in the notification issued under sub section (3AA), the authority to determine the fit and proper status, the manner of such determination, the procedure to be followed for such determination and such other matters as may be considered necessary or incidental thereto.</li> <li>Right of RBI to remove a director so elected who does not fulfill the requirements of Sections 9 (3A) and 9(3AA) of the said Act.</li> <li>Obligation as to fidelity and secrecy</li> </ul>
The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970	Clause 9 (4) Clause 10 Clause 11 Clause 11A Clause 11B Clause 12 (8)	<ul style="list-style-type: none"> <li>Term of office of elected directors</li> <li>Disqualifications from being elected as a Director of the bank</li> <li>Vacation of office of Directors</li> <li>Removal from office of an elected Director</li> <li>Filling of Casual vacancy in the office of an elected Director</li> <li>Disclosure of interest by directors in certain arrangements in which they are interested</li> </ul>
Central Bank of India (Shares and Meetings) Regulations, 1998	Regulation 10 Regulation 61 Regulation 63 Regulation 64 Regulation 65 Regulation 66	<ul style="list-style-type: none"> <li>Exercise of rights of joint holders</li> <li>Voting at General Meetings</li> <li>Directors to be elected at general meetings</li> <li>List of Shareholders</li> <li>Nomination of candidates for election</li> <li>Scrutiny of nominations</li> </ul>

	Regulation 67 Regulation 68 Regulation 69  Regulation 70	<ul style="list-style-type: none"> <li>• Election disputes</li> <li>• Determination of voting rights</li> <li>• Voting by duly authorized representative</li> <li>• Proxies</li> </ul>
RBI Notification No. DBOD No.BC No. 46 and 47/29.39.001/2007-08 dated 01 <sup>st</sup> November 2007 read with Notification No DBOD.BC.No.95/29.39.001/2010-11 dated 23 <sup>rd</sup> May, 2011.	Pursuant to Section 9 (3AA) and Section 9 (3AB) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970	<ul style="list-style-type: none"> <li>• Fit and Proper criteria for elected directors on the boards of nationalized banks</li> </ul>

• **EXTRACTS OF ACTS/SCHEME/REGULATIONS/NOTIFICATION IN WEBSITE**

For the convenience of the shareholders, the relevant extracts from Regulation Act, the Act, the Scheme, the Regulations as well as RBI Notifications No.DBOD.BC.No.46 and 47 /2939.001/2007-08 dated 1<sup>st</sup> November, 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23<sup>rd</sup> May, 2011 will be hosted on the Bank's website [www.centralbankofindia.co.in](http://www.centralbankofindia.co.in) Such extracts will also be e-mailed to the intending candidates on receipt of a request addressed to the Assistant General Manager-MBD/Company Secretary, at the Bank's Head Office, Chandermukhi, Nariman Point, Mumbai 400 021, on or before the last date fixed for submission of nomination forms viz. Friday, 15<sup>th</sup> June 2018.

• **QUALIFICATIONS FOR A CANDIDATE**

The candidate shall comply with the qualifications prescribed in Section 9(3A) of the Act and shall not suffer the disqualifications specified in Clause 10 of the Scheme and shall satisfy the conditions mentioned in Regulation 65 of the Regulations, are detailed herein:

(a) In terms of Section 9(3A) of the Act, a candidate being a shareholder of the Bank and who desires to be a Director of the Bank shall -

- (A) have special knowledge or practical experience in respect of one or more of the following matters namely,-
- agricultural and rural economy,
  - banking,
  - co-operation,
  - economics,
  - finance,
  - law,

small scale industry,

any other matter the special knowledge of, and practical experience in which, would, in the opinion of the Reserve Bank of India, be useful to the Bank;

(B) represent the interests of depositors; or

(C) represent the interest of farmers, workers and artisans.

(b) In terms of Section 9(3AA) of the Act and RBI Notification, a candidate being a shareholder of the Bank and who files nominations to be a Director of the Bank should possess 'Fit and Proper' status based upon track record, integrity and such other criteria as the Reserve Bank may notify from time to time in this regard.

(c) Further, the elected director should execute the Deed of Covenants and is required to furnish annual declarations as prescribed by the Reserve Bank of India in this regard.

• **DISQUALIFICATION FROM BEING ELECTED AS A DIRECTOR OF THE BANK**

(A) In terms of Clause 10 of the Nationalised Banks(Management and Miscellaneous Provisions) Scheme, 1970, a person shall be disqualified for being appointed, as and for being, a director –

(a) if he has at any time been adjudicated an insolvent or has suspended payment or has compounded with his creditors; or

(b) if he has been found to be of unsound mind and stands so declared by a competent Court; or

(c) if he has been convicted by a Criminal Court of an offence which involves moral turpitude; or

(d) If he holds any office of profit under any nationalised bank or State Bank of India constituted under sub-section (1) of section 3 of the State Bank of India Act, 1955, or any subsidiary bank as defined in section 3 of the State Bank of India (Subsidiary Banks) Act, 1959, except for holding the post of a whole-time director, including the managing director and directors nominated under clauses (e) and (f) of sub-section (3) of Section 9 of the Act from among the employees of the Bank.

and

(B) In terms of Notifications of Reserve Bank of India - DBOD. No. BC.No.46 and 47/29.39.001/2007-08 dated 01<sup>st</sup> November 2007 read with No.DBOD.BC.No.95/29.39.001/2010-11 dated 23<sup>rd</sup> May



2011, if he is not found to be 'Fit & Proper' person, by the Nomination Committee of the Directors of the Bank.

- **LIST OF SHAREHOLDERS to CONTESTANTS**

A list of Shareholders of the Bank as on **Tuesday, 29<sup>th</sup> May 2018** will be available for sale on and from **Saturday, 2<sup>nd</sup> June 2018** onwards on payment of **Rs. 50,000/- (Rupees Fifty Thousand Only)** by Demand draft in favour of "Central Bank of India" payable at Mumbai alongwith a request addressed to the Assistant General Manager-MBD/Company Secretary, Central Bank of India, Head Office, 9<sup>th</sup> Floor, Chandermukhi, Nariman Point, Mumbai – 400 021. The intending candidates may also inspect the List of Shareholders and take extracts there from. .

- **INSPECTION OF REGISTER OF SHAREHOLDERS**

The Register of Shareholders will be open for inspection at the Head Office of the Bank from Monday to Saturday between 11 A.M. to 3 P.M. (other than second & fourth Saturday and Bank Holidays). If any shareholder requires a copy or computer prints of the register or part thereof, the same shall be supplied to him on pre-payment at the rate of Rs. 5/- for 1000 words or fractional part thereof required to be copied.

- **PARTICIPATION IN ELECTION**

Such of those shareholders whose names appear on the Register of Members/Beneficial owners as furnished by NSDL/ CDSL/RTA as on 29<sup>th</sup> May, 2018, shall be entitled to participate i.e. nominate, contest and vote in election of directors from amongst Shareholders other than the Central Government.

As per Regulation 68, each shareholder who has been registered as a shareholder as on 29<sup>th</sup> May, 2018, the Specified Date, prior to the date of a general meeting, shall have one vote on show of hands and in case of a poll shall have one vote for each share held by him.

- **NOMINATIONS:**

Validity of Nominations

In terms of Regulation 65 of the Regulations and in terms of Notifications of Reserve Bank of India-DBOD.No.BC.No.46 and 47/29.39.001/2007-08 dated 01-11-2007 read with No.DBOD.BC.No.95/29.39.001/2010-11 dated 23<sup>rd</sup> May, 2011 and other applicable provisions of various Acts, nomination of a candidate for election as a Director will be valid provided:

- (a) he is a shareholder holding not less than 100 (One hundred) shares in the Bank as on Tuesday, 29<sup>th</sup> May 2018 being the Specified Date for participating in the election;
- (b) as on Friday, 15<sup>th</sup> June 2018 (the last date for receipt of nominations), he is not disqualified to be a director under the Act, the Scheme or RBI Notification;
- (c) the nomination is in writing signed by at least one hundred shareholders entitled to elect directors under the Act or by their duly constituted attorney, provided that a nomination by shareholder who is a company may be made by a resolution of the directors of the said company and where it is so made, a copy of the resolution certified to be a true copy by the Chairman of the meeting at which it was passed shall be dispatched to the Head Office of the Bank addressed to Assistant General Manager –MBD & Company Secretary, Central Bank of India, 9<sup>th</sup> Floor, Chandermukhi, Nariman Point, Mumbai 400 021 and such copy shall be deemed to be nomination on behalf of such company;
- (d) the nomination by the shareholders (Minimum 100) is accompanied by a declaration by the candidate as per the specimen forms of nomination and declaration furnished in this Notice, duly signed by the candidate before a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Gazetted Officer or an officer of the Reserve Bank of India or any Nationalised Bank, that he accepts the nomination and is willing to stand for election, and that he is not disqualified from being a director, either under the Banking Regulation Act or the Act or the Scheme or the Regulations or the RBI Notification along with his/her personal details (bio data) duly signed and affirming that such details are true to the best of his knowledge and belief and also his/her undertaking to keep the Bank fully informed as soon as possible of such events which are relevant to the information, subsequent to the declaration.
- (e) the Nomination Forms and the Declaration Form are as prescribed by the Regulations and as per the Proforma annexed (the Proforma is also available on the Bank's Website- [www.centralbankofindia.co.in](http://www.centralbankofindia.co.in))

### **SUBMISSION OF NOMINATION FORMS**

Shareholders desirous of contesting the election of the Directors should submit

- a) duly filled in Declaration Form;

- b) nominations from minimum of 100 shareholders entitled to participate in the elections;
- c) Personal Information, Declaration and Undertaking together with the concerned documents, testimonials, viz., Bio data, Certificates of Educational qualification, experience, etc. in the formats annexed to this notice, in a sealed envelope to the Assistant General Manager – MBD & Company Secretary, Central Bank of India, Central Office, 9th Floor, Chandermukhi, Nariman Point, Mumbai 400 021, together with the connected documents, complete in all respects, on a working day at least 14 days before the date of the meeting, i.e. on or before closing hours of the Bank at 5.00 pm on **Friday, the 15<sup>th</sup> June 2018**.

- **SCRUTINY OF NOMINATIONS AND ELECTION OF DIRECTORS**

- a) Nominations shall be scrutinized on **Monday, 18<sup>th</sup> June 2018**, the next working day following the date fixed for the receipt of the nominations and in case any nomination is not found to be valid, the same shall be rejected after recording the reasons thereof.
- b) Nominations shall also be subjected to scrutiny by the Nominations Committee of the Board in terms of the 'Fit and Proper' Guidelines dated 01<sup>st</sup> November 2007 and 23<sup>rd</sup> May 2011 issued by the Reserve Bank of India.
- c) If there is only ONE valid nomination for the ONE vacancy to be filled by the election, the candidates so nominated shall be deemed to be elected forthwith and their names and addresses shall be published as so elected. In such an event there shall not be any election at the meeting convened for the purpose. The elected candidates shall assume office from the date next to the date on which they are declared as elected.
- d) In the event of an election being held, if the valid nominations are more than ONE, the candidate polling the majority of votes at the election will be deemed to have been elected and his/her name will be announced by the Chairman of the AGM and also published in newspapers. They will assume office on 1<sup>st</sup> July 2018.
- e) If there is any dispute, the same shall be settled as per Regulation 67 of the Regulations.

### **WITHDRAWAL OF NOMINATIONS**

If any candidate desires to withdraw his nomination, he would be entitled to do so at any time prior to closing hours of the Bank on Tuesday, 26<sup>th</sup> June 2018.

## **INTEREST OF DIRECTORS**

Directors of Bank may be deemed to be concerned or interested in the aforementioned item of business in case they contest the election.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Mumbai  
Date: 25.05.2018**

**Sd/-  
Anand Kumar Das  
Assistant General Manager-MBD/  
Company Secretary**

**DECLARATION  
(BY THE CANDIDATE)**

( Refer Regulation 65 of the Regulations)

I, Shri/Smt \_\_\_\_\_ son/daughter/wife of  
Shri/Smt. \_\_\_\_\_,  
residing at \_\_\_\_\_ hereby  
confirm that:

- a. I am a shareholder holding \_\_\_\_\_ equity shares of Rs.10/- each (fully paid up) of CENTRAL BANK OF INDIA under Folio No. \_\_\_\_\_/DP ID No. \_\_\_\_\_/Client ID No. \_\_\_\_\_ as on **Tuesday, 29<sup>th</sup> May, 2018 being the Specified Date** for participating in the Elections and
- b. I have special knowledge or practical experience in \* (i) Agriculture and Rural Economy, (ii) Banking, (iii) Co-operation, (iv) Economics, (v) Finance, (vi) Law, (vii) Small Scale Industry, or \_\_\_\_\_ (special knowledge of and practical experience of which in the opinion of Reserve Bank of India, would be useful to the Bank) and I represent the interest of Depositors / Farmers, Workers and Artisans, in terms of sub section 3A of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and as an evidence thereof I submit herewith the relevant testimonials, and
- c. I accept the nominations numbered from \_\_\_\_\_ to \_\_\_\_\_, and
- d. I am willing to contest the election for Director of Central Bank of India, and
- e. I am not disqualified from being a Director of the Bank under the provisions of the Banking Regulation Act, 1949, The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, the Central Bank of India (Shares and Meetings) Regulations, 1998 and RBI Notification, and
- f. I neither hold any office of profit nor I am an employee of any nationalised Bank or State Bank of India constituted under sub-section (1) of Section 3 of the State Bank of India Act, 1955 or any subsidiary bank as defined in Section 3 of the State Bank of India (Subsidiary Banks) Act, 1959.
- g. I enclose my personal Information details which are to the best of my knowledge and belief are true and complete; and
- h. I undertake to keep the Bank fully informed, as soon as possible, of events, if any, which take place subsequent to this declaration which are relevant to the information provided hereto and to execute the Deed of Covenants upon my election as a Director of the Bank.

Name	
Signature	
No. of Shares	
Regd. Folio No. (If not Dematerialised)	
DP ID No. and Client ID No. (If Dematerialised)	
Place	
Date	

The above declaration was signed before me

Signature with Seal and \_\_\_\_\_

Name of the attesting official \_\_\_\_\_

The declaration must be signed by the nominee before a Judge, Magistrate, Registrar or Sub-Registrar of Assurances, or other Gazetted Officer or an Officer of Reserve Bank of India or any Nationalised Bank.

\* Tick whichever is applicable.

**NOMINATION FORM**  
**(BY THE SHAREHOLDER)**

( Refer Regulation 65 ( d ) of the Regulations)

To,

The Chairman & Managing Director  
Central Bank of India  
Central Office,  
Chandermukhi, Nariman Point,  
Mumbai 400021

Sl.No.

Dear Sir,

**Nomination for Election of a Director**

With reference to your Notice dated 25.05.2018, I, Shri/Smt \_\_\_\_\_ a shareholder of Central Bank of India, holding \_\_\_\_\_ equity shares of Rs. 10/- each (fully paid up) as on Tuesday, 29<sup>th</sup> May, 2018 being the Specified Date for the purpose of participation in the election, do hereby **nominate** Shri/Smt. \_\_\_\_\_ son/daughter/wife of Shri/Smt. \_\_\_\_\_ residing at \_\_\_\_\_

\_\_\_\_\_ for being elected as a Director of Central Bank of India representing the shareholders of the Bank as provided in Section 9 (3) (i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, at the Annual General Meeting of the shareholders to be held on Saturday, 30<sup>th</sup> June, 2018.

Signature	
Name	
No. of Shares	
Regd. Folio No. (If not Dematerialised)	
DP ID No. and Client ID No. (If Dematerialised)	
Place	
Date	

**Notes :**

1. In case nomination is made by a Body Corporate, the nomination form should be accompanied by a certified true copy of the resolution passed by the Board of Directors under the signature of the Chairman of the meeting at which it was passed.
2. Signatures of the shareholders nominating the candidate should match with the specimen signatures available with the Share Transfer Agent of the Bank.
3. If any of the columns above is left Blank or the particulars are found to be incorrect, the nomination is liable to be rejected.

Affix Self  
Attested Passport  
Size Photo here

**FORMAT FOR PROVIDING PERSONAL INFORMATION,  
DECLARATION AND UNDERTAKING**

Declaration and Undertaking by the Candidate with enclosures as appropriate as on _____ 2018		
<b>I.</b>	<b>Personal details of the candidate</b>	
<b>1.</b>	<b>Name in Full (in block capital letters)</b>	
<b>2.</b>	<b>Father's Name (in Full)</b>	
<b>3.</b>	<b>Date of Birth</b>	
<b>4.</b>	<b>Nationality</b>	
<b>5.</b>	(1) Permanent Account Number (under the Income Tax Act). (2) Name and address of Income Tax Circle/Division where personal tax returns are being filed.	
<b>6.</b>	<b>Permanent Address</b>	
<b>7.</b>	<b>Present Address (For correspondence)</b>	
<b>8.</b>	(1) E-mail ID	
	(2) Telephone Number (Landline)	
	(3) Cell Phone Number	
<b>II.</b>	<b>Qualification and Experience</b>	
<b>1.</b>	<b>Qualifications (Educational/academic) (Please attach self attested copies of the certificates supporting the information).</b>	
<b>2.</b>	<b>Qualifications (Professional) (Please attach self attested copies of the certificates supporting the information).</b>	



3.	<b>Knowledge</b> (As required under Section 9(3-A) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.	
4.	<b>Experience</b> (Please indicate your experience relevant to the directorship of the Bank).	
5.	<b>Any other information relevant to Directorship of the Bank.</b>	
III.	<b>Details of Relationships of the candidate</b>	
1.	<b>Details of Relatives, if any, who are connected with the Bank in any way [Please refer to Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.]</b>	
2.	<b>List of entities if any in which he/she is considered as being interested [Refer Section 2(49) and Section 184 of the Companies Act, 2013].</b>	
3.	<b>Details of shares of the Central Bank of India held, if any, in the name of the candidate: (Please indicate the number of shares held, face value, ledger folio number(s) or DP ID and client ID).</b>	
4. a	<b>List of entities in which the candidate is considered as holding substantial interest within the meaning of Section 5(ne) of the Banking Regulation Act, 1949.</b>	

4. b	List of entities in which the related parties of the candidate are considered as holding substantial interest within the meaning of Section 5(ne) of the Banking Regulation Act, 1949.	
5.	Directorship/Membership on the Board(s) of bank(s) during the past six years (Please give the name(s) of the bank(s), the relevant provisions of the Act under which the appointment/nomination was made and the period of holding such Membership/Directorship).	
6.	Fund and non-fund facilities, if any, presently being enjoyed by the candidate from the institutions listed at 3, 4(a) and 5 above.	
7.	Cases, if any, where the candidate or entities listed at 3, 4(a), 4(b) and 5 above are in default or have been in default in the past in respect of credit facilities obtained from the Central Bank of India Bank or any other bank.	
IV.	<b>Professional Achievements</b>	
1.	Professional achievements (Please furnish the details of the achievements which may have a bearing on the directorship of the bank).	
V.	<b>Proceedings, if any, against the Candidate</b>	

1.	If the candidate is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry of at any profession/occupation at any time.	
2.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in III-2, 4(a),4(b) and 5 above for violation of economic laws and regulations.	
3.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the past against the candidate including present litigation if any.	
4.	Whether the candidate/director attracts any of the disqualifications envisaged under Section 164 of the Companies Act, 2013 read with Clause 10 of the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 ?	
5.	Has the candidate or any of the entities at III-2, 4(a), 4(b) and 5 above been subject to any investigation at the instance of Government department or agency?	
6.	Has the candidate at any time been found guilty of violation of rules/regulations/legislative requirements by customs/ excise/ income tax/foreign exchange/other revenue authorities; if so give particulars.	

7.	<p>Whether the candidate/director had at any time come to the adverse notice of a regulator such as SEBI, IRDA, RBI, MCA, FEMA etc.</p> <p>(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by regulators which have been later on reversed / set aside in toto, it would be necessary to make a mention of the same, in case the reversal / setting aside is on technical reasons like limitation or lack of jurisdiction, etc, and not on merit. If the order of the regulator is temporarily stayed and the appellate / court proceedings are pending, the same should also be mentioned).</p>	
8.	<p>In carrying out his/her duties will the candidate/director be acting on the directions or instructions of any other individual or institution or bank or companies, etc. ? If so, give particulars.</p>	
9.	<p>Has the candidate in his/her individual capacity undertaken any business with the Bank ? If so, give particulars.</p>	
10.	<p>Any other explanation / information in regard to items I to V and other information considered relevant for judging 'fit and proper' status.</p>	

**Undertaking**  
I, ..... Son/Daughter of Shri ..... confirm that the above information is to the best of my knowledge and belief, true and complete. I undertake to keep the bank fully informed, as soon as possible, of all events which take place subsequent to my election as a shareholder director of the bank, which are relevant to the information provided above.  
I also undertake to execute the deed of Covenant required to be executed by the directors of the bank.

Place :  
Date :

**Signature of the Candidate**

**Enclosures :**

- Note: 1.** Wherever space is not sufficient, please attach the information as annexure in chronological order and with appropriate cross reference.
- 2.** All pages (including annexures) are required to be signed by the candidate.

**Observations of the Nomination Committee:**

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<b>Signature of Member</b>	<b>Signature of Member</b>	<b>Signature of Member</b>

**Date:**

**Place:**

## **ELECTION OF DIRECTORS – EXTRACTS OF RELEVANT ACTS, SCHEME, REGULATIONS AND NOTIFICATIONS**

In terms of Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Shareholder Directors shall have to be elected by the shareholders, other than the Central Government, from amongst themselves, depending upon the extent of capital issued under clause (c) of sub-section (2B) of Section 3. The relevant sections of the Banking Regulation Act, 1949, the Banking Companies (Acquisitions and Transfer of Undertakings) Act, 1970, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, the relevant regulations of Central Bank of India (Shares and Meetings) Regulations, 1998 and gist of Notification No. DBOD. No. BC.No.46/29.39.001/2007-08 dated 01 November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23 May, 2011 of Reserve Bank of India, are reproduced below for the information of the shareholders.

### **I. BANKING REGULATION ACT, 1949**

#### **Prohibition of common Directors- Section 16(1)**

No banking company incorporated in India shall have as a director in its Board of directors any person who is a director of any other banking company.

#### **Restrictions on Loans and Advances- Section 20**

- (1) Notwithstanding anything to the contrary contained in section 77 of the Companies Act, 1956 (1 of 1956), no banking company shall,—
- (a) grant any loans or advances on the security of its own shares, or
  - (b) enter into any commitment for granting any loan or advance to or on behalf of—
    - (i) any of its directors,
    - (ii) any firm in which any of its directors is interested as partner, manager, employee or guarantor, or
    - (iii) any company [not being a subsidiary of the banking company or a company registered under section 25 of the Companies Act, 1956 (1 of 1956), or a Government company] of which or the subsidiary or the holding

company of which] any of the directors of the banking company is a director, managing agent, manager, employee or guarantor or in which he holds substantial interest, or

- (iv) any individual in respect of whom any of its directors is a partner or guarantor.

(2) Where any loan or advance granted by a banking company is such that a commitment for granting it could not have been made if clause (b) of sub-section (1) had been in force on the date on which the loan or advance was made, or is granted by a banking company after the commencement of section 5 of the Banking Laws (Amendment) Act, 1968 (58 of 1968), but in pursuance of a commitment entered into before such commencement, steps shall be taken to recover the amounts due to the banking company on account of the loan, or advance together with interest, if any, due thereon within the period stipulated at the time of the grant of the loan or advance, or where no such period has been stipulated, before the expiry of one year from the commencement of the said section 5:

Provided that the Reserve Bank may, in any case, on an application in writing made to it by the banking company in this behalf, extend the period for the recovery of the loan or advance until such date, not being a date beyond the period of three years from the commencement of the said section 5, and subject to such terms and conditions, as the Reserve Bank may deem fit: Provided further that this sub-section shall not apply if and when the director concerned vacates the office of the director of the banking company, whether by death, retirement, resignation or otherwise.

(3) No loan or advance, referred to in sub-section (2), or any part thereof shall be remitted without the previous approval of the Reserve Bank, and any remission without such approval shall be void and of no effect.

(4) Where any loan or advance referred to in sub-section (2), payable by any person, has not been repaid to the banking company within the period specified in that sub-section, then such person shall, if he is a director of such banking company on the date of the expiry of the said period, be deemed to have vacated his office as such on the said date.

**Explanation. — In this section—**

**(a) "loans or advance"** shall not include any transaction which the Reserve Bank may, having regard to the nature of the transaction, the period

within which, and the manner and circumstances in which, any amount due on account of the transaction is likely to be realised, the interest of the depositors and other relevant considerations, specify by general or special order as not being a loan or advance for the purpose of this section;

(b) "director" include a member of any board or committee in India constituted by a banking company for the purpose of managing, or for the purpose of advising it in regard to the management of, all or any of its affairs.

(5) If any question arises whether any transaction is a loan or advance for the purposes of this section, it shall be referred to the Reserve Bank, whose decision thereon shall be final.]

## II. BANKING COMPANIES (ACQUISITION AND TRANSFER OF UNDERTAKINGS) ACT, 1970

### Restrictions on voting rights

**Section 3(2E) :** No shareholder of the corresponding new bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him in excess of ten per cent of the total voting rights of all the shareholders of the corresponding new bank.

### Composition of Board of Directors

**Section 9(3)(i):** where the capital issued under clause (c) of sub-section (2B) of section (3) is-

- (I) not more than sixteen per cent of the total paid-up capital, one director;
- (II) more than sixteen per cent but not more than thirty two per cent of the total paid-up capital, two directors,
- (III) more than thirty two per cent of the total paid-up capital, three directors,

to be elected by the shareholders, other than the Central Government, from amongst themselves:



PROVIDED that in case the number of directors elected, on or before the commencement of the Banking Companies (Acquisition and Transfer of Undertakings) and Financial Institutions Laws (Amendment) Act, 2006 in a corresponding new Bank exceed the number of directors specified in sub-clause (I) or sub – clause (II) or sub – clause (III), as the case may be, such excess number of directors elected before such commencement shall retire in such manner as may be specified in the scheme and such directors shall not be entitled to claim any compensation for the premature retirement of their term of office.

**Section 9(3A):** The Directors to be elected under the said clause (i) shall-

(A) have special knowledge or practical experience in respect of one or more of the following. matters namely,-

- (i) agricultural and rural economy,
- (ii) banking,
- (iii) co-operation,
- (iv) economics,
- (v) finance,
- (vi) law,
- (vii) small scale industry,
- (viii) any other matter the special knowledge of, and practical experience in, which would, in the opinion of the Reserve Bank, be useful to the corresponding new bank;

(B) represent the interests of depositors; or

(C) represent the interest of farmers, workers and artisans.

**Section 9(3AA):** Without prejudice to the provisions of sub section (3A) and notwithstanding anything to the contrary contained in this Act or in any other law for the time being in force, no person shall be eligible to be elected as director under clause (i) of sub section (3) unless he is a person having fit and proper status based upon track Specified, integrity and such other criteria as the Reserve Bank may notify from time to time in this regard.

**Section 9(3B):** Where the Reserve Bank is of the opinion that any Director of a corresponding new bank elected under clause (i) of sub-section (3) does not fulfill the requirements of sub-sections (3A) and (3AA), it may, after giving to such Director and the bank a reasonable opportunity of being heard, by

order, remove such Director and on such removal, the Board of Directors shall co-opt any other person fulfilling the requirements of sub-sections (3A) and (3AA) as a Director in place of the person so removed till a Director is duly elected by the shareholders of the corresponding new bank in the next annual general meeting and the person so co-opted shall be deemed to have been duly elected by the shareholders of the corresponding new bank as a Director.

### **Obligation as to Fidelity and Secrecy**

**Section 13(2):** Every Director, member of a local Board or a committee, or Auditor, Adviser, officer or other employee of a corresponding new bank shall, before entering upon his duties, make a declaration of fidelity and secrecy in the form set out in the Third Schedule.

## **III. NATIONALISED BANKS (MANAGEMENT AND MISCELLANEOUS PROVISIONS) SCHEME, 1970**

### **Term of office of elected Director**

**Clause 9(4):** An elected director shall hold office for three years and shall be eligible for re-election:

Provided that no such director shall hold office continuously for a period exceeding six years.

### **Disqualification of Directors**

**Clause 10:** A person shall be disqualified for being appointed as, and for being, a director –

- (a) if he has at any time been adjudicated an insolvent or has suspended payment or has compounded with his creditors; or
- (b) if he has been found to be of unsound mind and stands so declared by a competent Court; or

- (c) if he has been convicted by a Criminal Court of an offence which involves moral turpitude; or
- (d) If he holds any office of profit under any nationalised bank or State Bank of India constituted under sub-section (1) of section 3 of the State Bank of India Act, 1955, or any subsidiary bank as defined in section 3 of the State Bank of India (Subsidiary Banks) Act, 1959, except for holding the post of a whole-time director, including the managing director and directors nominated under clauses (e) and (f) of sub-section (3) of Section 9 of the Act from among the employees of the corresponding new bank.

### **Vacation of office of Directors**

- Clause 11:** (1) If a director becomes subject to any of the disqualifications specified in Cl.10 or is absent without leave of the Board for more than three consecutive meetings thereof he shall be deemed to have vacated his office as such and thereupon his office shall become vacant.
- (2) The Chairman or whole-time director including the Managing Director or a director referred to in Cl. (b) or Cl. (c) or Cl. (d) of sub-section (3) of Section 9 of the Act may resign his office by giving notice thereof in writing to the Central Government and on such resignation being accepted by that Government shall be deemed to have vacated his office: any other director may resign his office by giving notice thereof in writing to the Central Government and such resignation shall take effect on the receipt of the communication of the resignation by the Central Government.
  - (3) Without prejudice to the provisions of the foregoing sub-clauses, the office of a director referred to in Cl. (e) or Cl. (f) of sub-section (3) of Section 9 of the Act shall become vacant as soon as the director ceases to be a workman or an employee, other than a workman of the nationalised bank of which is a director.
  - (4) Where any vacancy occurs in the office of a director, other than an elected director, it shall be filled in accordance with sub-section (3) of Section 9 of the Act.

## **Removal from office of an elected director**

**Clause 11A:** The shareholders other than the Central Government, may, by a resolution passed by majority of the votes of such shareholders holding in the aggregate not less than one half of the share capital held by all such shareholders, remove any director elected under Cl. (i) of sub-section (3) of Section 9 and elect in his stead another person to fill the vacancy.

## **Filling of vacancy in the office of an elected director**

**Clause 11B:** (1) Where any vacancy occurs before the expiry of the term of office of an elected director, the vacancy shall be filled in by election:

Provided that where the duration of vacancy is likely to be less than six months, the vacancy may be filled in by the remaining directors.

(2) A person elected or co-opted, as the case may be, under sub-clause (1) shall hold office for the unexpired portion of the term of his predecessor.

## **Disclosure of interest by Directors**

**Clause 12(8):** A director who is directly or indirectly concerned or interested in any contract, loan, arrangement or proposal entered into or proposed to be entered into by or on behalf of the nationalised bank shall, as soon as possible after the relevant circumstances have come to his knowledge, disclose the nature of his interest to the Board and shall not be present at the meeting of the Board when any such contract, loan, arrangement or proposal is discussed unless his presence is required by the other directors for the purpose of eliciting information and no director so required to be present shall vote on any such contract, loan, arrangement or proposal:

Provided that nothing contained in this sub-clause shall apply to such director by reason only of his being:

(i) a shareholder (other than a director) holding not more than two percent of the paid-up capital in any public company as defined in the Companies Act, 1956 (1 of 1956) or any corporation established by or under any

law for the time being in force in India or any co-operative society, with which or to which the Nationalised Bank has entered into or made or proposed to enter into or make a contract, loan, arrangement or proposal, or

- (ii) an officer or other employee of the nationalised bank, if he is a director referred to in Cl. (e) or Cl. (f) of sub-section (3) of Section 9 of the Act.

#### **IV. CENTRAL BANK OF INDIA (SHARES AND MEETINGS) REGULATIONS, 1998**

##### **Exercise of rights of joint holders**

**Regulations 10:** If any share stands in the names of two or more persons, the person first named in the register shall, as regards, voting, receipt of dividends, service of notices and all or any other matters connected with Bank except the transfer of shares, be deemed to be the sole holder thereof.

##### **Director to be elected at general meetings**

**Regulations 63:** (i) A director under clause (i) of sub-section (3) of Section 9 of the Act shall be elected by the shareholders on the register, other than the Central Government, from amongst themselves in the general meeting of The Bank.

- (ii) Where an election of a director is to be held at any general meeting, the notice thereof shall be included in the notice convening the meeting. Every such notice shall specify the number of directors to be elected and the particulars of vacancies in respect of which the election is to be held.

##### **List of shareholders**

**Regulations 64:** (i) For the purpose of election of a director under sub-regulation (i) of Regulation 63 of these regulations, a list shall be prepared of shareholders on the register by whom the director is to be elected.

- (ii) The list shall contain the names of the shareholders, their registered addresses, the number and denoting numbers of shares held by them with the dates on

which the shares were registered and the number of votes to which they will be entitled on the date fixed for meeting at which the election will take place and copies of the list shall be available for purchase atleast three weeks before the date fixed for the meeting at a price to be fixed by the Board or the Management Committee, on application at the Head Office.

## **Nomination of candidates for election**

- Regulations 65:**
- (i) No nomination of a candidate for election as a director shall be valid unless –
    - (a) he is a shareholder holding not less than 100 (One hundred) shares in the The Bank;
    - (b) he is on the last date for receipt of nomination, not disqualified to be a director under the Act or under the Scheme;
    - (c) he has paid all calls in respect of the shares of the Bank held by him, whether alone or jointly with others, on or before the last date fixed for the payment of the call;
    - (d) the nomination is in writing signed by atleast one hundred shareholders entitled to elect directors under the Act or by their duly constituted attorney, provided that a nomination by a shareholder who is a company may be made by a resolution of the directors of the said company and where it is so made, a copy of the resolution certified to be a true copy by the Chairman of the meeting at which it was passed shall be dispatched to the Head Office of The Bank and such copy shall be deemed to be nomination on behalf of such company.
    - (e) the nomination accompanies or contains a declaration signed by the candidate before a Judge, Magistrate, Registrar or sub-registrar of Assurances or other Gazetted Officer or an officer of the Reserve Bank of India or any nationalized bank, that he accepts nomination and is willing to stand for election, and that he is not disqualified either under the Act or the Scheme or these regulations from being a director.
  - (ii) No nomination shall be valid unless it is received with all connected documents complete in all respects

and received, at the Head Office of the Bank on a working day not less than fourteen days before the date fixed for meeting.

## **Scrutiny of nominations**

- Regulations 66:** (i) Nominations shall be scrutinized on the first working day following the date fixed for receipt of the nominations and in case any nomination is not found to valid, the same shall be rejection after specifying the reason therefor. If there is only one valid nomination for any particular vacancy to be filled by election, the candidate so nominated shall be deemed to be elected forthwith and his name and address shall be published as so elected. In such an event there shall not be any election at the meeting convened for the purpose and if the meeting had been called solely for the purpose of the aforesaid election, it shall stand cancelled.
- (ii) In the event of an election being held, if valid nominations are more than the number of directors to be elected, the candidate polling the majority of votes shall be deemed to have been elected.
- (iii) A director elected to fill an existing vacancy shall be deemed to have assumed office from the date following that on which he is, or is deemed to be elected.

## **Election disputes**

- Regulations 67:** (i) If any doubt or dispute shall arise as to the qualification or disqualification of a person deemed or declared to be elected, or as to the validity of the election of a director, any person interested, being a candidate or shareholder entitled to vote at such election, may, within seven days of the date of the declaration of the result of such election, give intimation in writing thereof to the Chairman and Managing Director of the The Bank and shall in the said intimation give full particulars of the grounds upon which he doubts or disputes the validity of the election.

- (ii) On receipt of an intimation under sub-regulation (i), the Chairman and Managing Director or in his absence, the Executive Director of the The Bank shall forthwith refer such doubt or dispute for the decision of a committee consisting of the Chairman and Managing Director or in his absence, the Executive Director and any two of the directors nominated under clauses (b) and (c) of sub-section (3) of section 9 of the Act.
- (iii) The committee referred to in sub-regulation (ii) shall make such enquiry as it deems necessary and if it finds that the election was a valid election, it shall confirm the declared result of the election, or, if it finds that the election was not a valid election, it shall, within 30 days of the commencement of the enquiry, make such order and give such directors including the holding of a fresh election as shall in the circumstances appear just to the committee.
- (iv) An order and direction of such committee in pursuance of this regulation shall be conclusive.

#### **Determination of voting rights –**

**Regulations 68:** (i) Subject to the provisions contained in section 3(2E) of the Act, each shareholder who has been registered as a shareholder on the date of closure of the register prior to the date of a general meeting shall, at such meeting, have one vote on show of hands and in case of a poll shall have one vote for each share held by him.

- (ii) Subject to the provisions contained in Section 3(2E) of the Act, every shareholder entitled to vote aforesaid who, not being a company, is present in person or by proxy or who being a company is present by a duly authorized representative, or by proxy shall have one vote on a show of hands and in case of a poll shall have one vote for each share held by him as stated hereinabove in sub-regulation (i).

(Explanation \_ For this Chapter, “Company” means any body corporate)

- (iii) Shareholders of the Bank entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a shareholder or not) as his proxy to



attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.

### **Voting by duly authorized representative**

**Regulations 69:** (i) A shareholder, being the Central Government or a company, may by a resolution, as the case may be, authorize any of its officials or any other person to act as its representative at any general meeting of the shareholders and the person so authorized (referred to as a “duly authorized representative” in these regulations) shall be entitled to exercise the same powers on behalf of the Central Government or company which he represents, as if he were an individual shareholder of the Bank. The authorization so given may be in favour of two persons in the alternative and in such a case any one of such persons may act as the duly authorized representative of the Central Government / company.

(ii) No person shall attend or vote at any meeting of the shareholders of the Bank as the duly authorized representative of a company unless a copy of the resolution appointing him as a duly authorised representative certified to be a true copy by the chairman of the meeting at which it was passed shall have been deposited at the Head Office of the Bank not less than four days before the date fixed for the meeting.

**V. Notification No. DBOD. No. BC.No.46/29.39.001/2007-08 dated 01<sup>st</sup> November 2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23<sup>rd</sup> May, 2011 of Reserve Bank of India**

No nomination shall be valid unless ‘Fit and Proper’ status is accorded by the Nomination Committee appointed by the Board of Directors of the Bank for this purpose. The Nominations should accompany additional information about the candidates to enable the Nomination Committee to decide on the Fit and Proper status with regards to educational qualification, experience and field expertise, track Specified and integrity of the candidates. Adverse notice of any authority/regulatory agency or insolvency or default of any loan from any bank or financial institution would make the respective candidate unfit and improper to be elected as a Director on the Board.