

# **R.S. PADIA & ASSOCIATES**

## **COMPANY SECRETARIES**

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### **SECRETARIAL COMPLIANCE REPORT OF CENTRAL BANK OF INDIA FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020**

[Pursuant to SEBI circular No. CIR/CFD/CMD1/27/201 Dated 08.02.2019 as per Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement, 2015)]

To,  
**The Members of Central Bank of India,**

1. We have examined:

- (a) All the documents and records made available to us and explanation provided by  
Central Bank of India ("the listed entity"), arising from the compliances of Specific Regulations listed under para 2 infra
- (b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Based on my examination and verification of documents and records produced to me and according to the information and explanation given by the Bank , we report that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the regulations mentioned below.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No.	Action Taken by	Details of violations	Details of action taken E.g. fines, warning letter, debarment, etc.
1.	Securities and	(i) Regulation	SEBI imposed penalty of Rs

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Exchange Board of India	13(a),13A(b),15(i)(n) of SEBI(Debt Securities) Regulation, 2011, (ii) SEBI circular no. MIRSD/DPS III/Cir-11/07 dated 6th August, 2017 and; (iii) Regulations 23(4), (5), (6) of SEBI (Issue and Listing of Debt Securities) Regulations, 2008.	of 3,00,000 (Three lakh rupees only) in terms of 15HB of Securities and Exchange Board of India Act, 1992. On account of which, Bank filed an appeal against the said order before Hon'ble Securities Appellate Tribunal on 11th September, 2018. As a result of which, Hon'ble Securities Appellate Tribunal vide its order dated 9th September, 2019 has set aside the order of the Adjudicating Officer of SEBI and the Bank was let off on censure for the violations.
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(d) The Company was not required to take any action with regard to compliance with the observations made in previous reports.

Date : 23<sup>rd</sup> June, 2020

Place: Mumbai

UDIN: F006804B000369397

For R.S. Padia & Associates  
Company Secretaries

Rajshree Padia  
FCS: 6804; CP: 7488

**Note: Due to the outbreak of COVID 19 which is also declared as a global pandemic by the World Health Organization and as a result of which Indian government on 24<sup>th</sup> March, 2020 announced a strict 21-day lockdown which was further extended by 19 days across the country to contain the spread of the virus. Further, due to increase in cases the lockdown was further extended till 30<sup>th</sup> June, 2020**

Therefore, the compliance documents for secretarial audit were obtained through electronic mode, verified with requirements and were finalized on the basis of clarifications obtained from the Bank.