



सेन्ट्रल बैंक ऑफ़ इंडिया
Central Bank of India

1911 से आपके लिए "केंद्रित" "CENTRAL" TO YOU SINCE 1911

केंद्रीय कार्यालय

INVESTORS RELATION DIVISION

Central Office

CO:IRD:2025:26:57

Date: 30th May, 2025

National Stock Exchange of India Limited. Listing Department, Exchange Plaza, Plot No. C/1, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Scrip Code-CENTRALBK	BSE Limited. Corporate Relationship Dept., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Scrip Code-532 885
--	--

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report of the Bank for the Financial Year ended
31st March 2025.**

We submit herewith the enclosed Annual Secretarial Compliance Report dated 29th May, 2025 issued by M/s. SG & Associates, Practicing Company Secretaries for the financial year ended 31st March, 2025 in the format specified by the SEBI.

The above information is submitted pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above on your record.

Thanking you.

Yours faithfully,
For **Central Bank of India**

CHANDRAKANT BHAGWAT
Company Secretary & Compliance Officer

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF CENTRAL BANK OF INDIA FOR THE
FINANCIAL
YEAR ENDED MARCH 31, 2025.**

[Pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0 155 dated 11.11.2024 as per Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement, 2015, as amended)]

We S G & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Central Bank of India ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March, 2025 ("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 SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015; and
- (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) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable during the year under review**)



- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the year under review)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended;
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not Applicable during the year under review)**
- (j) The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- (k) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993;
- (l) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (m) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the year under review)**
- (n) The Central Bank of India (Shares and Meetings) Regulations, 1998.
- (o) The Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970.
- (p) The Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 and its amendments thereof.
- (q) The Banking Regulation Act, 1949 along with Notifications and circulars issued by the Reserve Bank of India (RBI) and Government of India (GOI) from time to time.

and based on the above examination, we hereby report that during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

Sr	Compliance Requirement (Regulations/ circulars /	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks



guidelines including Specific clause)									
1. SEBI (LODR) Regulations, 2015: The Composition of Board of Directors of Bank is not in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015	17(1)	Non compliance	Stock exchange	Clarification sought	In absence of regular non-executive chairperson, Number of Independent Directors on the Board of Bank are less than 50% of its total strength. No Independent woman	NA	In absence of regular non-executive chairperson, Bank should have 50% Independent Directors on its Board as per Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015, whereas Bank has only 02 Independent Directors on its Board as on 31.03.2025. Also, Bank does not have 01	The power to appoint Director s on the Board of Bank except appoint ment of shareho lder Director s vests with Govern ment of India. The Bank has made applicat ion to GOI to	Board vacancies yet to be filled up by GOI



						Director is appointed on the Board of Bank.		Independent woman Director on its Board. Reply on Clarification sought was submitted by Bank to stock exchanges.	fill up vacancies on its Board.	
2	SEBI (LODR), Regulations, 2015	60(2)	Delay in submission of Record Date for the payment of Annual Interest on Basel III Compliant Tier II Bonds – Series IV (ISIN-INE483A08023)	BSE Limited	Penalty levied by BSE Limited vide email dated 30.10.2024	Delay in submission of notice of record date for payment of Interest on Bond. The intimation regarding record date was submitted to Stock	Rs.10,000 + GST	In response to Bank's waiver application, the response of BSE Limited is awaited on said matter	Bank vide its letter dated 06.11.2024 has submitted waiver application to BSE Limited	Nil



						exchange es on 06.09.2 024				
--	--	--	--	--	--	-------------------------------------	--	--	--	--

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Compliance Requirement (Regulations/circulars/ guidelines including Specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR), Regulations, 2015	60(2)	Delay in submission of Record Date for the payment of Annual Interest on Basel III Compliant Tier II Bonds – Series IV (ISIN-INE483A09260)	BSE Limited	Penalty levied by BSE vide email dated 12.05.2023	Delay in submission of notice of record date for payment of Interest on Bond. The intimation	Rs.10,000 + GST	Bank's request for waiver of fine was not acceded by BSE Ltd as per its email dated 29.05.2024	The Bank made the payment of the penalty amount on 10.06.2024	Nil



						letter dated 11.10.2021 regarding record date was submitted to Stock exchanges on 18.10.2021				
--	--	--	--	--	--	---	--	--	--	--

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	NA	Bank being body corporate has complied with the secretarial standards to the extent applicable to them.



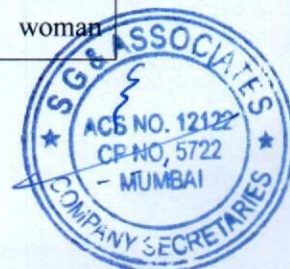
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes	NA
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining afunctional website. • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	All the required information is available in Bank's website. <u>Investor Relations Central Bank</u> <u>. of India</u>
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None of the Directors are Disqualified under Section 164 of Companies Act, 2013
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material	NA	NA



	subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI LODR Regulations, 2015.	Yes	NA
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	a) Yes b) NA	NA

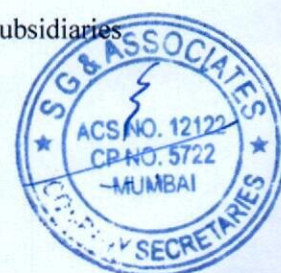


9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 with in the time limits prescribed thereunder.	Yes	NA
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	<u>Actions taken by SEBI or Stock Exchange(s), If any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	Stock exchange has send notices regarding levy of penalty as disclosed above.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. 1) The Composition of Board of Directors of Bank is not in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015 as		The composition of Board is governed by the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970. The power to appoint the Directors (Including woman



<p>number of Independent Directors on the Board of Bank are less than 50% of its total strength. There is no Independent Woman Director on the Board of Bank.</p> <p>2) The Composition of Audit Committee and Nomination & Remuneration Committee was not in compliance for some period in compliance with Regulation 18 and 19 of SEBI (LODR) Regulations, 2015</p>		<p>Director) on Board of Bank except Shareholder Directors vests with Government of India. Bank has taken up this matter with Government of India.</p> <p>Composition of Audit Committee was less than 03 members from 21.12.2024 to 16.01.2025 due to change in composition of Directors of Bank.</p> <p>Composition of Nomination & Remuneration Committee was less than 03 members from 01.07.2024 to 07.08.2024 and 21.12.2024 to 03.03.2025 respectively due to change in composition of Directors of Bank.</p> <p>As on 31.03.2025, Composition of Audit Committee and Nomination & Remuneration Committee was in compliance with Regulation 18 & 19 of SEBI (LODR) Regulations, 2015 after the reconstitution by Board.</p>
---	--	--

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.



<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	NA
<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p>	NA	NA
<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its</p>	NA	NA



	views to the management and the auditor		
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA

Place: Mumbai
Date: 29-05-2025

**SG & ASSOCIATES
COMPANY SECRETARIES**

**SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722**

**For S.G. & Associates
Practicing Company Secretary**

[Handwritten Signature]

**Suhas S Ganpule
Proprietor
Membership No.A12122
CP No. 5722
UDIN: A012122G000485661**

