

1. Name of Listed Entity – Central Bank of India

ANNEXURE I

2. Quarter ending – 31th March 2023

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	PAN ^s & DIN (DIN is not applicable for our Bank)	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) ^a	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. of Directorships in listed entities including this listed entity (in reference to Regulation 17A(1))	No. of Independent Directorships in listed entities including this listed entity (in reference to provision to Regulation 17A(1))	No. of memberships in Audit / Stakeholder Relationship Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Relationship Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	M V Rao	This column has been intentionally left blank. PAN of all directors were mentioned in the compliance report submitted to stock exchange	Managing Director & Chief Executive Officer	01.03.2021	---	---	---	03.07.1965	1	0	1	0
Mr.	Vivek Wahi		Executive Director	10.03.2021	---	---	---	15.09.1965	1	0	1	0
Mr.	Rajeev Puri		Executive Director	10.03.2021	---	---	---	14.06.1963	1	0	1	0
Mr	M.V. Murali Krishna		Executive Director	01.12.2022	---	---	---	01.08.1967	1	0	1	0
Mr.	Hardik M Sheth		Non-Executive Director		11.04.2022				19.05.1980	1	0	0



I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN ^s & DIN (DIN is not applicable for our Bank)	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) ^s	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorships in listed entities including this listed entity (in reference to Regulation 17A(1))	No. of Independent Directorships in listed entities including this listed entity (in reference to provision to Regulation 17A(1))	No. of memberships in Audit / Stakeholder Relationship Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Relationship Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	P. J. Thomas	This column has been intentionally left blank. PAN of all directors were mentioned in the compliance report submitted to stock exchange	Non-Executive Director	28.09.2020	---	---	30 months 4 days	02.01.1959	1	0	1	0
Mr.	Dinesh Pangtey		Non-Executive Independent Director	01.07.2021	---	---	21 months	27.02.1962	1	1	2	1
Mr.	Pradip P Khimani		Non-Executive Independent Director	21.12.2021	---	---	15 months 11 days	26.02.1959	1	1	2	1

Bank's Remarks: Central Bank of India is a Nationalized Bank constituted under Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. The Bank is a public sector bank and Government of India is the promoter thereof. The composition of Board of Directors, ACB, NRC, RMC etc. is governed by the provisions of the said Act, RBI & MOF guidelines. All directors except one shareholder director, on the Board of the Bank are appointed/ nominated by Government of India. The Bank has requested Government of India to appoint the director against the existing vacancies in the Board..

Whether Regular chairperson appointed: Non-Executive Chairman ceased to be the Director on 22.05.2021. Government of India, Ministry of Finance, Department of Financial Services is yet to appoint new chairman.
 Whether Chairperson is related to managing director or CEO: No

Note : Government of India vide notification dated 21.09.2022 & 07.06.2022 appointed Shri M. V. Rao, MD & CEO of Bank as a director on the Board of Exim Bank & United India Insurance company Limited.

\$ PAN number of any director would not be displayed on the website of Stock Exchange
 & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	a) Shri Dinesh Pangtey b) Shri P. J. Thomas c) Shri Pradip P. Khimani	a) Chairperson -Non-Executive - Independent b) Non-Executive c) Non-Executive – Independent	01.07.2021 28.09.2020 27.01.2022	
2. Nomination and Remuneration Committee (Please see note below)	Yes	a) Shri Pradip P. Khimani b) Shri Dinesh Pangtey	a) Chairperson - Non-Executive –Independent b) Non-Executive – Independent	27.01.2022 01.07.2021	
3. Risk Management Committee (if applicable)	Yes	a)Shri Pradip P Khimani b)Shri M V Rao c) Shri Hardik M Sheth d) Shri Dinesh Pangtey	a)Chairperson - Non-Executive –Independent b) Executive (Managing Director & Chief Executive Officer) c) Non-Executive d) Non-Executive – Independent	27.01.2022 01.03.2021 11.04.2022 01.07.2021	
4. Stakeholders Relationship Committee	Yes	a) Shri Pradip P. Khimani b) Shri M V Rao c) Shri Vivek Wahi d) Shri Rajeev Puri e) Shri M.V.Murali Krishna (W.e.f 01.12.2022) f) Shri Dinesh Pangtey	a) Chairperson - Non-Executive-Independent b) Executive (Managing Director & Chief Executive Officer) c) Executive d) Executive e) Executive f) Non-Executive - Independent	27.01.2022 01.03.2021 10.03.2021 10.03.2021 01.12.2022 01.07.2021	
⁵ Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen					

Note: Constitution and composition of committees are made as per the guidelines issued by Government of India and Reserve Bank of India. Appointment / nomination of Directors (except one post of shareholder director) on the board of the Bank is made by Government of India under Banking Companies (Acquisition and Transfer of Undertaking) Act 1970.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
20.10.2022 03.12.2022 26.12.2022	18.01.2023 17.03.2023	Yes Yes	6 8	2 2	57 days in Relevant Quarter & 43 days in Previous Quarter

*to be filled for the current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee-					
16.01.2023	Yes	5	2	20.10.2022 03.12.2022	56 days in Relevant Quarter & 43 days in Previous Quarter
18.01.2023	Yes	4	2		
16.03.2023	Yes	5	2		
Stakeholders' Relationship Committee					
16.03.2023	Yes	6	2	17.11.2022	118 days in Relevant Quarter & 72 days in Previous Quarter
Risk Management Committee					
16.03.2023	Yes	7	2	22.11.2022	113 days in Relevant Quarter & 93 days in Previous Quarter

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

*to be filled in only for the current quarter meetings

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -No
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & Remuneration Committee - No
c. Stakeholders' Relationship Committee
d. Risk Management Committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Compliance Report on Corporate Governance for the previous quarter ended 31st December 2022 was placed before the Board of Directors at their meeting held on 17th March, 2023. This report will be submitted in the next meeting of the Board of Directors.
NOTE: Constitution of Board of Directors, Audit Committee/ other Committees, Remuneration of Directors, Board procedures / Related Party Transactions/ Whistle Blower/ Management and compliance in respect of our Bank are governed under the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970 and RBI Directives /GOI Guidelines / ICAI-Accounting Standards in this regard.

 BRIJ KISHOR PATWARI Senior Manager		 CHANDRAKANT BHAGWAT Asst. General Manager/Company Secretary
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Annexure II

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
As per Regulation 46(2) of LODR:	
a) Details of business	YES
b) Terms and conditions of appointment of independent directors	YES
c) Composition of various committees of board of directors	YES
d) Code of conduct of board of directors and senior management personnel	YES
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES
f) Criteria of making payments to non-executive directors	YES
g) Policy on dealing with related party transactions	YES
h) Policy for determining 'material' subsidiaries	YES
i) Details of familiarization programmes imparted to independent directors	YES
j) email address for grievance redressal and other relevant details	YES
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
l) Financial results	YES
m) Shareholding pattern	YES
n) Details of agreements entered into with the media companies and/or their associates	YES
o) Schedule of analyst or institutional investor meet and presentation made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	YES
p) New name and the old name of the listed entity	NA
q) Advertisements as per Regulation 47(1)	YES
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES
As per other Regulations of the LODR:	
a) Whether Bank has provided information under separate section on its website as per Regulation 46(2)	YES
b) Materiality Policy as per Regulation 30	YES
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	YES
It is certified that these contents on the website of the Bank are correct.	



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	No
Meeting of Board of directors	17(2)	YES
Quorum of Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration committee	19(1) & (2)	NO
Quorum of Nomination & Remuneration committee	19(2A)	NO
Meeting of Nomination & Remuneration committee	19(3A)	NO
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20(3A)	YES
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA

Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	YES
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from independent directors	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations :

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


BRIJ KISHOR PATWARI
Senior Manager




CHANDRAKANT BHAGWAT
Company Secretary & Compliance officer

Half year ending – 31st March 2023VI. Disclosure of Loans / guarantees / comfort letters / securities etc. : **Not applicable to Banks**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.


Mukul N. Dandige
 Chief Financial Officer/General Manager-F&A

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.