

केंद्रीय कार्यालय

Central Office

CO:IRD:2023:24:105

07th June, 2023

National Stock Exchange of India Limited Exchange Plaza, Plot No.C/1, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051 Symbol – CENTRALBK	BSE Ltd. Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai -400001 Scrip Code – 532885
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Madam/Dear Sir,

Sub: Notice of 16th (Sixteenth) Annual General Meeting of the Bank to be held on Friday, 30th June, 2023.

We wish to inform that 16th (Sixteenth) Annual General Meeting (AGM) of the shareholders of Central Bank of India will be held on Friday, 30th June, 2023 at 11.00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai-400021 shall be deemed venue of the meeting.

We enclosed herewith notice of 16th Annual General Meeting of shareholders of the Bank.

Important Dates:

Date and Time of 16 th Annual General Meeting (AGM)	Friday, 30 th June, 2023, at 11.00 a.m. (IST) through Video Conferencing (VC) or other Audio Video Means (OAVM)
Cut-off Date for ascertaining eligibility of the Shareholders to vote on Agenda items of the meeting	Friday, 23 rd June, 2023
Remote E-Voting Period	From Monday, 26 th June, 2023 at 10.00 a.m (IST) and to Thursday, 29 th June, 2023 at 05.00 p.m (IST).
Book Closure Date	Saturday, 24 th June, 2023 to Friday, 30 th June, 2023 (both days inclusive).

Please take the above on your record.

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA

CHANDRAKANT BHAGWAT

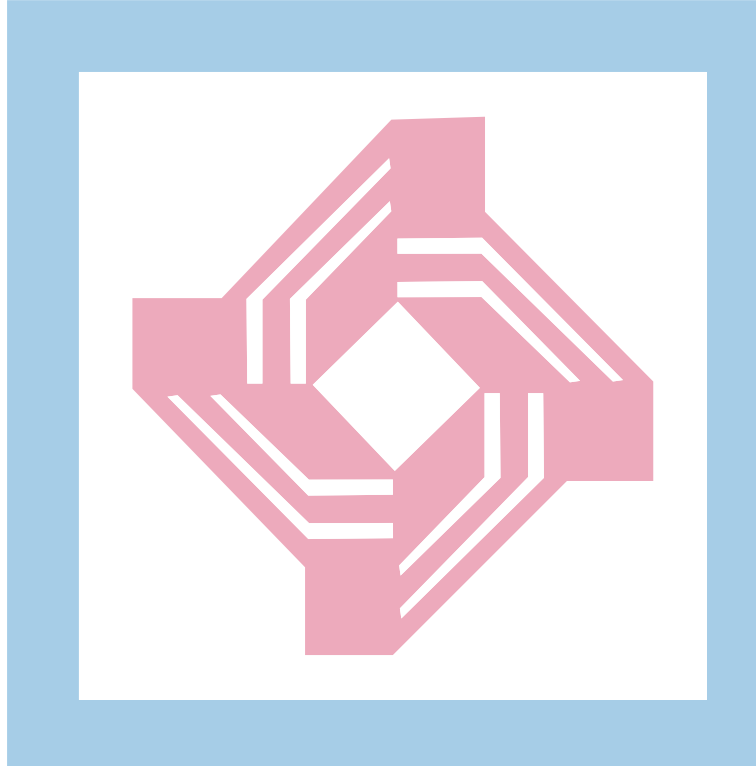
Company Secretary & Compliance Officer

Encl :- A/a



Notice for 16th Annual General Meeting

Date: Friday, 30th June, 2023



Head Office: Chandermukhi, Nariman Point, Mumbai - 400 021

Tel: +91 22 6638 7777 **Email:** investors@centralbank.co.in

Website: www.centralbankofindia.co.in



Important Dates

Date and Time of 16th Annual General Meeting (AGM)	Friday, 30th June, 2023 at 11.00 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)
Cut-off date for ascertaining eligibility of the shareholders to vote on Agenda items of the meeting	Friday, 23rd June, 2023
Remote E-voting	From Monday, 26th June, 2023 at 10.00 a.m. (IST) to Thursday, 29th June, 2023 at 05.00 p.m. (IST)
Book Closure Date	Saturday, 24th June, 2023 to Friday, 30th June, 2023 (both days inclusive)

NOTICE

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting (AGM) of the Shareholders of Central Bank of India will be held on Friday, 30th June, 2023 at 11.00 a.m. (IST) at Head Office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400 021 (deemed venue of the meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:-

Item No.1

To discuss, approve and adopt the Audited Standalone and the Consolidated Balance Sheet of the Bank as at 31st March 2023, Standalone and Consolidated Profit and Loss Account of the Bank for the financial year ended 31st March 2023, 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.

Special Business:-

Item No 2

To approve the appointment of Shri Hardik Mukesh Sheth as Government Nominee Director on the Board of the Bank.

To consider and if thought fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 17 (1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, appointment of Shri Hardik Mukesh Sheth, as Government Nominee Director of the Bank under Section 9(3)(b) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 vide Notification Ref eF.No.6/2/2022-BO.I dated 11th April, 2022 issued by Department of Financial Services, Ministry of Finance, Government of India w.e.f. 11th April, 2022 and until further orders, be and is hereby approved.”

Item No.3

To approve the appointment of Shri M.V. Murali Krishna as Executive Director on the Board of the Bank.

To consider and if thought fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 17 (1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

as amended from time to time, the appointment of Shri M.V. Murali Krishna as Executive Director of the Bank under Section 9(3) (a) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, vide Notification Ref eF.No.4/6/2021-BO.I dated 21st November, 2022 issued by Department of Financial Services, Ministry of Finance, Government of India w.e.f. 01st December, 2022 for a period of three years or until further orders, whichever is earlier be and is hereby approved.”

Item No.4

To approve the appointment of Shri Priavrat Sharma as Non-Official Director under CA category on the Board of the Bank.

To consider and if thought fit, to pass the following as a **Special Resolution:**

“RESOLVED THAT pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the appointment of Shri Priavrat Sharma as Part-time non-official Director under Chartered Accountant category on the Board of Directors of the Bank under Section 9(3) (g) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, vide Notification Ref F.No.6/8/2022-BO.I dated 08th May, 2023 issued by Department of Financial Services, Ministry of Finance, Government of India w.e.f. 08th May, 2023 for a period of three years or until further orders, whichever is earlier be and is hereby approved.”

Item No.5

To consider raising of Equity capital aggregate upto Rs.2500 crore through various modes such as QIP/FPO/ Rights Issue.

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, 2018 (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 of face value of Rs.10 (Rupees Ten only) upto the value of Rs.2500 crore (Rupees Two Thousand Five Hundred 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 organizations, 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 Qualified Institutions Placements (QIP), follow-on-Public Issue (FPO), Rights issue or in combination thereof, 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, 2018 ("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 (DIPP), Ministry of Commerce 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 VI 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 VI of the SEBI ICDR Regulations:

- A. The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VI of the SEBI ICDR Regulations & such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of passing of this resolution.
- B. The Bank in pursuant to provision of Regulation 176(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 on it, to the Managing Director and Chief Executive Officer or Executive Director(s) or such other officer(s) of the Bank or a Committee of Board as it may deem fit to give effect to the aforesaid Resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

Date: June 6, 2023

Place: Mumbai

(Chandrakant Bhagwat)

Company Secretary &
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 setting out the material facts in respect of the Business Item Nos.2 to 5 to be transacted at the meeting is annexed hereto.

2. HOLDING OF AGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM):

Pursuant to General Circular No.10/2022 dated 28th December, 2022, read with other relevant Circulars including General Circular No.20/2020 dated 05th May, 2020 issued by Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI), the Bank is convening the 16th Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The Head Office of Bank shall be deemed to be the venue of the AGM.

3. APPOINTMENT OF PROXY:

Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

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 sent to the Bank through e-mail at smird@centralbank.co.in not less than four days before the date fixed for the meeting i.e. on or before 5.00 PM on Monday, 26th June 2023.

5. No officer or employee of the Bank shall be appointed as Authorised Representative of a shareholder.
6. Since the AGM will be held through VC/OAVM, the route map of venue of meeting is not annexed to this notice.
7. **Registration of email ID and Bank Account details:**

(a) In case the Shareholder's email ID is already registered with the Bank/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case, the shareholder has not registered his/her/their email address with the Bank/its RTA/ Depositories or not updated the Bank Account mandate for receipt of dividend if declared in future, the following instructions are to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.

OR

(ii) In the case of Shares are held in Demat mode:

The Shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

(iii) For Physical Shareholders: Shareholders holding shares in physical form, (whose email ids are not registered) can register their email id and update their Bank account details with Bank's RTA by sending physical copy of duly filled-in ISR-1 form to Link Intime India Pvt Ltd, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

(b) The Notice of the Annual General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Bank/ Depositories, unless any Member has requested for a physical copy of the same, in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 5th January, 2023 (as amended if any). Members may note that the Notice of Annual General Meeting will also be available on the Bank's website www.centralbankofindia.co.in under the link investor relations; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and

BSE Limited. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- (c) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- For shares held in electronic form to their Depository Participants (DPs)
 - For shares held in physical form to the Bank/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16.03.2023. The Bank has sent letters to physical shareholders for furnishing the required details. Members may also refer to letter sent to physical shareholders on Bank's website <https://www.centralbankofindia.co.in/en/node/217707>.
- (d) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Bank's website at https://www.centralbankofindia.co.in/sites/default/files/Form_ISR-4.pdf and on the website of the Bank's Registrar and Transfer Agents, Link Intime India Private Ltd. at <https://web.linkintime.co.in/client-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- (e) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised

to dematerialise the shares held by them in physical form. Members can contact the Bank or RTA, for assistance in this regard.

- (f) As per the provisions of SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 as the case may be. The said forms can be downloaded from the Bank's website <https://www.centralbankofindia.co.in/en/node/217707>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime India Private Limited in case the shares are held in physical form.

8. Norms for furnishing of PAN, KYC, Bank details and Nomination:

SEBI vide circular No. SEBI/ HO/ MIRSD/ MIRSD-PoD-1/ P/ CIR /2023/ 37 dated 16.03.2023 in supersession of SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November 2021 has instructed to mandatorily furnish PAN, KYC details and Nomination by holders of physical securities. Accordingly, it is once again reiterated that all holders and claimants of physical securities shall furnish valid PAN, KYC details, email address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA:

S. No	Form	Purpose
1.	Form ISR-1	To register/update PAN, KYC details
2.	Form ISR-2	To Confirm Signature of securities holder by the Bank
3.	Form ISR-3	Declaration Form for opting-out of Nomination
4	Form SH-13	Nomination Form
5.	Form SH-14	Cancellation or Variation of Nomination (if any)

All above Forms [ISR-1, ISR-2, ISR-3, SH-13, SH-14] and the said SEBI circular are available on bank's website www.centralbankofindia.co.in under Investor Relations section. Folios wherein any one of the cited details / documents (i.e. PAN, KYC, Bank Details and Nomination) is not available with us/RTA, on or after 1st October 2023, shall be frozen as per the aforesaid SEBI circular.

- **Freezing of Folios without PAN, KYC details and Nomination.**

- a) The folios wherein any one of the cited document/details as in para above are not available on or after October 01, 2023, shall be frozen by the RTA
- b) The security holder(s) whose folio(s) have been frozen shall be eligible:
 - to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned in para above
 - for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Bank to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 4 of this Circular
- c) Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
- d) The RTA shall revert the frozen folios to normal status upon receipt of all the Documents/ details as in para above.

9. Instructions for e-voting and joining the Annual General Meeting are as follows:

a) Instructions for Shareholders/Members to attend the Annual General Meeting through VC/OAVM:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Pvt. Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding,

Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 2500 members only.

Shareholders/ Members will be provided with InstaMeet facility for attending the AGM through VC/OAVM wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>>

Click on "Login", Select the "**Company**" and "**Event Date**" and register with your following details: -

 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Bank
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call at Telephone no. 022-4918 6175.

b) Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at **e-mail: smird@centralbank.co.in from 20th June, 2023 at 10.00 am to 27th June, 2023 at 5.00 Pm.**

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Other shareholder may ask questions to the panelist, via active chat-board during the meeting. Shareholders are requested to remember speaking serial number and start conversation with panelist by switching on video mode and audio of the device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at e-mail: smird@centralbank.co.in on or before 23rd June, 2023. The same will be replied by the Bank suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

c) Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/

members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- ii. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on '**Submit**'.
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
- v. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through VC/OAVM by InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case, the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call at Telephone no. 022-4918 6175.

10. REMOTE E-VOTING:

In compliance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in compliance with SEBI circular dated

December 9, 2020 on e-Voting facility provided by Listed Companies, 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 Link Intime India Pvt. Limited, Registrar and Share Transfer Agent of the Bank to facilitate remote e-voting.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating

seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

The remote e-voting period begins on Monday, 26th June, 2023 at 10.00 a.m. and ends on Thursday 29th June 2023 at 05.00 p.m. 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. Friday, 23rd June 2023, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Pvt. Limited for voting thereafter.

The process and instructions for remote e-voting and login method for Individual shareholders holding securities in demat mode/ physical mode is given below::

❖ **Login for Individual shareholders holding securities in demat mode/ physical mode is given below :-**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If shareholder is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. Shareholder will have to enter your User ID and Password. • After successful authentication, Shareholder will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and will be able to see e-Voting page. Click on Bank name or Link Intime name and shareholder will be re-directed to e-Voting service provider i.e. Link Intime website for casting of the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdEASDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. Shareholder will have to enter their User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, shareholder will be redirected to NSDL Depository site wherein he/she can see e-Voting page. Click on Bank name or Link Intime name and he/she will be redirected to e-Voting service provider website i.e. https://instavote.linkintime.co.in for casting his/her vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. Link Intime. Click on Link Intime name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> Shareholder can also login using the login credentials of his/her demat account through their Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, shareholder will be able to see e-Voting option. Once he/she click on e-Voting option, he/she will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/she can see e-Voting feature. Click on Bank name or Link Intime name and he/she will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated).

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

If Shareholders holding shares in Physical Form have forgotten password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter)

NOTE:

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

❖ **Cast your vote electronically**

- i. After successful redirecting, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Bank, you choose to vote.
- ii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- iii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- iv. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- v. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- vi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **Guidelines for Institutional shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are

required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

❖ **General Guidelines for all shareholders:**

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

- In case the shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

- 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 Friday, 23rd June 2023. 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.
- 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. Friday, 23rd June 2023 only shall be entitled to avail the facility of remote e-voting and e-voting at AGM.
- Any person who becomes a member of the Bank after sending of the Notice of the Meeting vide e-mail and holding shares as on the cut-off date i.e. Friday, 23rd June, 2023, may obtain the User ID and password in the manner as mentioned herein above.
- A copy of this notice has been placed on the website of the Bank and also on the website of Link Intime India Pvt. Limited.
- S. N. ANANTHASUBRAMANIAN & CO, Company Secretaries has been appointed as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding two (2) 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.
- The Results declared alongwith the Scrutinizer's Report shall be placed on the Bank's website www.centralbankofindia.co.in and on the website of Link Intime India Pvt. Limited 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.

11. CLOSURE OF REGISTER OF SHAREHOLDERS:

The Register of Shareholders and Share Transfer Books of the Bank will remain closed from Saturday 24th June, 2023 to Friday, 30th June, 2023 (both days inclusive).

12. 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.

13. Outcome of Meeting:

The resolutions shall be deemed to be passed at the Head Office of the Bank on the date of AGM subject to receipt of the requisite number of votes in the favour of resolutions.

14. Recorded Transcript/Proceeding of the Meeting:

Proceeding of AGM held through VC/OAVM shall be made available on the website of the Bank www.centralbankofindia.co.in under Investor Relations section as soon as possible.

15. 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 in the meeting.

16. Shareholders may also access the Annual Report from the Bank's website for the Meeting.

17. 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.

18. UNCLAIMED DIVIDEND, IF ANY

The shareholders who have not encashed their Dividend Warrants / or have not received dividend declared are requested to contact the Registrar and Share Transfer Agent or the Bank.

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 to the Bank. The shareholders, whose unclaimed dividends have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

For details, please refer to Corporate Governance Report which is a part of this report and FAQ of investor page on Bank's website under the following web link <https://www.centralbankofindia.co.in/sites/default/files/FAQ-for-Shareholders.pdf>

EXPLANATORY STATEMENT

Agenda Item No. 2

To approve the appointment of Shri Hardik M Sheth as Government Nominee Director on the Board of the Bank.

In exercise of powers under clause (b) of sub-section (3) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the Central Government, vide its Notification Ref No eF.No.6/2/2022-BO.I dated 11.04.2022 has appointed Shri Hardik Mukesh Sheth as the Nominee Director of Government of India on the Board of Central Bank of India with effect from 11.04.2022 and until further orders.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015, Bank shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting. Accordingly, approval of shareholders is required in the AGM for appointment of Shri Hardik M Sheth as the Government Nominee Director on the Board of the Bank.

Brief profile of Shri Hardik Mukesh Sheth in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with para 1.2.5 of the Secretarial Standard No. 2 on General Meetings has been given in this Explanatory Statement hereinafter:

Name	Shri Hardik Mukesh Sheth
DIN	Not Applicable
Age	44 years
Nationality	Indian
Date of Appointment	11th April, 2022
Education Qualifications	MBA (Finance) and US CPA
Brief resume including expertise in specific functional areas	Presently, Shri Hardik Mukesh Sheth is working as Director with Department of Financial Services, Ministry of Finance, Government of India. Prior to joining the Ministry, Shri Hardik Sheth was associated with few multinational as well as Public Sector Bank (State Bank of India). He has more than 18 years of experience in diversified areas. He has worked across various functions, including Risk Management, Credit Management, Corporate Credit, Branch Operations, and Administration. He has an experience of handling large team sizes and various branches under himself. He brings with him a holistic view of the Banking industry.
Directorships held in other companies	Nil
Memberships / Chairmanships of committees of other companies	Nil
Disclosure of relationships between directors inter-se	No relationship per se.
Listed entities from which the director has resigned in the past three years	Nil

For other details such as number of meetings attended during the year, number of equity shares held and remuneration drawn by the Director, please refer to the Corporate Governance Report in the Annual Report.

The Board of Directors recommends passing of the Ordinary Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolution, except to the extent of their shareholding in the Bank.

Agenda Item No. 3

To approve the appointment of Shri M.V. Murali Krishna as Executive Director on the Board of the Bank.

In exercise of powers conferred by the proviso to clause (a) of sub-section (3) of section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, by the Central Government, Shri. M.V. Murali Krishna has been appointed as Executive Director on the Board of the Bank, for a period of three years with effect from the date of assumption of office, i.e., from 01.12.2022 or until further orders, whichever is earlier.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015, Bank shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting. Accordingly, approval of shareholders is required in the AGM for appointment of Shri M.V. Murali Krishna as Executive Director on the Board of the Bank.

Brief profile of Shri M.V. Murali Krishna in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with para 1.2.5 of the Secretarial Standard No. 2 on General Meetings has been given in this Explanatory Statement hereinafter.

Name	Shri M.V. Murali Krishna
DIN	09021111
Age	55 years
Nationality	Indian
Date of Appointment	1st December, 2022
Education Qualifications	MBA in Banking and Finance
Brief resume including expertise in specific functional areas	<p>Shri Malladi Venkat Murali Krishna joined as Executive Director of Central Bank of India with effect from 01st December, 2022.</p> <p>Prior to joining Central Bank of India, he worked as Chief General Manager of Bank of Baroda. Shri M.V. Murali Krishna has more than 31 years of experience in Banking industry. He began his career with Bank of Baroda as Probationary Officer and has over three decades of professional banking experience in leadership roles.</p> <p>Shri Murali Krishna was Head of Corporate & Institutional Credit – Large Corporate at Bank of Baroda.</p> <p>His expertise extends to all major areas of banking, including Corporate Credit, International Operations, Rural and Agriculture Banking, Financial Inclusion, NRI business etc</p> <p>During his long stint in the Banking Industry, he worked from branches to regional offices and from overseas territory to corporate office. He successfully handled the responsibilities such as Head of Large Corporate, Head of International Operations, Head of Rural & Agriculture Department and Head of Financial Inclusion Department. Shri Murali Krishna also held position as a Director on the Board of BOB Capital Finance Ltd, Baroda Gujarat Gramin Bank and AFC Ltd (Agriculture Finance Corporation).</p>
Directorships held in other companies	1. Cent Bank Financial Services Limited (Unlisted Company)
Memberships / Chairmanships of committees of other companies	Nil
Disclosure of relationships between directors inter-se	No relationship per se.
Listed entities from which the director has resigned in the past three years	Nil

For other details such as number of meetings attended during the year, number of equity shares held and remuneration drawn by the Director, please refer to the Corporate Governance Report in the Annual Report.

The Board of Directors recommends passing of the Ordinary Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolution, except to the extent of their shareholding in the Bank.

Agenda Item No. 4

To approve the appointment of Shri Priavrat Sharma as Part time Non-Official Director under CA category on the Board of the Bank.

In exercise of powers under clause (g) of sub-section (3) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, read with item (b) of sub-clause (2) of clause (9) the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970, the Central Government, vide its Notification Ref No F.No.6/8/2022-BO.I dated 08.05.2023 has appointed Shri Priavrat Sharma as Non-Official Director under CA category on the Board of the Bank w.e.f 08.05.2023 for a period of three years and until further orders, whichever is earlier.

Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015, Bank shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting. Accordingly, approval of shareholders is required in the AGM for appointment of Shri Priavrat Sharma as Non-Official Director under CA category on the Board of the Bank.

Brief profile of Shri Priavrat Sharma in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with para 1.2.5 of the Secretarial Standard No. 2 on General Meetings has been given in this Explanatory Statement hereinafter.

Name	Shri Priavrat Sharma
DIN	06972771
Age	52 Years
Nationality	Indian
Date of Appointment	08th May, 2023
Education Qualifications	B.Com, FCA
Brief resume including expertise in specific functional areas	Shri Priavrat Sharma is having experience of more than 27 years in area of Audit, Due Diligence, Taxation, Financial planning, Company Law matters, Information system Audit, FEMA, Management Consultancy etc., Shri Priavrat Sharma is Partner of Priavrat Sharma & CO, (CA Firm), Jaipur.
Directorships held in other companies	1. Brahm Federation of Commerce and Industry (unlisted Company)
Memberships / Chairmanships of committees of other companies	Nil
Disclosure of relationships between directors inter-se	No relationship per se.
Listed entities from which the director has resigned in the past three years	Nil

The Board of Directors recommends passing of the Special Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolution, except to the extent of their shareholding in the Bank.

Item No.5

To consider raising of Equity capital aggregate upto Rs.2500/ crore through various modes like QIP/FPO/ Rights Issue.

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%. The Bank will be requiring capital to meet the prescribed capital adequacy ratio (CRAR). The CRAR of the Bank during the FY 2022-23 is 14.12% (Tier I – 12.11% (includes CCB), Tier II – 2.01%)

Keeping in view of increase in Business projection of 12%-14%, to maintain health CRAR in F.Y. 2023-24 and to increase public shareholding in Bank, Bank has decided to raise the equity capital aggregate upto Rs.2500 Crore through various modes like QIP/FPO/Rights Issue. These options will be exercised by the Bank as per the requirement and based on the prevailing market conditions.

The said equity capital will be raised with due approvals from the Government of India, Reserve Bank of India and such other authorities as laid down in The Banking Companies (Acquisition and Transfer of Undertakings) Act 1970, The Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970 and subject to the relevant guidelines / regulations of SEBI.

The Board of Directors at their meeting held on 29th April, 2023 had given their approval to raise an capital upto Rs.2500/- crore through the different available options.

The Capital Adequacy Ratio of the Bank as on 31st March, 2023 is 14.12%. The Authorized Capital of the Bank is, at present, Rs.10000/- crore. The Paid up Equity Share capital of the Bank as on 31st March, 2023 is Rs. 8680.93 Crore.

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:

- The relevant date for the purpose of pricing of the Equity Shares would be, pursuant to Chapter VI 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;

- 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
- 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 365 days of the date of passing the above Resolution;
- 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.
- 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;
- The eligible securities allotted under the qualified institutions placement shall not be sold by the allottee for a period of one year from the date of allotment except on recognised Stock exchange.
- The Bank, its Promoter or Directors is not a fugitive economic offender.
- The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank including dividend

The Board of Directors recommends passing of the Special Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolutions, except to the extent of their shareholding in the Bank.

BY ORDER OF THE BOARD OF DIRECTORS

Date: June 6, 2023
Place: Mumbai

(Chandrakant Bhagwat)
Company Secretary &
Compliance Officer