

CO:MBD:2014-15:1516

8<sup>th</sup> December, 2014

General Manager  
Corporate Relationship Deptt  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400001

Fax: 2272 2061 / 41 / 39 / 37

Dear Sir/Madam,

**Sub : Raising of Equity Capital by way of preferential allotment  
- Press Clippings of Notice of Extra-ordinary General Meeting (EGM)**

Please refer to our letter no. CO:MBD:2014-15:1513 dated 6<sup>th</sup> December 2014 submitting thereby copies of notice of Extra-ordinary General Meeting (EGM) of shareholders of the Bank scheduled to be held on Tuesday, 30<sup>th</sup> December, 2014 at 11.00 A.M. at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital/Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai - 400 056 to consider and if thought fit, to pass necessary special resolution for giving authority to the Board of Directors/Capital Raising Committee of the Board to create, offer, issue and allot upto 8,28,90,000 equity shares to Life Insurance Corporation of India of the face value of Rs. 10/- each on preferential basis at a price of Rs. 75.55 per Equity Share determined in accordance with SEBI ICDR Regulations, 2009 aggregating upto Rs. 626.23 crore subject to all necessary regulatory approvals and compliance with the SEBI ICDR Regulations, 2009.

Further to above, we have also published Notice of EGM, in following newspapers:

1. Business Standard (English) All Editions 08.12.2014;
2. Business Standard (Hindi) All Editions 08.12.2014

A copy of press clippings published in Mumbai Edition of abovesaid newspapers are enclosed herewith.

Please take the above on your record.

Thanking you,  
Yours faithfully,  
For CENTRAL BANK OF INDIA



ASSTT GENERAL MANAGER-MBD/  
COMPANY SECRETARY



Encls: As above

चंदर मुखी, नरिमान पॉइंट, मुंबई - 400 021 • दूरध्वनी : 22026428,66387777 • फैक्स : (91-22) 22044336  
चंदर मुखी, नरिमान पॉइंट, मुंबई - 400 021 • दूरध्वनी : 22026428,66387777 • फैक्स : (91-22) 22044336  
Chander Mukhi, Nariman Point, Mumbai - 400 021 • Tel.: 2202 6428,6638 7777 • Fax: (91-22) 2204 4336





# सेंट्रल बैंक ऑफ़ इंडिया Central Bank of India

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

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

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** an Extra-ordinary General Meeting of the shareholders of Central Bank of India will be held on Tuesday, 30th December, 2014 at 11.00 A.M. at Sir Sorabji Pochkhanawala Banker's Training College, Near Cooper Hospital / Reliance Energy Office, JVPD Scheme, Vile Parle (West), Mumbai - 400056 to transact the following business:

**To consider and if thought fit, to pass with or without modification the following as a Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the 'Act') read with The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the 'Scheme') and Central Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as the 'Regulations') and subject to the approvals, consents, sanctions, if any, of Government of India(Gol), Reserve Bank of India (RBI), 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 SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and regulations prescribed by RBI 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 upto 8,28,90,000 Equity Shares to Life Insurance Corporation of India of the face value of ₹10/- each on preferential basis at a price of ₹ 75.55 per Equity Share determined by the Board in accordance with Regulation 76 of SEBI ICDR Regulations aggregating upto ₹ 626,23,39,500.00 (Rupees Six Hundred Twenty Six Crore, Twenty Three Lac, Thirty Nine Thousand, Five Hundred Only)."

**"RESOLVED FURTHER THAT the 'Relevant Date'** for determination of the Issue Price is 28-11-2014."

**"RESOLVED FURTHER THAT** the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Gol/RBI/SEBI/Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions for the issue, allotment and listing thereof and as agreed to by the Board."

**"RESOLVED FURTHER THAT** the said equity shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations and shall rank 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 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 deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares 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 authorised to delegate all or any of the powers herein conferred on it, to the Chairman and Managing Director or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

**NOTES:**

**1. Appointment of Proxy**

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

The instrument appointing proxy should, however be deposited at the Head Office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400021 **not less than four days** before the date fixed for the meeting i.e. on or before **5.00 PM on Wednesday, 24<sup>th</sup> December, 2014.**

**2. 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 or any body corporate which is a shareholder of the Bank, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be a true copy by the chairman of the meeting at which it was passed, has been deposited at the Head Office of the Bank situated at Chandermukhi, Nariman Point, Mumbai - 400021 not less than **four days** before the date fixed for the meeting i.e. on or before **5.00 PM on Wednesday, 24<sup>th</sup> December, 2014.**

3. In compliance with clause 35B of the Listing Agreement entered into with the Stock Exchanges read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Bank with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The cut-off date for determining the eligibility of shareholders to exercise e-voting is Friday, 28<sup>th</sup> November 2014. The e-voting period begins on Monday, 22<sup>nd</sup> December, 2014 (10:00 AM) and ends on Wednesday, 24<sup>th</sup> December, 2014 (5:00 PM). Please note e-voting is optional.

4. Notices along with explanatory statement, process & instructions for e-voting, Proxy Form and Attendance Slip-cum-Entry Pass, are being posted / e-mailed individually to all shareholders. Complete text of the Notice is also made available on the website of the Bank i.e., [www.centralbankofindia.co.in](http://www.centralbankofindia.co.in) under the link "Investor Relation".

**BY ORDER OF THE BOARD OF DIRECTORS  
for CENTRAL BANK OF INDIA**

Sd/-

**(A K DAS)**

Place: Mumbai  
Date: 03.12.2014

Assistant General Manager-MBD/  
Company Secretary