



NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the shareholders of Central Bank of India will be held on Friday, 28th June, 2019 at 12.00 Noon on 9th Floor at the head office of the Bank situated at Chandermukhi, Nariman Point, Mumbai- 400 021 to transact the following business :

- 1) To discuss, approve and adopt the Audited Stand Alone and the Consolidated Balance Sheet of the Bank as at 31st March 2019, Stand Alone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March 2019, 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.
- 2) To raise Capital through FPO/Rights Issue/QIP etc.

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 upto the value of Rs. 5,000/- crore (Rupees Five Thousand 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 organisations, 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 public issue (i.e. follow-on-Public Issue) and/ or rights issue and/or private placement, 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, Ministry of Commerce (DIPP) 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 VIII of the SEBI ICDR Regulations & such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months 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 to the Managing Director and Chief Executive Officer or Executive Director(s) or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

Anand Kumar Das

Deputy General Manager

Company Secretary

Place: Mumbai
Date: 22.05.2019

NOTES:

1. EXPLANATORY STATEMENT

The Explanatory Statement setting out the material facts in respect the business of the meeting is annexed hereto.

2. 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 Friday 21st June, 2019 being the immediate preceding working day to Sunday, 23rd June, 2019 which is holiday.

3. 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 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 Friday 21st June, 2019 being the immediate preceding working day to Sunday, 23rd June, 2019 which is holiday.

4. No officer or employee of the Bank shall be appointed as Authorised Representative or proxy of a shareholder.



5. ATTENDANCE SLIP-CUM-ENTRY PASS:

For the convenience of the shareholders, attendance slip-cum-entry pass is enclosed with this notice. Shareholders/proxy holders/representatives are requested to affix their signature at the space provided therein and surrender the same at the venue. Proxy holders / Authorised Representatives should state on the attendance slip-cum-entry pass as "Proxy or Authorised Representative" as the case may be and should have proof of their identity by getting their signature attested by the shareholder.

6. CLOSURE OF REGISTER OF SHAREHOLDERS:

The Register of Shareholders and Share Transfer Books of the Bank will remain closed from 25th June, 2019 (Tuesday) to 28th June, 2019 (Friday) (both days inclusive).

7. 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.

8. 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 (by poll or by show of hands) in the meeting.

9. Shareholders are requested to bring their copies of the Annual Report to the Meeting.

10 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.

However, if you are still interested in holding the shares in physical form and not opting for demat, please provide us with the following Bank details to enable us to credit your Account with the dividend (as and when declared) directly.

- Name of the Bank
- Address of the Branch
- Bank Account Number
- 9 digit MICR code of the branch
- IFSC code of the Branch

(preferably, send us a cancelled cheque/ copy of a cheque leaf).

Please note that the Bank Account should be in the name of the 1st holder of shares.

11 Intimation to shareholders holding shares in dematerialised form:

It is our constant endeavor to provide the best services to our valued shareholders. We observe that there are some shareholders who are holding shares in demat form but have not registered/updated their Bank account details with their Depository Participants (DPs) for getting Dividend amount directly credited to their Bank accounts. Accordingly, Dividend declared earlier, was paid to them by sending Dividend Warrant (DW) to the addresses maintained by them with Depositories.



It is worth noting that if such shareholders had registered / updated their Bank Account particulars with their DPs, the Dividend Amount would have been credited directly to their bank account thus, ensuring faster receipt of Dividend right on due date, saving time spent on receiving dividend warrant by post, no requirement for visiting bank for depositing the Dividend Warrant, non-apprehension of loss / theft of dividend warrant in transit or the likelihood of fraudulent encashment thereof.

We accordingly suggest these shareholders to register/ update their Bank Account details i.e. Bank Name, Branch Address, Account No., Account Type, Nine Digit MICR Code Number as appearing on cheque issued by their banks, with their Depository Participant with whom they are maintaining their Demat Account, to facilitate credit of dividend amount (as and when declared) directly to their Bank accounts right on due date. In addition to this, they may also send directly to the Bank or its RTA namely, Link Intime India Pvt. Limited abovesaid bank details with mandate to credit all future dividend amounts, refund amounts or other remittances, if any, to their bank accounts instead of sending any Dividend warrant, cheque, Demand Draft , etc.

12. UNCLAIMED DIVIDEND, IF ANY

The shareholders who have not encashed their Dividend Warrants / or have not received dividend for any of the previous years are requested to contact the Registrar and Share Transfer Agent or the Bank for arranging payment thereof directly to their Bank A/c or for issue of duplicate dividend warrant/Demand Draft.

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 either to the Bank or to the IEPF.

13. Voting through electronic means

- I. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.

The process and instructions for remote e-voting are as under :

- (i) The remote e-voting period begins on Tuesday, 25th June 2019 at 10.00 AM and ends on Thursday, 27th June 2019 at 05.00 PM. 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, 21st June 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker pasted on the EGM Notice, indicated in the PAN field.



Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or Bank, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Bank selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company/entity on which they are eligible to vote, provided that company/entity opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of CENTRAL BANK OF INDIA on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- II. 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, 21st June, 2019. 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.

- III. 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, 21st June, 2019 only shall be entitled to avail the facility of remote e-voting and e-voting/poll at AGM.
- IV. Any person who becomes a member of the Bank after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 21st June 2019, may obtain the User ID and password in the manner as mentioned herein above.
- V. A copy of this notice has been placed on the website of the Bank and the website of CDSL.
- VI. Shri Ankur Kumar of EZY Laws, Advocates & Corporate Legal Advisors has been appointed as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) 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.
- VIII. 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 CDSL 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.



EXPLANATORY STATEMENT

To raise Capital through FPO/Rights Issue/QIP etc.

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% by March 31, 2020. The Bank will be requiring capital to meet the prescribed capital adequacy ratio (CRAR) on ongoing basis. Therefore, your Directors have decided to raise equity capital upto Rs. 5,000/- crore (Rupees Five Thousand Crore Only) through various modes such as- Follow-on-Public Issue, Rights Issue, Private Placement including Qualified Institutions Placements, etc. subject to approval of Government of India, Reserve Bank of India and other regulatory authorities and in accordance with all applicable regulations including the SEBI (ICDR) Regulations. 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:

- i. The relevant date for the purpose of pricing of the Equity Shares would be, pursuant to Chapter VIII 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;
- ii. 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.
- iii. 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 12 months of the date of passing the above Resolution;
- iv. 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.
- v. 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;
- vi. The Securities shall not be eligible to be transferred/ sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.
- vii. The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank including dividend.

Your Directors recommend passing of the Special Resolution as mentioned in the notice for this agenda.

The Directors of the Bank may be deemed to be concerned with or interested in the resolution to the extent of their shareholding in the Bank in their individual capacity.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai
Date: 22.05.2019

Sd/-
Anand Kumar Das
Deputy General Manager
Company Secretary