



RELATED PARTY TRANSACTION POLICY

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1. Preface

The Board of Directors (the “Board”) of Central Bank of India, has adopted the following policy and procedures with regard to materiality of Related Party Transactions and on dealing with related party transactions as defined below in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with the Listing Agreement entered into with the Stock Exchanges, as part of Corporate Governance norms.

However, the Bank shall comply with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with the Listing Agreement to the extent it does not violate our respective statutes and guidelines or directives issued by regulatory authorities as the Bank is not a company under Companies Act but a body corporate constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and is regulated by Reserve Bank of India. The Audit Committee of the Board will review and may amend this policy from time to time.

The policy has been formulated to regulate transactions between the Bank and its Related Parties based on the laws and guidelines applicable to the Bank.

2. Objective

The policy is framed as per the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with the Listing Agreement entered into by the Bank with the Stock Exchanges and intended to ensure proper approval and reporting of transactions between the Bank and its Related Parties and subsequent material modifications. Such transactions shall be appropriate only, if they are in the best interest of the Bank and its shareholders.

3. Definitions

“Arm’s length transaction” “Arm’s length transaction” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

“Associate” means an enterprise in which the Bank has significant influence and which is neither a subsidiary nor a joint venture of the Bank.

“Audit Committee of the Board (ACB)” ACB means a Committee of the Board constituted by the Board of Directors as per the guidelines of the Reserve Bank of India (RBI)/GOI/SEBI (LODR) Regulation, 2015. The ACB provides direction as well as overseeing the operation of the total audit function of the Bank, which includes the organization, operationalization and quality control of internal audit and inspection within the Bank and follow –up on the statutory/external audit of the Bank and inspections of the RBI.

“Board” means Board of Directors of the Bank in terms of Section 9 (3) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.

“Control” –

- a. ownership, directly or indirectly, of more than one half of the voting power of the Bank, or
- b. control of the composition of the board of directors of the Bank
- c. a substantial interest in voting power and the power to direct, by statute or agreement, the financial and/or operating policies of the Bank.

“Joint Venture” means a contractual arrangement whereby two or more parties undertake an economic activity, which is subject to joint control.

“Key Managerial Personnel (KMP)” means those persons who have the authority and responsibility for planning, directing and controlling the activities of the Bank. Only Managing Director and Chief Executive Officer & Executive Directors are considered as KMP.

“Material Related Party Transaction” means a transaction with a related party if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower.

“Policy” means Related Party Transaction Policy.

“Related Party” – means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
- (b) any person or any entity, holding equity shares:
 - (i) of twenty per cent or more; or
 - (ii) of ten per cent or more, with effect from April 1, 2023

in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year shall be deemed to be a related party

“Related Party Transaction” means a transaction involving a transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries.

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract:

Provided that the following shall not be a related party transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding
 - i. payment of dividend;
 - ii. subdivision or consolidation of securities;
 - iii. issuance of securities by way of a rights issue or a bonus issue; and
 - iv. buy-back of securities.
- (c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the SEBI.

“Relative” Relative with reference to any person, means anyone who is related to another, if—

- ✓ they are members of a Hindu Undivided Family;
- ✓ they are husband and wife; or

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- Father includes Step Father
- Mother includes Step Mother
- Son include Step Son
- Son’s wife
- Daughter includes Step Daughter
- Daughter’s Husband
- Brother includes Step Brother
- Sister includes Step Sister

“Material Modifications” in relation to any transaction shall mean modification of such transaction resulting in change of more than 10% of total monetary value of such transaction as last approved.

“Subsidiary” means a company:

- (a) in which the Bank holds, either by itself and/or through one or more subsidiaries, more than one-half in nominal value of its equity share capital; or
- (b) of which the Bank controls either by itself and/or through one or more subsidiaries, the composition of its Board of Directors.

4. Approval for Related Party Transactions

4.1 All Related Party Transactions (RPTs) and subsequent material modifications shall require prior approval of the Audit Committee of the Board (ACB) of the Bank provided that only those members of the audit committee, who are independent directors, shall approve related party transactions. Provided further that :

- a. the Audit Committee of the Board of the Bank shall define “material modifications” and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;
- b. a related party transaction to which the subsidiary of the Bank is a party but the Bank is not a party, shall require prior approval of the Audit Committee of the Bank if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the Bank;
- c. with effect from April 1, 2023, a related party transaction to which the subsidiary of the Bank is a party but the Bank is not a party, shall require prior approval of the audit committee of the Bank if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;
- d. prior approval of the audit committee of the Bank shall not be required for a related party transaction to which the listed subsidiary is a party but the Bank is not a party, if regulation 23 and sub-regulation (2) of 15 of SEBI (Listing Obligations and Disclosure Requirements) of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (d) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

- 4.2 ACB may grant omnibus approval for Related Party Transactions proposed to be entered into by the Bank subject to the following conditions:
- a. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Bank and such approval shall be applicable in respect of transactions which are repetitive in nature.
 - b. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Bank;
 - c. Such omnibus approval shall specify:
 - i. the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that shall be entered into,
 - ii. the indicative base price / current contracted price and the formula for variation in the price if any and

iii. such other conditions as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

- d. Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the Bank pursuant to each of the omnibus approval given.
- e. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year

4.3 All material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation 4.1 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not

Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

Provided further that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved

4.4 The provisions of rules mentioned in points 4.1, 4.2 and 4.3 shall not be applicable in the following cases:

- i. transactions entered into between two government companies;
- ii. transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- iii. transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

Explanation - For the purpose of clause (i), "government company(ies)" means Government company as defined in sub-section (45) of section 2 of the Companies Act, 2013

Accordingly, the transaction entered into by the Bank with the related parties i.e subsidiaries Co., & Associate of Bank are exempted from seeking prior approval of ACB.

- 4.5 The provisions of this regulation shall be applicable to all prospective transactions.
- 4.6 All existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations.
- 4.7 The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website:
Provided that a ‘high value debt listed entity’ shall submit such disclosures along with its standalone financial results for the half year:
Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results
Provided further that the listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.

4.8 Type of Related Party Transactions to be covered

A. In line with RBI Master Circular RBI/DOR/2021-22/83- DOR.ACC.REC. No.45/21.04.018/2021-22 dated 30th August, 2021 as amended – Master Direction on Financial Statement – Presentation & Disclosures (Accounting Standard 18), the following transactions will be covered such as:

- i) Borrowings
- ii) Deposit
- iii) Placement of deposits
- iv) Advances
- v) Investments
- vi) Non-funded commitments
- vii) Leasing/HP arrangements availed
- viii) Leasing/HP arrangements provided
- ix) Purchase of fixed assets
- x) Sale of fixed assets
- xi) Interest paid
- xii) Interest received
- xiii) Rendering of services
- xiv) Receiving of services
- xv) Management contracts

The illustrative disclosure format recommended by the ICAI as a part of General Clarification (GC) 2/2002 has been suitably modified by RBI to suit Banks and the illustrative format of disclosure by banks for the AS 18 is annexed as Annexure -1.

B. As per listing Regulations: - Related Party Transaction” means a transaction involving

a transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries.

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract

4.9 List of Related Parties

- (a) Key Managerial Personnel
- (b) Subsidiaries (At present, Cent Bank Financial Services Ltd. and CentBank Home Finance Ltd.)
- (c) Associates : At present, following are associates
 - (I) Regional Rural Banks-
 - i) Uttar Bihar Gramin Bank
 - ii) Uttarbanga Kshetriya Gramin Bank
 - (II) Indo – Zambia Bank Limited

4.10 Identification of Potential Related Party Transactions

- a. Each Director and Key Managerial Personnel is responsible for providing notice to the Audit Committee, of any potential Related Party Transaction (other than pre-approved transactions as contained in para 4.10 below) involving him or her on his or her Relative, including any additional information about the transaction that the Audit Committee may reasonably request. The Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with the policy.
- b. The notice of any such potential Related Party Transaction should be given to the Audit Committee well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

Details required for ascertaining related party

- I. Declaration/Disclosure of interest by all the Directors and Key Managerial Persons (KMP) in the prescribed form as per annexure – 2.
- II. Declaration of relatives by all Directors and KMPs.
- III. Declaration about a firm in which director or KMP is a member or Director.
- IV. Declaration about a private company in which director or KMP is a member or Director.
- V. Declaration regarding a public company in which a director or KMP is a Director and holds along with the relatives more than 2% of the paid up share capital.
- VI. Notices from Directors of any change in particulars of Directorship or in the position during the year .
- VII. Declaration by holding company regarding Directors/KMPs and their relatives.

- VIII. Details of any body corporate whose Board of Directors, Managing director or KMP is accustomed to act in accordance with advice, directions or instructions of a director or KMP of the Bank.
- IX. Details of any person on whose advice, directions or instructions a director or KMP is accustomed to act. Provided that nothing in point no. VIII & IX shall apply to the advice, directions or instructions given in a professional capacity.
- X. Details of any company which is
 - a. a holding, subsidiary or an associate company of such company or
 - b. a subsidiary of a holding company to which it is a subsidiary.

4.11 Procedure for seeking approval of Related Party Transactions

As and when any transaction is contemplated with any Related Party, the concerned office entertaining the request shall submit to the Board Secretariat at Central Office, the details of proposed transaction with details/draft contract/ draft agreement or other supporting documents justifying that the transactions are on arm's length basis in an ordinary course of business at prevailing market rate. Based on this, the Board Secretariat shall appropriately take it up for necessary prior approvals from the Audit Committee at its next meeting and convey back the decision to the originator.

The Board Secretariat shall maintain records indicating particulars of all contracts or arrangements and thereafter the same shall be placed before the next meeting of the Board.

4.12 Review and Approval of Related Party Transactions

Related Party Transactions will be referred to the next regularly scheduled meeting of Audit Committee for review and approval. Any member of the Board who has interest in any related party transaction will rescue himself and abstain from discussion and voting on the approval of the related party transaction.

4.12.1 Information to be reviewed by the Audit Committee for approval of RPTs

The Bank shall provide the following information, for review of the audit committee for approval of a proposed RPT:

- a) Type, material terms and particulars of the proposed transaction
- b) Name of the related party and its relationship with the Bank or its subsidiary, including nature of its concern or interest (financial or otherwise);
- c) Tenure of the proposed transaction (particular tenure shall be specified);
- d) Value of the proposed transaction;
- e) The percentage of the Bank's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual

- turnover on a standalone basis shall be additionally provided);
- f) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Bank or its subsidiary:
- i. details of the source of funds in connection with the proposed transaction;
 - ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
 - nature of indebtedness
 - cost of funds; and
 - tenure;
 - iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
- g) Justification as to why the RPT is in the interest of the Bank;
- h) A copy of the valuation or other external party report, if any such report has been relied upon;
- i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis
- j) Any other information that may be relevant

The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

If the Audit Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Information to be provided to shareholders for consideration of RPTs

The notice being sent to the shareholders seeking approval for any proposed RPT shall, include the following information as a part of the explanatory statement:

- a) A summary of the information provided by the management of the Bank to the audit committee as specified in point 4.12.1 above;
- b) Justification for why the proposed transaction is in the interest of the Bank
- c) A statement that the valuation or other external report, if any, relied upon by the Bank in relation to the proposed transaction will be made available through the registered email address of the shareholders;
- d) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
- e) Any other information that may be relevant;

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee or Shareholders:

- a. Any transaction that involves providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Bank or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- b. Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Bank and all holders of such securities receive the same benefits pro rata as the Related Party.

5. **Secrecy Provisions**

In terms of paragraph 5 of Accounting Standard 18, the disclosure requirements do not apply in circumstances when providing such disclosures would conflict with the reporting enterprise's duties of confidentiality as specifically required in terms of statute, by regulator or similar competent authority. In terms of Paragraph 6 of Accounting Standard 18, in case a statute or the RBI or a similar competent authority governing the Bank prohibit the Bank from disclosing certain information which is required to be disclosed, non-disclosure of such information would not be deemed as non-compliance with the requirements of Accounting Standard 18. It is clear from the above that bank is obliged by the law to maintain confidentiality in respect of the customers' transactions and the accounting standard 18 would not override the obligation of the Bank to preserve the confidentiality of customers' dealings.

6. **Related Party Transactions without the prior approval under this Policy**

In the event the Bank becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the Related Party Transaction and shall evaluate all options available to the Bank, including ratification, revision or termination of the Related Party Transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Audit Committee under this Policy, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction.

In connection with any review of a Related Party Transaction, the Audit Committee has the final authority to modify or waive any procedural requirements of this Policy.

7. Review of Policy

The policy shall be reviewed/modified in line with the regulatory requirement from time to time.

8. Disclosures

The policy on dealing with Related Party Transactions is to be disclosed on Bank's website and a web link thereto to be provided in the Annual report

Annexure 1

Format for Related Party Disclosures

The manner of disclosures required by paragraphs 23 and 26 of AS 18 is illustrated below. It may be noted that the format is merely illustrative and is not exhaustive.

(Amount in INR crore)

Items / Related Party	Parent (as per ownership or control)	Subsidiaries	Associates/ Joint Ventures	KMP@	Relatives of KMP	Total
Borrowings#						
Deposit#						
Placement of deposits#						
Advances#						
Investments#						
Non funded commitments#						
Leasing arrangements availed#						
Leasing arrangements provided#						
Purchase of fixed assets						
Sale of fixed assets						
Interest paid						
Interest received						
Rendering of services*						
Receiving of services*						
Management contracts*						

Note: Where there is only one entity in any category of related party, banks need not disclose any details pertaining to that related party other than the relationship with that related party

* Contract services etc. and not services like remittance facilities, locker facilities etc.

@ Whole time directors of the Board.

The outstanding at the year-end and the maximum during the year are to be disclosed.

Annexure 2

Format of declaration to be given by the Director / KMP / Related Party

I, _____ son/daughter/spouse of _____ resident of _____ being a Director/ Key Managerial Personnel (KMP), relative of Director or Key Managerial Personnel / related party in the company hereby give notice of my interest of concern in the following company or companies, bodies corporate, firms or other association of individuals / transactions :-

1	Name of the Company / Body Corporate / firm Association of Individuals	
2	The name of the related party and nature of relationship	
3	The nature, duration of the contract and particulars of the contract or arrangement	
4	Nature of Transaction	
5	Material terms of the contract or arrangement including the value, if any	
6	Any advance paid or received for the contract or arrangement, if any	
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	
8	Whether all factors relevant to the contract have been considered, if not the details of factors not considered with the rationale for not considering those factors	
9	Whether arm's length transaction	
10	Whether as per approved scheme of the Bank	
11	Any other information relevant or important for the Board to take a decision on the proposed transaction.	

I further undertake to inform to the Bank immediately, in case of any change in the above to Company Secretary of the Bank.

Signature _____

Date: _____

Designation: _____

Documents attached: