

CO: IRD: 2022-23:72

21st May, 2022

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

Sub : Annual Secretarial Compliance Report for the year ended March 31, 2022


We submit herewith the Annual Secretarial Compliance Report of Central Bank of India for the financial year ended March 31, 2022, given by Shalini Pandey & Associates, Company Secretaries, in terms of SEBI circular no CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above on record.

Thanking you,

Yours faithfully,

For CENTRAL BANK OF INDIA


ANAND KUMAR DAS
DEPUTY GENERAL MANAGER/
COMPANY SECRETARY



SHALINI PANDEY & ASSOCIATES

COMPANY SECRETARIES

ANNUAL SECRETARIAL COMPLIANCE REPORT OF CENTRAL BANK OF INDIA FOR
THE YEAR ENDED 31ST MARCH 2022
[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated 08.02.2019 as per Regulation 24A
of SEBI (Listing Obligation and Disclosure Requirement), 2015]

To,
The Members
Central Bank of India,
Chandermukhi Building.,
9th Floor, Nariman Point,
Mumbai - 400 021

1. I have examined:

- (a) All the documents and records made available to us, and explanation provided by Central Bank of India ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges.
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. (Not applicable during the year under review)
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the year under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review)
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended; (Not applicable during the year under review)
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- h) Banking Regulation Act 1949 along with Notifications and Circulars issued by the Reserve Bank of India (RBI) and Government of India (GOI) from time to time.
- i) Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 and its amendments thereof.
- j) Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1970
- k) Central Bank of India (Shares and Meetings) Regulations, 1998

and based on my examination and verification of documents and records produced to me and according to the information and explanation given by the Bank, I hereby report that: during the review period for the year ended 31st March, 2022

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the regulations mentioned below.

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations and Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under

the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No.	Action Taken by	Details of violations	Details of action taken E.g., warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

(d) The listed entity was not required to take any action with regard to compliance with the observations made in previous reports.

Date: 18/05/2022

Place: Mumbai

UDIN: F010462D000339109

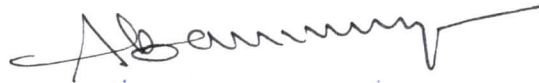
For Shalini Pandey & Associates
Company Secretaries



Shalini Pandey
(Proprietor)

FCS: 10462; CP: 20576

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Ashok Keshav Bangera
Senior Manager
Investors Relation Division

SHALINI PANDEY & ASSOCIATES

COMPANY SECRETARIES

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

Central Bank of India
Chandermukhi Building,
9th Floor, Nariman Point,
Mumbai - 400 021

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Central Bank of India** having CIN (Not Applicable) and having its Registered office at Chandermukhi, Nariman Point, Mumbai – 400021 (hereinafter referred to as 'the Bank'), produced before me by the Bank for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications including Directors Identification Number (DIN) as considered necessary and explanations furnished to me by the Bank & its officers, I hereby certify that none of the Directors on the Board of the Bank as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Bank by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such statutory authority.

S.No.	Name of the Director	Category	DIN	Date of Appointment	Date of Cessation
1	Tapan Ray	Non-Executive Director	00728682	23-05-2018	23-05-2021
2	M V Rao	MD & CEO	06930826	01-03-2021	-
3	Alok Srivastava	Executive Director	05123610	23-01-2019	-
4	Vivek Wahi	Executive Director	07490023	10-03-2021	-
5	Rajeev Puri	Executive Director	07330959	10-03-2021	-
6	Bhushan Kumar Sinha	Non-Executive Director	08135512	14-05-2021	-

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Email: cshalinipandey@gmail.com (M): 7665922441


Ashok Keshav Bangera
Senior Manager
Investors Relation Division

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7	P J Thomas	Non- Executive Independent Director	*	28-09-2020	-
8	Mini Ipe	Non- Executive Independent Director	07791184	01-07-2018	30-06-2021
9	Pradip Pranlal Khimani	Non- Executive Independent Director	*	21-12-2021	-
10	Dinesh Pangtey	Non- Executive Independent Director	07517137	01-07-2021	-

*Note: *Shri P J Thomas, Nominee Director of Bank, nominated by Reserve Bank of India and Shri Pradip Pranlal Khimani, Independent Director, Nominated by Government of India are not holding any DIN (Director Identification Number), as there is no mandatory requirement of DIN for Director appointed in Public Sector Banks.*


Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Bank. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Bank nor of the efficiency or effectiveness with which the management has conducted the affairs of the Bank.

Date: 18/05/2022
Place: Mumbai
UDIN: F010462D000339109

For Shalini Pandey & Associates
Company Secretaries

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Ashok Keshav Bangera
Senior Manager
Investors Relation Division


Shalini Pandey
(Proprietor)
FCS: 10462; CP: 20576



SHALINI PANDEY & ASSOCIATES COMPANY SECRETARIES

Form No.MR-3

Secretarial Audit Report
For The Financial Year Ended 31st March 2022.

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular: CIR/CFD/CMD1/27/2019 Dated: February 08, 2019]

To,

The Members

Central Bank of India,
Chandermukhi Building,
9th Floor, Nariman Point,
Mumbai - 400 021.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Central Bank of India, (hereinafter called the 'Bank'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

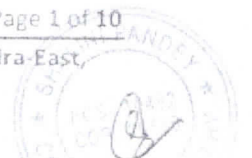
Based on my verification of the Minutes books, forms and returns filed by the Bank and other records maintained by the Bank and also the information provided by the Bank officials during the conduct of Secretarial Audit. I hereby report that, in my opinion, the Bank has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Bank has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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Add: 17&18, 10th Floor, Pinnacle Corporate Park, G- Bock, Bandra Kurla Complex, Bandra-East,
Mumbai - 400 051. Email: csshalinipandey@gmail.com (M): 7665922441

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Ashok Keshav Bangera
Senior Manager
Investors Relation Division



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COMPANY SECRETARIES

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder to the extent applicable to the Bank.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Bank for the period under review)**.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended. **(Not Applicable during the year under review)**
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the year under review)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Bank for the year under review)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; (Not applicable during the year under review) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended;

The Following other Laws as applicable to the Bank:




Ashok Keshav Bangera
Senior Manager
Investors Relation Division

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COMPANY SECRETARIES

- (a) Banking Regulation Act 1949 along with Notifications and Circulars issued by the Reserve Bank of India (RBI) and Government of India (GOI) from time to time.
- (b) Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 and its amendments thereof.
- (c) Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1970
- (d) Central Bank of India (Shares and Meetings) Regulations, 1998

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India relating to Board Meetings and General Meetings – The Bank is complying with the provisions of the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970, Central Bank (Shares and Meetings) Regulations, 2000 and other applicable rules, regulations, circulars, notification issued by RBI/GOI relating to Board Meeting and General Meetings, as amended from time to time.
- (ii) The Listing Agreements entered by the Bank with BSE Ltd (BSE) and the National Stock Exchange of India Ltd. (NSE).

I have also reviewed the systems and mechanisms established by the Bank for ensuring compliances under 'Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013' and during the period under review the Bank has complied with the provisions of the said Act.

I further report that-

The Board of Directors of the Bank is duly appointed under Section 9 (3) of the Banking Companies (Acquisition & Transfer of Undertaking) Act, 1970 (as amended) and, Nationalized Bank (Management & Miscellaneous Provision) Scheme 1970 (as amended) and

SHALINI PANDEY & ASSOCIATES

COMPANY SECRETARIES

constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Director and Shareholder Directors. However, the appointment of woman director on the board of the bank as required under clause 17 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is not complied with during period under review. However, this may be noted that Central Bank of India is not a company incorporated under Companies Act but it is a body corporate constituted under Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. The Bank is a public sector bank and Government of India is the promoter thereof. Composition of the Board of Directors is guided under the abovesaid Banking Companies Act. All directors except one shareholder director, on the Board of the Bank are appointed/nominated by Government of India and one shareholder director fulfilling the Fit and Proper criteria as prescribed by RBI and Government of India, is elected by shareholders other than the Central Government in terms of the Banking Companies Act. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Banking laws in consonance with SEBI (LODR).

The affairs of the Bank are managed / governed through the Board and its Committees as under.

- 1) Management Committee
- 2) Audit Committee
- 3) Stakeholders Relationship Committee
- 4) Nomination & Remuneration Committee
- 5) HR Committee
- 6) Risk Management Committee
- 7) Special Committee for Monitoring of Large Value Frauds
- 8) Customer Service Committee
- 9) IT Strategy Committee
- 10) Committee for Monitoring of Recovery
- 11) Capital Raising Committee



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- 12) Vigilance Committee
- 13) Review Committee for Declaring of Non-Co-op Borrowers
- 14) Committee of the Board to Review the Identification of Wilful Defaulter
- 15) Credit Approval Committee
- 16) Performance Evaluation Committee

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

In the wake of outbreak of Covid 19 pandemic and subject to relaxations issued by Ministry of Corporate Affairs and SEBI, Board meetings and General meetings and other committee meetings were conducted via video or audio-visual mode and notices of all the meetings were sent through e-mail and proper recordings are maintained for subsequent reference.

Decisions at the Meetings of the Board of Directors of the Bank and its Committees, including the resolutions approved through circulations, were resolved unanimously. There were no dissenting views by any member of the Board of Directors and its Committees during the period under review.

I further report that there are adequate systems and process in the Bank commensurate with the size and operations of the bank to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period the review, Bank had following major specific events or actions which might have bearing on the Bank's in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

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COMPANY SECRETARIES

1. The Bank in its Board meeting held on 30th March, 2022 amended four codes/policies namely: Related Party Transaction Policy, Policy on Determination and Disclosure of Materiality Events/ Information, Code of Conduct for Prohibition of Insider Trading in terms of SEBI (Prohibition of Insider Trading) Regulation, 2015 and Dividend Distribution Policy.
2. The Capital Raising Committee in its meeting held on 20th April 2021 approved the proposal for raising capital funds upto Rs 4800 crore by issuance and allotment of 280,53,76,972 equity shares of the face value of Rs 10 each at the issue price of Rs 17.11 per equity share including premium of Rs. 7.11 per equity share determined as per SEBI ICDR Regulations, 2018 to President of India (Government of India) on preferential basis, subject to the approval of Shareholders, Government of India.
3. The Bank in its Extra Ordinary General Meeting held on 18th May, 2021 passed special 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. 4,800/-Crore (Rupees Four Thousand Eight Hundred Crore Only) (including premium, if any).
4. Accordingly, In the Capital Raising Committee Meeting which was held on 29th May, 2021, 280,53,76,972 equity shares of the face value of Rs 10 each at the issue price of Rs 17.11 per equity share including premium of Rs. 7.11 per equity share determined as per SEBI ICDR Regulations, 2018 was allotted to President of India (Government of India).
5. Bank has redeemed following debt instruments in terms of information memorandum

SHALINI PANDEY & ASSOCIATES

COMPANY SECRETARIES

and approval granted by Reserve Bank of India:

Date of Redemption	Nature of instrument	Amount of redemption (in 'Rs)	Purpose
21.12.2021	Lower Tier II Bonds Series XIV (ISIN: INE483A09245)	500,00,00,000 (Principal Amount) 46,65,00,000 (Interest Amount)	As per clause of Information Memorandum

6. Pursuant to Regulation 57(1) of the SEBI (Listing Obligation and Disclosure Requirement), 2015, as amended the Bank made payment of principal and interest for the following non-convertible debt securities and intimated the stock exchange on principal or interest or both becoming due.

Sr No.	Particulars	Due Date	Interest Amount	Principal Amount
1.	Perpetual Bonds Series II (ISIN: INE483A09252) of Rs.139.10 crore at a coupon rate of 9.40% to the eligible bondholders.	28.09.2021	Rs. 13,07,54,000/-	NA
2.	Basel III Compliant Tier II Bonds Series IV (ISIN: INE483A08023) of Rs. 500.00 crore at a coupon rate of 9.80 % to the eligible bondholders.	30.09.2021	Rs. 49,00,00,000/-	NA
3.	Basel III Compliant Tier II Bonds Series I (ISIN: INE483A09260) on exercise of call option.	08.11.2021	Rs. 99,00,00,000/-	NA
4.	Lower Tier II Bonds Series XIV (ISIN: INE483A09245)	21.12.2021	Rs. 46,65,00,000/-	Rs. 500,00,00,000/-

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Senior Manager
Investors Relation Division



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COMPANY SECRETARIES

5.	Basel III Compliant Tier II Bonds Series II (ISIN: INE483A09278) of Rs. 500.00 crore at a coupon rate of 8.62 % to the eligible bondholders.	07.03.2022	Rs. 42,98,19,178/-	NA
6.	Basel III Compliant Tier II Bonds Series V (ISIN : INE483A08031) of Rs. 500.00 Crore at a coupon rate of 9.20% to the eligible bondholders	21.03.2022	Rs. 46,00,00,000/-	NA
7.	Basel III Compliant Tier II Bonds Series III (ISIN: INE483A09286) of Rs. 500.00 Crore at a coupon rate of 10.80% to the eligible bondholders.	29.03.2022	Rs. 54,00,00,000/-	NA

Date: 18/05/2022

Place: Mumbai

UDIN: F010462D000339109

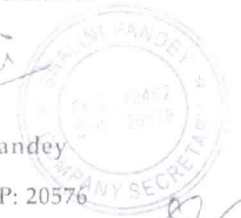
For Shalini Pandey & Associates

Company Secretaries

Shalini

Shalini Pandey

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Ashok Keshav Bangera

Ashok Keshav Bangera
Senior Manager
Investors Relation Division

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SHALINI PANDEY & ASSOCIATES COMPANY SECRETARIES

Annexure-I

Secretarial Audit Report for the Financial Year Ended 31st March 2022

To,

The Members

Central Bank of India,

Chandermukhi Building,,

9th Floor, Nariman Point,

Mumbai - 400 021.

My Secretarial Audit Report of even date is to be read along with this letter.

1. The Compliances of provisions of all laws, rules, regulations, standards applicable to Central Bank of India (the Bank) is the responsibility of the Management of the Bank. My Examination was limited to the verification of records and procedures on test check basis for the purpose of the issue of the Secretarial Audit report.
2. Maintenance of the secretarial and other records of the applicable laws is the responsibility of the management of the Bank. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Bank, along with the explanations where so required.
3. I have followed the audit practices and process were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices I followed, provides reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Bank.

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Ashok Keshav Bangera
Senior Manager
Investors Relation Division



SHALINI PANDEY & ASSOCIATES

COMPANY SECRETARIES

5. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Bank nor of the efficacy or effectiveness with which the management has conducted the affairs of the Bank.

Date: 18/05/2022

Place: Mumbai

UDIN: F010462D000339109

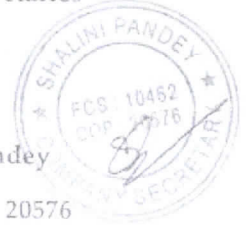
For Shalini Pandey & Associates

Company Secretaries



Shalini Pandey

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