

CO: MBD: 2021-22:64

28th May, 2021

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, 2021

We submit herewith the Annual Secretarial Compliance Report of Central Bank of India for the financial year ended March 31, 2021, given by R.S. Padia & 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**



R.S. PADIA & ASSOCIATES

COMPANY SECRETARIES

ANNUAL SECRETARIAL COMPLIANCE REPORT OF CENTRAL BANK OF INDIA FOR THE YEAR ENDED 31ST MARCH 2021

[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 of Central Bank of India,

1. We have examined:

- (a) All the documents and records made available to us and explanation provided by Central Bank of India ("the listed entity"), arising from the compliances of Specific Regulations listed under para 2 infra
- (b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above
- (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 2021 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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Anand Kumar Das
Deputy General Manager
& Company Secretary

- (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) Regulations, 2014; (Not applicable during the year under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the year under review)
- (g) Securities and Exchange Board of India(Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations,2013; (Not applicable during the year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Based on my examination and verification of documents and records produced to me and according to the information and explanation given by the Bank , we report that:

- (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	Nil	Nil	Nil

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our 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. fines, warning letter, debarment, etc.
	Nil	Nil	Nil

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& Company Secretary

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

Date: 27.05.2021
Place: Mumbai
UDIN: F006804C000380870

For R.S. Padia & Associates
Company Secretaries

Rajshree
Swadhin
Padia

Rajshree Padia
FCS: 6804; CP: 7488

Digitally signed by Rajshree Padia
DN: cn=Rajshree Padia, o=R.S. Padia & Associates, ou=Company Secretaries, email=rajshree.padia@rspadia.com, c=IN
Date: 2021.05.27 11:52:10 +05'30'

Note: In order to prevent and contain the spread of COVID 19, The Government of Maharashtra imposed lockdown like restrictions as a result of which it is not allowed to visit any Government Department/Organization.

Accordingly, Secretarial audit has been conducted based on the documents, records and information along with explanations provided through electronic mode.

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Anand Kumar Das
Deputy General Manager
& Company Secretary

R.S. PADIA & 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 of Central Bank of India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Central Bank of India having its Head office at Chander mukhi, Nariman Point, Mumbai – 400021 (hereinafter referred to as 'the Bank'), produced before us 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 our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Bank & its officers, We hereby certify that none of the Directors on the Board of the Bank as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Bank / Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs / Ministry of Finance / Reserve Bank of India or any such statutory authority.

S.No.	Name of the Director	Category	DIN	Date of Appointment
1	Tapan Ray	Non-Executive - Independent Director	00728682	23-05-2018
2	M V Rao	Executive Director	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	07330989	10-03-2021
6	Bhushan Kumar Sinha	Non-Executive - Nominee Director	08135512	14-05-2018
7	P J Thomas	Non-Executive - Independent Director	-	28-09-2020
8	Mini Ipe	Non-Executive - Independent Director	07791184	01-07-2018

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Anand Kumar Das
Deputy General Manager
& Company Secretary

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. 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 Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 27.05.2021

Place: Mumbai

UDIN: F006804C000380848

**For R.S. Padia & Associates
Company Secretaries**

Rajshree
Swadhin
Padia

**Rajshree Padia
FCS: 6804; CP: 7488**

Digitally signed by Rajshree Swadhin Padia
DN: cn=Rajshree Swadhin Padia, o=R.S. Padia & Associates, ou=Company Secretaries, email=rajshree@rspadia.com, c=IN
Date: 2021.05.28 15:45:11 +05'30'

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Anand Kumar Das
Deputy General Manager
& Company Secretary

R.S. PADIA & ASSOCIATES

COMPANY SECRETARIES

Form No. MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March 2021.

[Pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of Central Bank of India,

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Central Bank of India** books, papers, minute books, forms and returns filed and other records maintained by the Bank and also the information provided by the Bank officials during the conduct of secretarial audit, We hereby report that in our opinion, the Bank has, during the audit period covering the financial year ended on 31st March, 2021 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Bank for the financial year ended on 31st March, 2021 according to the provisions of:

- (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, 1957 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws 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**)

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Deputy General Manager
& Company Secretary

- (v) 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, 2018;
 - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the year under review as there were no Buybacks)**
 - e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Bank for the year under review)**
 - f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Bank for the year under review)**
 - g) Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Bank for the year under review)**
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i) The Following other Laws as applicable to the Bank:
 - (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

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Anand Kumar Das
Deputy General Manager
& Company Secretary

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Bank with BSE Ltd (BSE) and the National Stock Exchange of India Ltd. (NSE)

During the period under review the Bank has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that

The Board of Directors of the Bank is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors and Women Directors. 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).

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 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, including the resolutions approved through circulations, were resolved unanimously. There were no dissenting views by any member of the Board of Directors during the period under review.

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

We further report that during the audit period:

1. The Bank in its Board meeting held on 20th May, 2020 amended two codes namely: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII) and Code of Conduct for Prevention of Insider Trading in terms of SEBI (Prohibition of Insider Trading) Regulation, 2015.
2. The Bank in its Annual General Meeting held on 7th August, 2020 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. 5,000/-crore (Rupees Five Thousand Crore Only) (including premium, if any).

Accordingly, In the Capital Raising Committee Meeting which was held on 28th September, 2020 16,57,99,736 equity shares of the face value of Rs 10 each at the issue price of Rs 15.38 per equity share were allotted to Qualified Institutional Buyers.

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Deputy General Manager
& Company Secretary

3. Reserve Bank of India in exercise of powers conferred under section 47A (1) (C) read with sections 46(4)(i) and 51(1) of Banking Regulation Act 1949 vide order dated November 10, 2020 imposed a penalty of Rs 50 lakh (Rupees Fifty Lakh only) for non -compliance with directions on 'Housing Sector-Innovative Housing Loan Products up front disbursement of housing loans dated September 03, 2013.
4. The Capital Raising Committee in its meeting held on 11th December, 2020 approved the proposal for raising capital funds upto Rs 500 crore by issuance and allotment of Non-Convertible Redeemable Unsecured Basel III compliant Tier 2 Bonds in the nature of promissory notes.
5. Financial Intelligence Unit vide order in Original No. 14/DIR/Flu-IND/2020 dated 23rd December 2020 imposed fine of Rs. 2,00,000/- (Rupees Two Lakhs only) on the Bank for certain lapses observed under Prevention of Money Laundering Act, 2002. Fine was paid on 15th January 2021.
6. The Bank entered into a binding agreement to divest its entire equity stake of 64.40% i.e 1,61,00,000 shares of Rs. 10 each in Cent Bank Home Finance Limited to M/s Centrum Housing Finance Limited.

The Bank further informed that the said share purchase agreement lapsed on 31st March, 2021. Therefore, the said agreement stand rescinded with effect from 1st April, 2021.

7. The Bank informed that The President of India (Government of India) has sanctioned release of Rs 4800.00 Crore (Rupees Four Thousand Eight Hundred Crore only) towards contribution in the Preferential allotment of equity shares (Special Securities/Bonds) of the Bank during the financial year 2020-21. The said fund was received by the Bank on 31st March, 2021 and has been kept in the Share Application Money Account.
8. Bank has redeemed following debt instruments in terms of information memorandum and approval granted by Reserve Bank of India:

Date of Redemption	Nature of instrument	Amount of redemption (in `Rs)	Purpose
11.06.2020	Upper Tier II Bonds Series V (ISIN : INE483A09229)	1000,00,00,000	As per clause of Information Memorandum
21.01.2021	Upper Tier II Bonds Series VI (ISIN : INE483A08015)	300,00,00,000	As per clause of Information Memorandum

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Deputy General Manager
& Company Secretary

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

Sr No.	Particulars	Due Date	Interest Amount	Principal Amont
1.	Upper Tier II Bonds Series V (ISIN: INE483A09229) on exercise of call option.	11.06.2020	Rs. 85,70,00,000/-	Rs. 1000,00,00,000/-
2.	Perpetual Bonds Series II (ISIN : INE483A09252) of Rs. 139.10 crore at a coupon rate of 9.40% to the eligible bondholders.	28.09.2020	Rs. 13,07,54,000/-	NA
3.	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.	30.09.2020	Rs 49,00,00,000/-	NA
4.	Basel III Compliant Tier II Bonds Series I (ISIN : INE483A09260) of Rs.1000.00 Crore at a coupon rate of 9.90% to the eligible bondholders	09.11.2020	Rs 99,00,00,000/-	NA
5.	Lower Tier II Bonds Series XIV (ISIN: INE483A09245) of Rs 500 crore at a coupon rate of 9.33% to the eligible bondholders.	21.12.2020	Rs 46,65,00,000/-	NA
6.	Upper Tier II Bonds Series VI (ISIN : INE483A08015) on exercise of call option.	21.01.2021	Rs. 27,60,00,000/-	Rs. 300,00,00,000/-
7.	Basel III Compliant Tier II Bonds Series II (ISIN : INE483A09278) of Rs. 500 crore at a coupon rate of 8.62% to the eligible bondholders.	08.03.2021	Rs. 43,21,80,822/-	NA

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Deputy General Manager
& Company Secretary

8.	Basel III Compliant Tier II Bonds Series V (ISIN : INE483A08031) of Rs. 500 crore at a coupon rate of 9.20% to the eligible bondholders.	20.03.2021	Rs. 46,00,00,000/-	NAa
9.	Basel III Compliant Tier II Bonds Series III (ISIN : INE483A09286) of Rs. 500 crore at a coupon rate of 10.80% to the eligible bondholders.	30.03.2021	Rs. 54,00,00,000/-	NA

Date: 27.05.2021
Place: Mumbai
UDIN: F006804C000380683

For R.S. Padia & Associates
Company Secretaries

Rajshree
Swadhin
Padia

Digitally signed by Rajshree Swadhin Padia
DN: cn=Rajshree Swadhin Padia, o=R.S. Padia & Associates, ou=Company Secretaries, email=rajshree.swadhin.padia@rsapia.com, c=IN

Rajshree Padia
FCS: 6804; CP: 7488

Note: In order to prevent and contain the spread of COVID 19, The Government of Maharashtra imposed lockdown like restrictions as a result of which it was not allowed to visit any Government Department/Organization.

Accordingly, Secretarial audit has been conducted based on the documents, records and information along with explanations provided through electronic mode.

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Anand Kumar Das
Deputy General Manager
& Company Secretary

Annexure-I to the Secretarial Audit Report for the Financial Year Ended 31st March 2021

To,

The Members of Central Bank of India,

Our 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. Our 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. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Bank, along with the explanations where so required.
3. We have followed the audit practices and process as 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. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the process and practices we followed, provides reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events during the Audit period.
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: 27.05.2021

Place: Mumbai

**For R.S. Padia & Associates
Company Secretaries**

Rajshree
Swadhin Padia

Rajshree Padia

FCS: 6804; CP: 7488

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