



**निवेशक संबंध विभाग**

प्रधान कार्यालय :

स्टार हाउस, सी - 5, "G" ब्लॉक

8वीं मंजिल,

बान्द्रा कुर्ला संकुल,

बान्द्रा (पूर्व),

मुंबई - 400 051

दूरध्वनि : (022)- 6668 4490

फेक्स : (022)- 6668 4491

ईमेल: [headoffice.share@bankofindia.co.in](mailto:headoffice.share@bankofindia.co.in)

**INVESTOR RELATIONS DEPARTMENT**

**HEAD OFFICE :**

Star House, C-5, "G" Block

8<sup>th</sup> Floor (East Wing),

Bandra- Kurla Complex,

Bandra (East)

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Ref No. HO:IRD:2017-18:58

Date: 04-05-2017

The Vice President – Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra East,  
Mumbai 400 051.

The Vice-President – Listing Department,  
BSE Ltd.,  
25, P.J. Towers, Dalal Street,  
Mumbai 400 001.

Dear Sir/Madam,


**Outcome of the Extraordinary General Meeting**

In compliance of the requirement of SEBI Listing Regulations-2015, we are attaching the following documents in connection with the Extraordinary General Meeting held today, for your perusal and record please

- (1) Proceedings of the Extraordinary General Meeting
- (2) Scrutiniser Report
- (3) Disclosure pursuant to Regulation 44 (3) of the SEBI Listing Regulations -2015

Thanking you,

Yours faithfully,

  
(Rajeev Bhatia)  
Company Secretary



**Proceedings of the Extra-Ordinary General Meeting of the Shareholders of the Bank, held on Thursday 4<sup>th</sup> May 2017 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kuria Complex, Mumbai - 400 051.**

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In accordance with the Notice dated 5<sup>th</sup> April 2017, the Extra Ordinary General Meeting of the Bank was held on Thursday 4<sup>th</sup> May 2017 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. The meeting was attended by 112 shareholders, Shri. Prabhu Dayal, Under Secretary, as a Representative of Government of India and 7 Directors of the Bank.

2. The meeting was chaired by Shri Melwyn Rego, Managing Director and CEO of the Bank. He welcomed the shareholders and introduced the directors on the dais. The Company Secretary Shri Rajeev Bhatia, confirmed the presence of quorum in accordance with 'Regulation 58' of the Bank of India (Shares and Meetings) Regulations, 2007. The Chairman then called the meeting to order.

3. Thereafter, the Chairman read out the details of the proxy received.

4. The Chairman explained to the shareholders that the proposed resolutions placed for approval was as regards raising capital through Preferential Issue to Government of India and omnibus approval for issue of fresh equity shares and other securities. After due discussion and the chairman replying to the observations of shareholders, the shareholders approved the following Items as Special Resolution:

(i) Approval for issue of upto 11,23,51,134 equity shares of Rs. 10/- each at a Premium of Rs. 123.51 to Government of India, in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, within the permissible limits, subject to necessary approvals, as required.

(i) Approval for issuance and allotment of upto 80 crore fresh equity shares of Rs.10/- for cash at such premium as may be decided by the Board/ Committee by way of qualified institutional placement (QIP), public issue, rights issue, private placement or such other issue as may be permitted by law, and issue and allotment of other Securities viz., Tier I, Tier II capital, by way of bonds and other permitted instruments for an amount upto Rs.10,000 crore

5. The Chairman thanked all the participants for attending the meeting and declared the meeting closed.

**Mumbai**  
Date 4<sup>th</sup> May, 2017.

**Certified True Copy**



**(RAJEEV BHATIA)**  
**(Company Secretary)**



**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**  
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

4<sup>th</sup> May, 2017

To,  
Managing Director and Chief Executive Officer

**BANK OF INDIA**

Star House, C-5, "G" Block,  
8<sup>th</sup> Floor (East Wing),  
Bandra- Kurla Complex,  
Bandra (East) Mumbai - 400 051

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by Shareholders at the Extraordinary General Meeting (EGM) held on 4<sup>th</sup> May, 2017 at 10.30 a.m.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

**For S.N.ANANTHASUBRAMANIAN & CO.**  
**Company Secretaries**

*Malati A. Kumar*  
**Malati Kumar**  
**Partner**



**SCRUTINIZER'S REPORT**

NAME OF THE BANK	BANK OF INDIA
MEETING	EXTRAORDINARY GENERAL MEETING
DAY, DATE & TIME	4 <sup>th</sup> MAY, 2017 AT 10.30 A.M.
VENUE	BANK OF INDIA AUDITORIUM, STAR HOUSE, BANDRA-KURLA COMPLEX, MUMBAI 400 051.

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting at the Extraordinary General Meeting (EGM) of **Bank of India** (hereinafter referred to as **the Bank**) held on **4<sup>th</sup> May, 2017 at 10.30 a.m.**

**2. Dispatch of Notice convening the Meeting**

The Bank has informed that, on the basis of the Register of Shareholders and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Bank completed dispatch of the Notice of the EGM as under:

- On **6<sup>th</sup> April 2017** by email to **1,28,222** shareholders who had registered their email-ids with the Bank.
- On **6<sup>th</sup> April 2017** in physical form by courier to **1,57,792** shareholders.

**3. Cut - off date**

The Voting rights were reckoned as on **27<sup>th</sup> April, 2017** being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the meeting.



#### 4. Remote e-Voting Process

##### 4.1 Agency

The Bank has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

##### 4.2 Remote e-Voting period

Remote e-Voting platform was open from **10 a.m. on 1<sup>st</sup> May, 2017 to 5:00 p.m. on 3<sup>rd</sup> May, 2017** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions on the remote e-Voting platform provided by Central Depository Services (India) Limited (CDSL).

#### 5. Voting at the EGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios numbers and shareholding of the shareholders who had cast their votes through remote e-Voting.

5.3 The Bank had authorised CDSL to provide tab-based e-voting facility at the venue of the meeting for shareholders to vote on the Special Resolutions.



5.4 Mr. Chandrakant V Bakre, Shareholder of the Bank (DP Id No. IN300749/10378148) was also appointed as a Scrutinizer representing the Shareholders of the Bank for scrutinising the voting at the EGM.

## 6. Counting Process

- 6.1 After the Chairman announced the commencement of voting, CDSL provided tab-based voting facility.
- 6.2 On completion of voting at the Meeting, CDSL provided us with the List of Shareholders who had cast their votes, with their holding details and details of votes cast on the Special Resolution.
- 6.3 The votes were reconciled with the records maintained by the Bank and M/S Bigshare Services Private Limited (RTA) with respect to the authorizations/ proxies lodged with the Bank.
- 6.4 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Ms. Manjiri Chiplunkar and Ms. Alpana Pobi and downloaded the remote e-Voting results.
- 6.5 Pursuant to provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, voting rights of shareholders other than Central Government have been restricted to 10% of the total voting rights of all Shareholders of the Bank.

## 7. Results

- 7.1 We observed that
- a) 57 Shareholders had cast their votes at the meeting.
  - b) 144 Shareholders had cast their votes through remote e-voting



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- 7.2 The Consolidated Result with respect to the items on the agenda is enclosed.
- 7.3 Based on the aforesaid result, we report that, **Special Resolutions** as contained in the Notice of the EGM dated 5<sup>th</sup> April, 2017 has been passed with **requisite majority**.

*Malati A. Kumar*

**Malati Kumar**  
**Partner**  
**C.P.No. 10980**



*Chandrakant V Bakre*

**Chandrakant V Bakre**  
**Shareholder Scrutinizer**  
**(DP Id IN300749 / 10378148)**

**Date : 4<sup>th</sup> May, 2017**  
**Place : Mumbai**

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**Item No. 1: Issue of Shares to Government of India (Promoters) on Preferential Basis**

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	137	14,88,23,787	51	77,75,18,359	188	92,63,42,146	100.00
Dissent	7	8,083	6	156	13	8,239	0.00
<b>Total</b>	<b>144</b>	<b>14,88,31,870</b>	<b>57</b>	<b>77,75,18,515</b>	<b>201</b>	<b>92,63,50,385</b>	<b>100.00</b>

Based on the aforesaid result, Special Resolution as contained in Item No.1 of the Notice of the EGM dated 5<sup>th</sup> April, 2017 has been passed with requisite majority.



*Malati A. Kumar*

**Malati Kumar**  
 Partner  
 C.P. No. 10980

Date : 4<sup>th</sup> May, 2017  
 Place : Mumbai

*Bakre*

**Chandrakant V. Bakre**  
 Shareholder Scrutinizer  
 (DP Id IN300749 / 10378148)



**Item No. 2: Approval to issue Fresh Capital and Tier-I/Tier-II Bonds**

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	88	12,69,17,881	51	77,75,18,359	139	90,44,36,240	97.63
Dissent	56	2,19,13,989	6	156	62	2,19,14,145	2.37
Total	144	14,88,31,870	57	77,75,18,515	201	92,63,50,385	100.00

Based on the aforesaid result, Special Resolution as contained in Item No.2 of the Notice of the EGM dated 5<sup>th</sup> April, 2017 has been passed with requisite majority.

*Malati A. Kumar*

**Malati Kumar**  
 Partner  
 C.P. No. 10980

*Chandrakant V. Bakre*

**Chandrakant V. Bakre**  
 Shareholder Scrutinizer  
 (DP Id IN300749 / 10378148)

Date : 4<sup>th</sup> May, 2017  
 Place : Mumbai

HEAD OFFICE- C-5, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051

Voting Results for E.G.M. on 04/05/2017

[Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the EGM	4 <sup>th</sup> May 2017
Total number of shareholders on record date	277713
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Proxies Public:	1 0 112
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group: Public	Nil

**Agenda- wise disclosure (to be disclosed separately for each agenda item)**

Resolution No.		1						
Resolution required-Ordinary/ Special		Approval for issue of upto 11,23,51,134 equity shares of Rs. 10/- each at a Premium of Rs. 123.51 to Government of India, in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, within the permissible limits, subject to necessary approvals, as required						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	777514808	0	0	0	0	0	0
	Poll		777514808	100	777514808	0	100	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		777514808	777514808	100	777514808	0	100
Public- Institutions	E-Voting	207545408	148148696	71.38	148148696	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		207545408	148148696	71.38	148148696	0	100
Public- Non Institutions	E-Voting	69634888	683174	0.98	675091	8083	98.82	1.18
	Poll		3707	0.01	3551	156	95.79	4.21
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		69634888	686881	0.99	678642	8239	98.80
Total		1054695104	926350385	87.83	926342146	8239	100.00	0.00

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution Number			2					
Resolution required-Ordinary/ Special			Approval for issuance and allotment of upto 80 crore fresh equity shares of Rs.10/- for cash at such premium as may be decided by the Board/ Committee by way of qualified institutional placement (QIP), public issue, rights issue, private placement or such other issue as may be permitted by law, and issue and allotment of other Securities viz., Tier I, Tier II capital, by way of bonds and other permitted instruments for an amount upto Rs.10,000 crore					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	777514808	0	0	0	0	0	0
	Poll		777514808	100	777514808	0	100	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		777514808	777514808	100.00	777514808	0	100
Public- Institutions	E-Voting	207545408	148148696	71.38	126843842	21304854	85.62	14.38
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		207545408	148148696	71.38	126843842	21304854	85.62
Public- Non Institutions	E-Voting	69634888	683174	0.98	74039	609136	10.84	89.16
	Poll		3707	0.01	3551	156	95.79	4.21
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		69634888	686881	0.99	77590	609291	11.30
Total		1054695104	926350385	87.83	904436240	21914145	97.63	2.37

