



21st December, 2015

To
The Managing Director & CEO
Bank of India
C - 5, Star House "G" Block,
8th Floor (East Wing) Bandra Kurla Complex,
Bandra East ,Mumbai ,Maharashtra ,400051

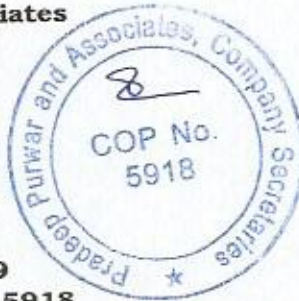
Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing for the remote e-Voting and e-Voting by the members of the Bank , at the Extra Ordinary General Meeting held on 21st December, 2015.

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

**For Pradeep Purwar & Associates
Company Secretaries**

**Pradeep Kumar Purwar
Proprietor
Membership No.: FCS: 5769
Certificate of Practice No.: 5918**





SCRUTINIZER'S REPORT

Name	Bank of India
Meeting	Extra Ordinary General Meeting ('EGM')
Date & Time	Monday, 21 st December, 2015 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 a Scrutinizer for the remote E-voting as well as the electronic voting conducted at the Extra Ordinary General Meeting ('EGM') of Bank of India (hereinafter referred as "**the Bank**") held on Monday, 21st December, 2015 at 10.30 a.m. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai 400 051.

2. Dispatch of Notice convening the Meeting:

The Bank has informed that, on the basis of the Register of Members 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 Extra Ordinary General Meeting:

- On 24th November, 2015 by email to 95919 Shareholders who had registered their e-mail-ids with the Bank/as provided by the Depositories and
- On 25th November, 2015 by Registered post to 12973 Shareholders, and by Courier to 171230 Shareholders in physical form.

3. Cut-off date:

The voting rights were reckoned as on 14th December, 2015 being cut off date for the purpose of deciding the entitlement of Shareholders at the remote e-voting and voting at the meeting.





4. Remote E-voting:

4.1 Agency

The Bank has appointed CDSL as the agency for providing the remote e-voting platform.

4.2 Remote E-voting

Remote E-voting platform was open for 3 days from 10.00 a.m. on Friday, 18th December, 2015 to 5.00 p.m. on Sunday, 20th December, 2015 and Members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Special Resolution, on e-voting platform provided by CDSL.

5. Voting at the EGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting platform do not have to vote again at the general meeting, the Scrutinizer shall have the access after closure of period of e-voting and before the start of the EGM, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, agency for providing the remote e-voting platform, provided us with the names, DP ID & client ID/folio numbers and shareholding of the shareholders who had cast their votes through remote e-voting.

6. Counting Process:

6.1 On completion of voting at the Meeting, the Registrar and Share Transfer Agent ('RTA') of the Bank provided us with the List of Shareholders who had cast their votes, with their holding details of vote on resolution.

6.2 The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations/ proxies lodged with the Bank.

6.3 We unblocked the remote e-voting results on the CDSL E-voting platform before Ms. Harshada Rane and Ms. Apoorva Khanolkar and downloaded the remote e-voting results.





6.4 Pursuant to provisions of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the 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) **48** Shareholders had cast their votes at the meeting; and
- b) **139** Shareholders had cast their votes though remote e-voting.

7.2 The Consolidated Results with respect to the item on agenda as set out in the notice dated 20th November, 2015 is enclosed.

7.3 Based on the aforesaid results, we report that the **Special Resolution** as contained in the Notice dated 20th November, 2015 has been passed with the requisite majority.

For Pradeep Purwar & Associates
Company Secretaries

Pradeep Kumar Purwar
Proprietor
Membership No.: FCS: 5769
Certificate of Practice No.: 5918



Date: 21st December, 2015
Place: Mumbai



Consolidated Results

Item No. 1 Approval to create, offer, issue and allot 2,00,00,000 (Two Crore) equity shares of ₹10/- each (Rupees Ten only) for cash at ₹132.06 per share including premium of ₹122.06 per equity share as determined in accordance with Regulation 76(4) of SEBI ICDR Regulations on preferential basis to Life Insurance Corporation of India or schemes of LIC (collectively referred to as "LIC")

Particulars	Number of votes contained in						Percentage %
	Remote e-votes		Voting at the EGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	133	126323665	48	555376392	181	681700057	99.999%
Dissent	6	4799	0	0	6	4799	0.001%
Total	139	126328464	48	555376392	187	681704856	100%

Based on the aforesaid results, we report that the Special Resolution as contained in the item no.1 has been passed with the requisite majority.

**For Pradeep Purwar & Associates
Company Secretaries**

**Pradeep Kumar Purwar
Proprietor
Membership No.: FCS: 5769
Certificate of Practice No.: 5918**



**Shareholder Scrutinizer
Ms. Apoorva Khanolkar**

Date: 21st December, 2015
Place: Mumbai