

निवेशक संबंध विभाग

प्रधान कार्यालय :

स्टार हाउस, सी - 5, "G" ब्लॉक

8वीं मंजिल,

बांद्रा कुर्ला संकुल,

बांद्रा (पूर्व),

मुंबई - 400 051

दूरध्वनि : (022)- 6668 4490

फैक्स : (022)- 6668 4491

इमेल: headoffice.share@bankofindia.co.in

INVESTOR RELATIONS DEPARTMENT

HEAD OFFICE :

Star House, C-5, "G" Block

8th Floor (East Wing),

Bandra- Kurla Complex,

Bandra (East)

Mumbai - 400 051

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Ref No. HO:IRD:2016-17: 46

Revised

Date: 29-04-2016

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, we are attaching herewith the following documents in connection with our 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 Friday 29th April 2016 at 10.15 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai - 400 051.

In accordance with the Notice dated 31st March 2016, the Extra Ordinary General Meeting of the Bank was held on Friday 29th April 2016 at 10.15 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. The meeting was attended by 90 shareholders, 1 Proxy holder, and 6 Directors of the Bank. The Government of India (Promoter) participated through remote e-voting process.

2. The Meeting commenced at 10.15 A.M. The meeting was chaired by Shri Melwyn Rego, Managing Director and CEO of the Bank. He welcomed the shareholders present and introduced 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 about the need for raising capital through Preferential Issue to the Government of India and to Life Insurance Corporation of India. After due discussion and replying to the observations of shareholders by the Chairman, the shareholders approved the Special Resolutions Pertaining to preferential Issue of 10,14,82,527 Equity Shares of Rs. 10/- each at a Premium of Rs. 103.32 to Government of India and 1,60,00,000 equity shares of Rs.10/- each at a Premium of Rs.86.03 per Share to the Life Insurance Corporation of India, or its schemes, in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 subject to necessary approvals.

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

Mumbai

Date 29th April, 2016.

Certified True Copy

(RAJEEV BHATIA)

(Company Secretary)



**S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

29 April, 2016

To,
The Managing Director & CEO
Bank of India,
Star House, C 5,G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

Dear Sir,

At the outset, we would like to express our gratitude to the Board of Directors of the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by members of the Bank at the Extraordinary General Meeting held on 29th April, 2016.

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

**FOR S.N.ANANTHASUBRAMANIAN & CO.
Company Secretaries
Firm Registration No. P1991MH040400**



**S.N.ANANTHASUBRAMANIAN
Partner
C.P No: 1774
Place: Mumbai**

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SCRUTINIZER'S REPORT

NAME OF THE BANK	Bank of India
MEETING	Extraordinary General Meeting
DATE & TIME	29 th April, 2016 at 10.15 a.m.
VENUE	Bank of India Auditorium, Star House, C - 5, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

1. Appointment as Scrutinizer:

We were appointed as Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the Extraordinary General Meeting (EGM) of **Bank of India** (hereinafter referred to as the **Bank**) held on 29th April, 2016 at 10.15 a.m. at the Bank of India Auditorium, Star House, C - 5, 'G' Block Bandra Kurla Complex, Bandra (East), Mumbai 400-051.

2. Dispatch of Notice convening the Meeting

The Bank has informed that, on the basis of the Register of Share holders 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;

- On **04.04.2016** by Courier to **1,91,037** Members;
- On **05.04.2016** by e-mail to **1,05,619** Shareholders who had registered their email-ids with Depositories / the Bank;
- On **06.04.2016** by Registered post to **399** Members.

3. Cut-off date

The Voting rights were reckoned as on **22nd April, 2016** being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.



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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 from 10.00 am on 26th April, 2016 till 5.00 p.m. on 28th April, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the 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 members 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 members 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, the remote e-Voting agency provided us with the names, DP Id & Client ID / folio numbers and shareholding of the members who had cast their votes through remote e-Voting.

5.3 CDSL provided e-voting facility to the Members who attended the meeting Or Bank provided physical voting facility to the shareholders who attend the meeting.

6. Counting Process

6.1 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 vote cast on the 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.

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6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform before Mr. Anil Joshi and Mr. S N Viswanathan and downloaded the remote e-Voting results.

6.4 Pursuant to the 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.

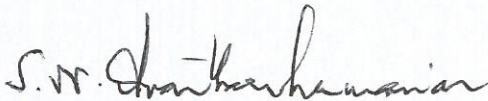
7. Results

7.1 We observed that

- a) 59 Members had cast their votes at the meeting
- b) 147 Members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the EGM dated 31st March, 2016 is enclosed.

7.3 Based on the aforesaid result, we report that, the **Special Resolutions** as contained in the Notice dated 31st March, 2016 has been passed with requisite majority.



**S. N. Ananthasubramanian
C.P No.1774**



**Narendra Ozha
Shareholder Scrutinizer
300386 / 10126995**

Date : 29th April, 2016
Place : Mumbai

**S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE - 400 601

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Consolidated Results

Item: To create, offer, issue and allot upto 10,14,82,527 equity shares of Rs. 10/- each (Rupees Ten only) to Government of India and upto 1,60,00,000 equity shares of Rs. 10/- each (Rupees Ten only) to Life Insurance Corporation of India (LIC) and / or various Schemes of LIC on preferential basis.

Particulars	Number of Votes and Votes contained in				Percentage (%)
	Remote e-Votes		Voting at the EGM		
	Number	Votes	Number	Votes	
Assent	141	67,89,97,889	59	6,961	67,90,04,850
Dissent	6	1,34,479	0	0	1,34,479
Total	147	67,91,32,368	59	6,961	67,91,39,329

Based on the aforesaid results, we report that the Special Resolution as contained in the Notice dated 31st March 2016, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian
C.P No.1774

Narendra Ozha

Narendra Ozha
Shareholder Scrutinizer
300386 / 10126995

Date : 29th April 2016
Place : Mumbai

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

Voting Results for E.G.M. on 29/04/2016

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

Date of the EGM	29 th April, 2016
Total number of shareholders on record date	297055
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Proxies Public:	- 1 90
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 required: (Ordinary/ Special)			SPECIAL					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	555372168	555372168	100	555372168	0	100	0
	Poll	0	0	0	0	0	100	0
	Postal Ballot (N.A)	0	0	0	0	0	0	0
	Total	555372168	555372168	100	555372168	0	100	0
Public- Institutions	E-Voting	181744813	121830810	67.04	121696981	133829	99.89	0.11
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		121830810	67.04	121696981	133829	99.89	0.11
Public- Non Institutions	E-Voting	79435483	1929390	2.43	1928740	650	99.97	0.03
	Poll		6961	0.01	6961	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		1936351	2.44	1935701	650	99.97	0.03
Total		816552464	679139329	83.17	679004850	134479	99.98	0.02



Reshma

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

Certified True Copy of the Resolution Passed at the Extra ordinary General Meeting Held on Friday 29th April 2016 at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra East, Mumbai-400 051

“RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and Bank of India (Shares and Meetings) Regulations, 2007 and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), Securities and Exchange Board of India (SEBI), and/ or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations], Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called “the Board” which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute, to exercise its powers including the powers conferred by this Resolution)

- A) to create, offer, issue and allot **upto 10,14,82,527 equity shares** of Rs.10/- each (Rupees Ten only) for cash at **Rs. 113.32 per share** including premium of Rs. 103.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating upto **Rs.1150 Crore** on preferential basis to Government of India (President of India).”
- B) To create, offer, issue and allot upto **1,60,00,000 equity shares** of Rs.10/- each (Rupees Ten only) for cash at **Rs. 96.03 per share** including premium of Rs. 86.03 per equity share as may be determined by the Board in accordance with Regulation 76 (4) of SEBI ICDR Regulations for an amount of **Rs. 153.65 Crore** on preferential basis to Life Insurance Corporation of India (LIC) and / or various Schemes of LIC.

“RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is **30th March, 2016.**”



Reserve Bank

"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Government of India/ Reserve Bank of India/ Securities and Exchange Board of India/ Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according/ granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued shall rank *pari passu* with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Managing Director & CEO or any of the Executive Directors or such other officer of the Bank as it may deem fit to give effect to the aforesaid Resolution."

The Resolution was passed as a Special Resolution with Requisite Majority by E-voting process.

Certified True Copy



(RAJEEV BHATIA)

(Company Secretary)

