

निवेशक संबंध विभाग
प्रधान कार्यालय :
स्टार हाउस, सी-5, "जी" ब्लॉक,
8वीं मंजिल,
बान्द्रा कुर्ला संकुल,
बान्द्रा (पूर्व),
मुंबई - 400 051
दूरध्वनि : (022)- 6668 4490
फैक्स : (022)- 6668 4491
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INVESTOR RELATIONS CELL
HEAD OFFICE :
Star House, C-5, "G" Block,
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Bandra (East)
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संदर्भ क्र. Ref. No.:HO:IRC:RB:2020-21:174

दिनांक Date: 19.09.2020

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.

प्रिय महोदय/महोदया Dear Sir / Madam,

Extra-Ordinary General Meeting

In Compliance of SEBI (LODR) Regulations – 2015, we are attaching a copy of Proceedings and Scrutinizer Report of the Extraordinary General Meeting for uploading on your web portal please.

धन्यवाद / Thanking you.

भवदीय Yours faithfully

(राजीव भट्टिया Rajeev Bhatia)

कंपनी सचिव Company Secretary



Head Office: Star House, Bandra Kurla Complex, Mumbai - 400 051

Proceedings of the Extra Ordinary General Meeting of the Shareholders of Bank of India, held on Saturday, September 19, 2020 at 11.00 A.M. through Video Conference (VC) / Other Audio Visual Modes (OAVM) from Bank of India Head Office, Star House, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

1. In accordance with the Notice dated 25th August 2020, the Extra Ordinary General Meeting of the Shareholders of the Bank was held on Saturday, September 19, 2020 at 11.00 A.M IST through Video Conference / Other Audio Visual Means. The Meeting was attended by 76 (seventy six) shareholders, four Directors as required under of SEBI LODR Regulations.
2. Pursuant to Regulation 59 of the Bank of India (Shares and Meetings) Regulations, 2007 the Meeting was chaired by Shri A K Das, Managing Director & CEO of the Bank. The Chairman of the meeting (the Chairman) informed that in view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), approval received from Department of Financial Services, Ministry of Finance, Government of India, permitted the holding of the General Meetings ("AGM/ EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Bank is being held through VC / OAVM. He welcomed the shareholders to the Extraordinary General Meeting.
3. After the Company Secretary confirmed the presence of necessary quorum at 11.00 A.M., as required under Regulation 58 of the Bank of India (Shares and Meetings) Regulations, 2007, the Chairman called the Meeting to order and commenced the proceedings.
4. The Chairman informed that the Notice convening the Meeting was mailed to all the shareholders of the Bank on 26th August 2020 whose email ids were made available by the Depositories / registered with the Bank besides publishing in the English, Hindi and Marathi Newspapers. The Notice was also uploaded on the websites of NSE, BSE, CDSL, Bigshare services Pvt. Ltd. and Bank of India. With the consent of the shareholders attending the meeting, the same was taken as read.
5. At the request of the Chairman, Directors who attended the meeting introduced themselves.




6. The Chairman informed that Shri Arun Kumar, Under Secretary, Department of Financial Services, Ministry of Finance, New Delhi, representing Government of India, the major shareholder (89.10%) of the Bank, attending the Extraordinary General Meeting (EGM) from New Delhi.
7. Thereafter the Chairman informed that the Bank had provided e-voting facility to the shareholders (for voting for or against the Agenda to the meeting) and appointed Central Depository Services Limited (CDSL) as e-Voting agency. M/s S. N. Ananthasubramanian & Co., Practicing Company Secretaries have been appointed as Scrutinizer to oversee the e-Voting process. He further stated that the e-Voting was held from 10.00 a.m. on Wednesday, September 16, 2020 to 5.00 p.m. on Friday, September 18, 2020 and those shareholders who had not participated in remote e-voting could cast their vote during the course of the Meeting.
8. The Chairman then took up for consideration the items on the Agenda viz.,
 - a) Appropriation of accumulated losses of the Bank from Share Premium Account and
 - b) Proposal to raise fresh capital through issue of Equity Shares/ Tier-1 Bonds/ Tier-II Bonds by way of Public Issue or Right Issue or Preferential Issue or QIP or Private placement or any other permitted mode.
9. The Chairman informed that Shareholders who wished to vote on the Resolution could vote at their convenience.
10. The Chairman then called one by one the Shareholders who had registered themselves to speak at the Meeting.
11. Eight shareholders made their observations.
12. The Chairman responded to the observations of the Shareholders.
13. He requested shareholders who had not voted on the Resolutions to cast their votes.
14. The Chairman thereafter informed that the Consolidated Results of E-Voting and EGM Voting at the meeting will be hosted in the website of the Bank, Stock Exchanges (NSE and BSE), CDSL (the Voting Agency) and declared the meeting as closed.
15. Based on the Report of the Scrutinizers the both agenda items were passed with requisite majority.
 - a) Approval to set off Bank's accumulated losses of Rs. 23782,38,80,979.26 as at 31st March, 2020 by utilizing the balance standing to the credit of Share Premium Account Rs. 35331,77,29,673.58 in the Balance Sheet of the Bank as at 31st March, 2020



- b) Approval to raise fresh Capital upto an amount of Rs. 8,000 Crore (Rs. Eight Thousand Crore) by way of Equity Shares / Tier –I / Tier-II Bonds by way of Public Issue or Right Issue or Preferential Issue or QIP or Private placement or any other permitted mode at an appropriate time whether at a discount or premium to the market price.

Mumbai
Dated : 19th September 2020

Certified True Copy


(Rajeev Bhatia)
Company Secretary





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

19th September, 2020

To,
The Managing Director,
Bank of India
Head Office, Star House, C-5 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Shareholders during the Extraordinary General Meeting of your Bank held on Saturday, 19th September, 2020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

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



Ashwini Vartak
Partner



SCRUTINIZER'S REPORT

Name of the Company	Bank of India
Meeting	Extraordinary General Meeting
Day, Date & Time	Saturday, 19th September, 2020 at 11.00. a.m.
Deemed Venue	Head Office, Star House, C-5 G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051'
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Shareholders at the Extraordinary General Meeting ("EGM") of Bank of India (hereinafter referred to as the Bank) scheduled on Saturday, 19th September, 2020 at 11.00 a.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the EGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Business Standard (English newspaper), Business Standard (Hindi edition) and Mumbai Lakshadeep (Marathi newspaper) and having electronic editions on **27th August, 2020** specifying the date & time of the EGM, availability of the notice on Bank's website and



Report of Scrutinizer on remote e-voting process and voting by shareholders during the EGM of Bank of India held on 19th September, 2020.



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

website of Stock Exchanges, manner of registration of email ids by the shareholders (both physical and demat) who are yet to register their email ids with the Bank, manner of voting through remote e-voting or through e-voting system at the EGM etc.

2.2 The Bank hosted the notice of EGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **28th August, 2020**.

2.3 The Bank informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by Bigshare Services Private Limited the Registrar and Share Transfer Agents ("RTA") of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Bank completed dispatch of Notice of EGM:

a) On **27th August, 2020** by e-mail to **2,21,083** Shareholders who had already registered their email ids with the Bank/ Depositories;

3. Cut-off date

Voting rights were reckoned as on **Saturday, 12th September, 2020**, being the cut-off date for the purpose of deciding the entitlements of shareholders for remote e-voting and e-voting during the EGM.

4. Remote e-voting process

4.1 Agency

The Bank appointed **CDSL** as the agency for providing the platform for remote e-voting platform and e-voting during the EGM.





4.2 Remote e-voting period

Remote e-voting platform was open from **10.00 a.m. on Wednesday, September 16, 2020 till 5.00 p.m. on Friday, September 18, 2020** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the EGM

5.1 In line 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) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during 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 and shareholding of the shareholders who had cast their votes through remote e-voting.

6. Counting Process

6.1 On completion of e-voting during the EGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the EGM, on the CDSL e-voting platform and downloaded the results.

6.2 No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank, accordingly, provisions of Section 3(2E) of Banking Companies





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

(Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.

7. Results

- 7.1 Consolidated results with respect to the items on the agenda as set out in the Notice of the EGM dated 25th August, 2020 is enclosed herewith.
- 7.2 Based on the aforesaid results, we report that the **Special Resolutions** as set out in Item No. 1 & 2 of the Notice of the EGM dated 25th August, 2020 has been **passed with the requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 606/2019



Ashwini Vartak
Partner
ACS: 29463 | COP: 16723
ICSI UDIN: A029463B000736611
19th September, 2020 | Thane



CONSOLIDATED RESULTS

Item No. 1: Appropriation of accumulated Losses of the Bank from the Share Premium Account.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	192	3,10,00,26,289	13	22,129	205	3,10,00,48,418	99.9983
Dissent	107	52,417	1	200	108	52,617	0.0017
Total	299	3,10,00,78,706	14	22,329	313	3,10,01,01,035	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 1** of the Notice of the EGM dated 25th August, 2020 has been **passed with requisite majority**.



Ashwini Vartak
Partner

ACS: 29463 | COP: 16723

ICSI UDIN: A029463B000736611

19th September, 2020 | Thane



CONSOLIDATED RESULTS

Item No. 2: Approval for raising of Capital through equity shares and / Tier-I / Tier-II Bonds.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	210	3,09,97,44,414	13	22,129	223	3,09,97,66,543	99.9892
Dissent	90	3,34,542	1	200	91	3,34,742	0.0108
Total	300	3,10,00,78,956	14	22,329	314	3,10,01,01,285	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 2** of the Notice of the EGM dated 25th August, 2020 has been **passed with requisite majority**.



Ashwini Vartak
Partner

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19th September, 2020 | Thane