

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

Phone : (022)- 6668 4490

Fax : (022)- 6668 4491

E-Mail : headoffice.share@bankofindia.co.in

Ref No. HO:IRD:RB:2015-16:434

दिनांक /Date : 21.12.2015

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, <u>Mumbai 400 001.</u>
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Re: **Outcome of our Extra- Ordinary General Meeting**

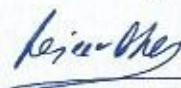
Dear Sir/Madam,

We are attaching herewith the

1. Proceedings of the Extra Ordinary General Meeting
2. Disclosure of the Voting Result of EGM
3. Scrutiniser Report on Voting (Tab voting and E-voting) conducted at the Extra Ordinary General Meeting held on 21.12.2015.
4. True Copy of Resolution passed.

Thanking you,

Yours faithfully,


(RAJEEV BHATIA)
Company Secretary



Encl: As Above

Proceedings of the Extra-Ordinary General Meeting of the Shareholders of 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.

In accordance with the Notice dated 20th November 2015, the Extra Ordinary General Meeting of the Bank was held on Monday 21st December 2015 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 96 shareholders, 01 Proxy holder, Shri S D Sharma, as a Representative of Government of India and 07 Directors of the Bank.

2. The Meeting commenced at 10.30 A.M. The meeting was chaired by Shri Melwyn Rego, Managing Director and CEO of the Bank. He welcomed the shareholders present. Then he announced that in accordance with 'Regulation 58' of the Bank of India (Shares and Meetings) Regulations, 2007, the requisite quorum was present and called the meeting to order.

3. Thereafter, the Chairman read out the details of the proxy received, intimation received from Government of India on the appointment of their Representative and introduced the Directors on the Dais.


4. The Chairman explained to the shareholders about the need for raising capital through Preferential Issue 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 2,00,00,000 equity shares of Rs.10/- each at a Premium of Rs.122.06 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 21st December, 2015.

Certified True Copy


(RAJEEV BHATIA)
(Company Secretary)



Voting Results for E.G.M. on 21/12/2015

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

Date of the EGM	21 st December, 2015
Total number of shareholders on record date	285240
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Proxies	1
Public:	96
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group:	Nil
Public	

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						
	Tab voting		555372168	100	555372168	-	100	0.00
	Total	555372168	555372168	100	555372168	-	100	0.00
Public- Institutions	E-Voting	164598279	124700859	75.76	124700859	-	100	0.00
	Tab voting		-	-	-	-	-	-
	Total	164598279	124700859	75.76	124700859	-	100	0.00
Public- Non Institutions	E-Voting	71942723	1627605	2.26	1622806	4799	99.70	0.30
	Tab voting		4224	0.00	4224	-	100	0.00
	Total	71942723	1631829	2.26	1627030	4799	99.70	0.30



Certified True Copy of the Resolution Passed at the Extra ordinary General Meeting Held on Monday 21st December, 2015 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], 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) to create, offer, issue and allot **2,00,00,000 (Two Crore) equity shares** of Rs.10/- each (Rupees Ten only) for cash at **Rs.132.06 per share** including premium of **Rs.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')"

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is **20th November, 2015.**"

"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 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)

