

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
ईमेल : headoffice.share@bankofindia.co.in



INVESTOR RELATIONS CELL
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

संदर्भ क्र. Ref. No.:HO:IRC:SD:2021-22:88

दिनांक Date: 28.06.2021

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,

Notice of 25th Annual General Meeting (AGM) and Book Closure

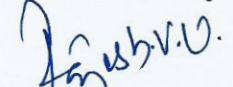
This is to inform that the Bank has convened its 25th Annual General Meeting of shareholders of our Bank as per details given below:

Sr No.	Particulars	Day And Date
1.	Annual General Meeting	Tuesday, 20 th July, 2021
2.	Cut-off date	13 th July, 2021 for remote E-voting and to participate in AGM through VC
3.	Book Closure	16 th July, 2021 to 20 th July, 2021
4.	Remote E-voting- CDSL	Start 16 th July, 2021 (09.00 A.M) End 19 th July, 2021 (5.00 PM)

We also annex a notice of the 25th Annual General Meeting in Annual Report (2020-2021). We request you to take notice under Regulation 42 and other applicable provisions of SEBI (LODR) Regulations, 2015 and upload the information on your website.

Thanking you,

Yours faithfully


Rajesh V Upadhyaya
(Company Secretary)



Encl: As above



Head Office: Star House, C-5, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Shareholders of Bank of India will be held on Tuesday, July 20, 2021 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (the deemed venue of the Meeting will be the Head Office of the Bank) to transact the following:

ORDINARY BUSINESS:

Item No. 1

“To discuss, approve and adopt the Audited Balance Sheet as at 31st March 2021, Profit and Loss Account of the Bank for the year ended 31st March 2021, Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors’ Report on the Balance Sheet and Accounts.”

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (Act), the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (Scheme) and the Bank of India (Shares and Meetings) Regulations, 2007 and other applicable provisions, if any, and subject to the approvals, consents, sanctions, if any, of the Reserve Bank of India (“**RBI**”), the Government of India (“**GOI**”), the 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 the regulations viz., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (ICDR Regulations), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter separately and collectively called as “**SEBI Regulations**”), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue And Listing Of Non-Convertible Redeemable Preference Shares) Regulations, 2013, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and in accordance with the applicable rules, regulations, guidelines, circulars and clarifications, if any, prescribed by the RBI, SEBI, Notifications / Circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992 and all other applicable laws and all other competent 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 in one or more tranches (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of offer document (s) / placement document /prospectus or such other document (s), in India or abroad

- (a) Fresh equity shares of the face value of Rs.10 each for cash at such premium **upto an amount of Rs. 3,000 Crore (Rs. Three Thousand Crore only)**, where the fresh Paid up Equity Share capital together with the existing Paid-up Equity share capital within the total authorized capital of Rs.6,000 crore of the bank, being the ceiling in the Authorised Capital of the Bank as per Section 3(2A) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, or any amount prescribed by the Government of India and / or the Reserve Bank of India in such a way that the Central Govt. shall at all times hold not less than 51% of the paid-up Equity capital of the Bank, whether at a discount or premium to the market price;
- (b) For making offer(s) or invitation(s) to subscribe to perpetual debt instruments in accordance with the guidelines framed by RBI, Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds and /or other debt securities/ Preference Shares etc., on a private placement / public issue basis, in one or more tranches which may classify for Basel III compliant TIER 1 Capital (both domestic and foreign currency) as identified and classified by RBI or such other authority for an amount upto **Rs.3,000 Crore** (Rupees Three Thousand Crore only), **including amount mentioned under para (a) above,**
- (c) For making offer(s) or invitation(s) to subscribe to debt capital instruments in accordance with the guidelines framed by RBI, Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds, Perpetual Non-Cumulative Preference Shares and /or other debt securities/ Preference Shares etc., on a private placement / public issue basis, in one or more tranches which may classify for Basel III compliant TIER 2 Capital as identified and classified by RBI or such other authority for an amount not exceeding **Rs.1,800 Crore** (Rupees One Thousand Eight Hundred Crore only),

during the period of one year from the date of passing of this Special Resolution in one or more tranches, including to one or more of the members, employees of the Bank, Indian nationals, Non-Resident Indians (“**NRIs**”), Companies, private or public, Investment Institutions, Societies, Trusts, Research Organizations, Qualified Institutional Buyers (“**QIBs**”) like Foreign Institutional Investors (“**FIIs**”), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/preference shares/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank”.

"RESOLVED FURTHER THAT, such issue, offer or allotment of Securities shall be by way of qualified institutions placement (QIP), public issue, rights issue, private placement or such other mode of issue as may be provided by applicable laws, with or without over-allotment option and that such offer, issue, placement and allotment of securities be made as per the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") and all other guidelines issued by the RBI, SEBI and any other authority as applicable, and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT, the Equity Shares to be issued shall be listed with the stock exchanges where the existing equity shares of the Bank are listed."

"RESOLVED FURTHER THAT, in respect of the aforesaid issue/s, the Board shall have the absolute authority to decide, such price or prices not below the price as determined in accordance with relevant provisions of ICDR Regulations, in such manner and wherever necessary, in consultation with the lead managers and /or underwriters and /or other advisors, and/or such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, other regulations and any and all other applicable laws, rules, regulations and guidelines, and/or whether or not the proposed investor(s) are existing shareholders of the Bank."

"RESOLVED FURTHER THAT in case of a Qualified Institutions Placement pursuant to Chapter VI of the ICDR Regulations:

- a) the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VI of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution, or such other time as may be permitted under the ICDR Regulations from time to time."
- b) the Bank is pursuant to Regulation 176 (1) of ICDR Regulations authorized to offer shares at a discount of not more than five percent on the floor price.
- c) the relevant date for the determination of the floor price of the securities shall be in accordance with the ICDR Regulations."

"RESOLVED FURTHER THAT, the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI / RBI / SEBI/Stock Exchanges where the shares of the Bank are listed or where the Debt Securities to be issued are proposed to be 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 issue and allotment of aforesaid Securities, if any, to NRIs, FPIs and/or other eligible foreign investments be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits set forth under the Act and by other regulators, as applicable"

"RESOLVED FURTHER THAT the said new equity shares to be issued shall be subject to the Bank of India (Shares and Meetings) Regulations, 2007 as amended and shall rank in all respects *pari-passu* with the existing equity shares of the Bank including dividend, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to enter into and execute all such arrangements with any Lead Manager(s), Banker(s), Underwriter(s), Depository (ies) and all such agencies as may be involved or concerned in such offering of aforesaid Securities and to remunerate all such institutions and agencies by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and / or other persons as appointed by the Bank, be and is hereby authorized to determine the form and terms of the issue(s), including the class of investors to whom the aforesaid Securities are to be allotted, their number to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue/conversion of Securities/ exercise of warrants/redemption of Securities, rate of interest, redemption period, number of equity shares /preference shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of Securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and / or abroad, as the Board in its absolute discretion deems fit."

"RESOLVED FURTHER THAT, such of the aforesaid Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"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 shares/ securities 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 the Resolution."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Managing Director & Chief Executive Officer (MD & CEO) or to the Executive Director/(s) to give effect to the aforesaid Resolutions."

Notes:

1. In view of the continuing Covid-19 pandemic (second wave), the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 and further clarification vide General circular No. 2/6/2020-CL-V dated 13th January 2021 (collectively referred to as "MCA Circulars") has permitted to hold Annual General Meeting through Video

Conferencing (VC) or other audio visual means (OAVM) till 31st December, 2021. Department of Financial Services, Ministry of Finance, Government of India, has permitted the holding of the Annual General Meeting (“AGM”) 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 AGM of the Bank is being held through VC / OAVM.

2. Pursuant to the applicable provisions, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA / MOF Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company Secretary of the Bank by email to headoffice.share@bankofindia.co.in with a copy marked to the Scrutinizer by email to scrutinizer@snaco.net with a copy also marked to helpdesk.evoting@cdslindia.com.
4. Pursuant to Regulation 12 of the Bank of India (Shares and Meetings) Regulations and applicable Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Register of Shareholders will be closed from Friday , July 16, 2021 till Tuesday, July 20 (both days inclusive) for AGM.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listing companies can be transferred only in dematerialized form with effect from April 1, 2019 in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Bank or Bank’s Registrars and Transfer Agents, Bigshare Services Pvt. Ltd., for assistance in this regard. Members may also refer to Frequently Asked Questions (“FAQs”) on Bank’s website www.bankofindia.co.in.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with the DPs in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to BOI in case the shares are held by them in physical form.

8. Members holding shares in physical form, identical order of names, in more than one folio are requested to send to the Bank, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders, the shareholders whose name appears as their first holder in order of names as per the Register of shareholders of the Bank will be entitled to vote at the AGM.
10. Shareholders seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Bank on or before July 13, 2021 through email on headoffice.share@bankofindia.co.in. The same will be replied by the Bank suitably at the AGM.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect to such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual Report and FAQ of investor page on Bank's website <http://www.bankofindia.co.in>.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Bank/Depositories. Shareholders may note that the Notice and Annual Report 2020-21 will also be available on the Bank's website www.bankofindia.co.in websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, on the website of CDSL <https://www.cdslindia.com>.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. E-VOTING

The Bank is pleased to provide remote e-voting facility to the shareholders of the Bank to enable them to cast their votes electronically on the items mentioned in the notice. The Bank will also provide e-voting facility during the AGM for those shareholders who have not casted their votes during the remote e-voting process. The Bank has appointed M/s. S N ANANTHASUBRAMANIAN & Co., Practising Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **Tuesday, July 13, 2021** being the cut-off date for the purpose. Shareholders of the Bank holding share either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

16. E-VOTING INSTRUCTIONS

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the continuing COVID-19 global pandemic (second wave), the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) circular dated May 5, 2020 and further clarification vide General circular No. 2/6/2020-CL-V dated 13th January 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and above mentioned MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Bank's (Shares and Meeting) Regulations, 2007.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Bank at www.bankofindia.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 09.00 a.m. on Friday, July 16, 2021 and ends on 5.00 p.m. on Monday, July 19, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, July 13, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **headoffice.share@bankofindia.co.in**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Headoffice.share@bankofindia.co.in or to RTA by clicking the link at <https://www.bigshareonline.com/InvestorRegistration.aspx>.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bankofindia.co.in and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

Item No. 2

The Guidelines on implementation of Basel III capital requirements in India have become effective from 1st April 2013 in a phased manner. The guidelines will be fully phased in as on 01st October 2021. The Bank's overall Capital Adequacy Ratio (CAR), as on 31st March 2021 stand as 14.93% (regulatory requirement 10.875%) with CET-1 Capital at 11.51%. Based on the assumption of growth in Risk Weighted Assets (RWA) and plough back of profits, the Bank may require to raise additional Capital during FY 2021-22 or afterwards to match the anticipated growth in assets and comply with stipulated level of capital adequacy, especially on account of requirement of the Capital Conservation Buffer (CCB) i.e. 0.625% every year till 01st October 2021.

The Bank has been growing very diligently and cautiously for the last many years and there is constant requirement of capital. In order to meet this growing requirement, Bank needs long term capital. The Bank proposes to raise capital by way of Qualified Institutions Placement

(QIP) /public issue, rights issue, Follow on public offer (FPO)/ private placement of equity shares, Basel III compliant Additional Tier-I Bonds, Tier-II capital Bonds, or such other modes of issue, in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and as amended up to date and other applicable Regulations / Guidelines of SEBI/RBI in this regard.

The proposed resolution is also proposed in order to enable the Board of Directors of the Bank to issue the equity shares, Tier-I/ Tier-II capital bonds at an appropriate time, mode, premium and other terms.

The proposed issuance of Equity Shares / Tier-I, Tier-II capital bonds in terms of the Special Resolution will be in conformity with the provisions of all applicable laws.

Your Directors recommend, the Special Resolution as set out in Item 2 of the Notice.

None of the Directors of the Bank, Key Managerial Personnel and their relatives may be deemed to be interested or concerned in the aforementioned resolution, except to the extent of their shareholding, if any, in the Bank.

By Order of the Board of Directors

A. K. Das
Managing Director & CEO

Mumbai, June 04, 2021