

निवेशक संबंध विभाग

प्रधान कार्यालय :

स्टार हाउस, सी - 5, "G" ब्लॉक

8वीं मंजिल,

बान्द्रा कुर्ला संकुल,

बान्द्रा (पूर्व),

मुंबई - 400 051

दूरध्वनि : (022)- 6668 4490

फेक्स : (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

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

Ref No. HO:IRD:2015-16: 557

Date: 23-03-2016

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,

Addendum to Notice of Extra Ordinary General Meeting

This is further to our notice dated 2nd March 2016, on the subject. This is to inform you Bank is issuing an addendum to the notice for consideration in the Extra-ordinary General meeting scheduled to be held on Tuesday 29th March 2016.

In terms of Regulation 29 of SEBI Listing Regulations-2015, Bank is uploading this information on the web portals of BSE, NSE and the website of Bank of India. Further, Bank is publishing this addendum to the newspapers in English, Hindi and Marathi Newspaper for information to the Shareholders

Thanking you,

Yours faithfully,



(Rajeev Bhatia)
Company Secretary

Encl: Addendum to the Notice



Addendum to Extraordinary General Meeting

Notice dated 29th February 2016

Attention of the members is invited to Notice dated 29th February 2016 convening Extraordinary General Meeting of the Bank scheduled to be held on Tuesday 29th March, 2016 at 10.30 A.M. at Bank of India Auditorium, Star House. C-5, G Block, Bandra Kurla Complex, Mumbai-400 051

Notice is further given that the following item of business shall be included in the aforesaid notice at New Item No. 3

Item No. 3

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“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, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 upto 46,39,294 equity shares of Rs.10/- each (Rupees Ten only) for cash at Rs. 86.22 per share including premium of Rs. 76.22 per equity share as may be determined by the Board in accordance with



Regulation 76 (4) of SEBI ICDR Regulations aggregating upto Rs.40 Crore on preferential basis to General Insurance Corporation of India (GIC).

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is **26th February, 2016.**"

"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 Director or such other officer of the Bank as it may deem fit to give effect to the aforesaid Resolution."

Place: Mumbai

Date: 23.03.2016

By order of the Board

Sd/-
(Melwyn Rego)
Managing Director & CEO



EXPLANATORY STATEMENT

Explanatory Statement and Disclosure as required to be made in terms of Chapter VII of SEBI ICDR Regulations.

Item number 3:

The Bank has since received the letter No. Ref: Pref/BOI/2016 dated 1st March 2016 from General Insurance Corporation of India about their intention to subscribe to preferential allotment of equity shares of Bank of India upto the extent of Rs. 40 Crore subject to Bank receiving necessary approval to this effect from Government of India.

Your Board has, considering the emergent need for Capital to comply with regulatory requirements and has considered and decided to seek the approval of shareholders for issuance of equity shares to the aforesaid entity on preferential basis at the Extraordinary General Meeting to be held on 29th March 2016.

In terms of Chapter VII of SEBI (ICDR) Regulations, 2009, the requisite disclosures for Issue of equity shares of the Bank are as under:

1. Objects of the proposed Preferential Issue:

With a view to comply with BASEL (II & III) requirements relating to capital adequacy, there is an ever-increasing need to raise capital. The capital raised from General Insurance Corporation of India (GIC) would be utilized to shore up the capital adequacy of the Bank and to fund the general business needs of the Bank.

2. Proposal of the Promoters/ Directors/ Key Management Persons of the issue to subscribe to the offer:

None of the Director or Key Management Persons or their relatives intends to subscribe to the offer of equity shares.

3. Shareholding Pattern before and after the proposed Preferential Offer:

Sr. No.	Name of Shareholders	Pre-allotment in terms of No. of shares As on (22 nd March, 2016)	% of pre-allotment Paid Up Capital	Fresh Allotment of Shares	Post allotment in terms of No. of Shares (approx)	% of Post-allotment Paid Up Capital
1.	Promoter Group The President of India	55,53,72,168	68.40	-	55,53,72,168	68.01



2	The General insurance Corporation of India (GIC)	30,99,851	0.38	46,39,294	77,39,145	0.95
3.	Other Investors / Public	25,34,41,151	31.22	-	25,34,41,151	31.04
5	Total	81,19,13,170	100.00	46,39,294	81,65,52,464	100.00

4. **The Pre and Post Issue shareholding of the Proposed Investors are as under:-**

	Pre Issue		Post Issue	
	No. of equity shares	Percentage to Capital	No. of equity shares	Percentage to Capital
General Insurance Corporation of India	30,99,851	0.38	77,39,145	0.95

5. **The timeline within which the preferential issue shall be completed:**

The Bank endeavors to complete the Issue process within the prescribed time lines as indicated in SEBI ICDR Regulations.

6. **Effect of the Present Issue**

Government of India, being Promoters of the Bank will continue to vests their control over the Bank and there will not be any change in the management / control on the Bank as a result of the proposed preferential allotment.

7. **Pricing of the proposed Preferential Issue:**

The Issue Price has been determined in accordance with the Regulation 76 of Chapter VII of the SEBI (ICDR) Regulations as amended upto date.

The Relevant Date for the purpose of pricing of equity shares is 26th February 2016



8. **Certification from Statutory Auditors:**

M/s. Grover, Lalla & Mehta, Chartered Accountants, Statutory Auditors of the Bank, have certified that the issue of shares is being made in accordance with the SEBI (ICDR) Regulations. A copy of the said certificate will be available at the Extraordinary General Meeting on 29th March 2016.

9. **Lock-in period:**

As per SEBI Guidelines for Preferential Issues, the shares proposed to be issued on preferential basis to the General Insurance Corporation shall be subject to a lock-in of one year from the date of trading approval.

10. **Compliance:**

- a) The Bank is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges where the equity shares of the Bank are listed.
- b) Clause 41 (4) of SEBI Listing Regulations-2015, provide *inter-alia* that the listed entity shall, issue or offer in the first instance all shares (including forfeited shares), securities, rights, privileges and benefits to subscribe pro rata basis to the equity shareholders of the listed entity, unless the shareholders in the general meeting decide otherwise. As it is proposed to allot fully paid up Equity Shares other than pro rata to the existing shareholders of the Bank, the above special resolution is required to be passed. Further, special resolutions also required to be passed under Regulation 72 of the SEBI-ICDR Regulations 2009 in case of preferential issue.

11. **Undertakings:**

- a) The Bank undertakes to re-compute the price of the equity shares in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- b) The Bank undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottee.

Your Directors recommend, the Special Resolution as set out in the Notice. This notice shall be hosted on the websites of National Stock Exchange, BSE Limited, Bank of India and shall be published in two English and Hindi language newspapers and one Marathi language newspaper.



None of the Director and / or Key Managerial personal (KMPs) of the Bank and their relatives is interested or concerned in the aforementioned Resolution(s), except to the extent of their shareholding, if any, in the Bank

By order of the Board
Sd/-

Mumbai
Date: 23.03.2016

(Melwyn Rego)
Managing Director & CEO

