

निवेशक संबंध विभाग

INVESTOR RELATIONS DEPARTMENT

प्रधान कार्यालय :
स्टार हाउस, सी - 5, "G" 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

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: HO: IRD: 2016-17:304

Dated 30.08.2016

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,

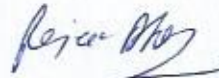
Outcome of the Extraordinary General Meeting

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) Scrutinizer's Report
- (3) Copy of the Resolution.

Thanking you,

Yours faithfully,



(Rajeev Bhatia)
Company Secretary

Encl: As Above

BANK OF INDIA- HEAD OFFICE

Proceedings of the Extra-Ordinary General Meeting of the Shareholders of the Bank, held on Tuesday 30th August 2016 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai - 400 051.

In accordance with the Notice dated 30th July 2016, the Extra Ordinary General Meeting of the Bank was held on Tuesday 30th August 2016 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 74 shareholders, 1 Proxy holder, Shri Manish Kumar, Under Secretary as a Representative of Government of India and 8 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 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.

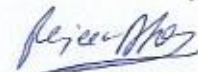
4. The Chairman explained to the shareholders about the need for raising capital through Preferential Issue to the Government of India. After due discussion and replying to the observations of shareholders by the Chairman on the agenda item, the shareholders approved the Special Resolutions Pertaining to preferential Issue of 12,06,60,113 Equity Shares of Rs. 10/- each at a Premium of Rs. 100.89 to Government of India, 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 30th August, 2016.

Certified True Copy



(RAJEEV BHATIA)
(Company Secretary)

30th August, 2016

To,
The Managing Director and Chief Executive Officer
Bank of India,
Star House, C-5, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for the remote e-Voting process and voting by shareholders of the Bank at the Extraordinary General Meeting (EGM) held on 30th August, 2016 at 10:30 a.m.

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

Malati A. Kumar

Malati Kumar
Partner

SCRUTINIZER'S REPORT

NAME OF THE BANK	Bank of India
MEETING	Extraordinary General Meeting
DAY, DATE & TIME	Tuesday, 30 th August, 2016 at 10:30 a.m.
VENUE	Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting process as well as the voting conducted at the Extraordinary General Meeting (EGM) of **Bank of India** (hereinafter referred to as **the Bank**) held on 30th August, 2016 at 10:30 a.m. at Bank of India Auditorium, Star House, 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 Shareholders 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 as under:

- On 02nd August, 2016 by e-mail to 1,19,906 Shareholders who had registered their email-ids with Depositories/the Bank;
- On 03rd August, 2016 by courier to 1,80,898 Shareholders in physical form.

3. Cut-off date

The Voting rights were reckoned as on Tuesday, 23rd August, 2016 being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the EGM.

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 a.m. on Saturday, 27th August, 2016 till 5:00 p.m. on Monday, 29th August, 2016 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the remote 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) Amendment, 2015, for the purpose of ensuring that shareholders 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 shareholders who have cast their votes through remote e-Voting, such as their names, folios, DP ID, & Client ID, 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 shareholders who had cast their votes through remote e-Voting.

5.3 The Bank appointed CDSL to provide tab based e-Voting facility to the shareholders who attended the meeting.

5.4 Shri. Ravindra Vilas Ghosalkar, Shareholder of the Bank (DP Id IN302201 /11365708) was appointed as Shareholder Scrutinizer representing the Shareholders of the Bank.

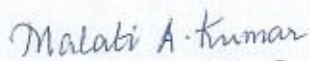
6. Counting Process

6.1 On completion of voting at the EGM, 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.
- 6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. Aditya Ambastha and Ms. Shivani Abhyankar 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
- 35 Shareholders had cast their votes at the meeting
 - 150 Shareholders 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 30th July, 2016 is enclosed.
- 7.3 Based on the aforesaid results, we report that the **Special Resolution** as contained in the Notice of the EGM dated 30th July, 2016 has been passed with requisite majority.



Malati Kumar
CP No. 10980



Ravindra Vilas Ghosalkar
IN30220111365708

Date : 30th August, 2016

Place : Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Consolidated Results

Item: To create, offer, issue and allot up to 12,06,60,113 equity shares of Rs. 10/- each (Rupees Ten only) for cash at Rs.110.89 per share including premium of Rs.100.89 per equity share aggregating up to Rs.1,338 crore on preferential basis to Government of India (President of India).

Particulars	Remote e-Votes		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	141	15,06,28,812	35	65,68,59,536	176	80,74,88,348	100.00
Dissent	9	2,211	0	0	9	2,211	0.00
Total	150	15,06,31,023	35	65,68,59,536	185	80,74,90,559	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of the EGM dated 30th July, 2016, has been passed with requisite majority.

Malati A. Kumar.

Malati Kumar
 CP No. 10980

Date : 30th August, 2016
 Place : Mumbai



Ravindra Vilas Ghosalkar
 IN30220111365708

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 Tuesday 30th August 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) to create, offer, issue and allot **upto 12,06,60,113 equity shares** of Rs.10/- each (Rupees Ten only) for cash at **Rs. 110.89 per share** including premium of **Rs. 100.89** per equity share as determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating upto **Rs.1338** crore (Rs. One Thousand Three Hundred Thirty Eight Crore only) on preferential basis to Government of India (President of India)."

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is **29th July, 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 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)

