

प्रधान कार्यालय,
स्टार हाउस, सी-5, जी ब्लॉक
बांद्रा कुर्ला संकुल
बांद्रा पूर्व, मुंबई 400 051
फोन – 22-66684694
ईमेल: headoffice.share@bankofindia.co.in



HEAD OFFICE
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Ref No.:HO:IRC:RB:2019-20:68

Date: 06.05.2019

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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Dear Sir/Madam,

**Submission of Annual Secretarial Compliance Report
for year ended 31st March, 2019**

In compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, Bank has appointed **M/s Pradeep Purwar & Associates**, Practicing Company Secretaries, as Secretarial Auditor of the Bank for the financial year ended on 31 March, 2019. They have carried out the secretarial audit and submitted Annual Secretarial Compliance Report.

We are enclosing the copy of the same for your record please.

Thanking you,

भवदीय Yours faithfully,

(राजीव भाटिया **Rajeev Bhatia**)
कंपनी सचिव **Company Secretary**

Encl: As Above





**SECRETARIAL COMPLIANCE REPORT OF
BANK OF INDIA
FOR THE YEAR ENDED 31ST MARCH, 2019**

I /We, M/s. Pradeep Purwar & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Bank of India ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

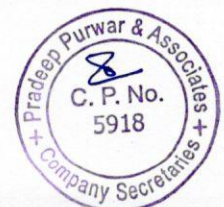
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not attracted during year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not attracted during year under review)**

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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ guidelines / specific clause) including	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL

Date: 26th April, 2019
Place: Thane



Signature:

Pradeep Purwar
Proprietor
FCS No.: 5769
CoP No.: 5918