

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

To,
The Managing Director & CEO
Bank of India
Star House, C-5, 'G' Block
8th Floor, BandraKurla Complex,
Bandra (East), Mumbai 400051.

Dear Sir,

At the outset, we would like to express our gratitude to the Board of Directors of the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by members of the Bank at the Extraordinary General Meeting held on Monday, 28th September, 2015.

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

For S. N. ANANTHASUBRAMANIAN & Co.

Malati A. Kumar

Malati Kumar
C.P No. 10980

Date : 28th September, 2015
Place : Mumbai

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SCRUTINIZER'S REPORT

NAME	Bank of India
MEETING	Extraordinary General Meeting
DATE & TIME	Monday, 28 th September, 2015 at 10.30 a.m.
VENUE	Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai- 400051

1. Appointment as Scrutinizer:

We were appointed as Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the Extraordinary General Meeting (EGM) of **Bank of India** hereinafter referred to as the **Bank** held on Monday, September 28, 2015 at 10.30 a.m. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai- 400051.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members 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 Company completed dispatch of the Notice of the EGM;

- on 2nd September, 2015 by email to 85,918 Shareholders who had registered their email-ids with Depositories/the Company;
- on 2nd September, 2015 by Registered Post to 26,290 Shareholders, by Speed Post to 24,964 Shareholders and by Courier to 1,32,587 shareholders in physical form.

3. Cut-off date

The Voting rights were reckoned as on **Monday, 21st September, 2015**, being the Cut-off date for the purpose of deciding the entitlement of shareholders at the remote e-Voting and voting at the Meeting.

Report of Scrutinizer on remote e-Voting & voting by Shareholders of Bank of India

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4. Remote e-Voting

4.1 Agency:

The Company has appointed NSDL 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 Friday, 25th September, 2015 to 5.00 p.m. on Sunday, 27th September, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the e-Voting platform provided by NSDL.

5. Voting at the EGM:

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014, 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, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, 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.

6. Counting Process

6.1 On completion of voting at the Meeting, the Registrar and Transfer Agent (RTA) of the company provided us with the List of shareholders who had cast their votes, with their holding details and details of vote on the Resolution.



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- 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 NSDL E-voting platform before Mr. Anil Joshi and Mr. Narendra P. Ojha and downloaded the remote e-Voting results.
- 6.4 Pursuant to provisions of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the 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
- a) 49 shareholders had cast their votes at the meeting; and
 - b) 324 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 dated 28th August, 2015 is enclosed.
- 7.3 Based on the aforesaid results, I report that, the **Special Resolution** as contained in the Notice dated 28th August, 2015 has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

Malati A. Kumar

Malati Kumar

C.P. No. 10980

Date : 28th September, 2015

Place : Mumbai



Shareholder Scrutinizer

Mr. Narendra P. Ojha

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Consolidated Results

Item No. 1: Issue and allot upto 12,70,04,655 equity shares of Rs. 10/- each for cash at an issue price of

Rs.193.30, aggregating upto Rs. 2,455 Crore, on preferential basis to Government of India.

Particulars	Remote e-Votes		Number of Votes contained in Voting at the EGM				Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	302	11,56,21,039	48	42,83,74,009	350	54,39,95,048			99.99
Dissent	22	66,815	1	340	23	67,155			0.01
Total	324	11,56,87,854	49	42,83,74,349	373	54,40,62,203			100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 1 of the Notice dated 28th August, 2015, has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Malati A. Kumar

Malati Kumar

C.P No. 10980

Date : 28th September, 2015

Place : Mumbai

Shareholder Scrutinizer

Mr. Narendra P. Ojha