

निवेशक संबंध विभाग

प्रधान कार्यालय :

स्टार हाउस, सी - 5, "G" ब्लॉक

8वीं मंजिल,

बान्द्रा कुर्ला संकुल,

बान्द्रा (पूर्व), मुंबई - 400 051

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INVESTOR RELATIONS DEPARTMENT

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Ref No. HO:IRD:CPS:2013-14:567

Date 03-12-2013

The Vice-President –Listing Department,
National Stock Exchange Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

The Vice President-Listing Department
BSE Ltd.,
25, P. J. Towers, Dalal Street,
Mumbai 400 001

Dear Sir,

Re: Outcome of the Extra-Ordinary General Meeting

In Compliance of Clause 35A of the Listing Agreement, we are attaching herewith the proceedings of the Extra-Ordinary General Meeting (EGM) held on 03.12.2013 and details of voting results in prescribed format.

In the Extra-Ordinary General Meeting, shareholders of the Bank have accorded their approval to issue upto 4,63,60,686 equity shares to Government of India on preferential basis for equity infusion of Rs.1,000 Crore. This will increase Government of India's shareholding to 66.70%.

Thanking you,

Yours faithfully,



(Rajeev Bhatia)

Company Secretary

Encl: as above

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BANK OF INDIA- HEAD OFFICE

Proceedings of the Extra Ordinary General Meeting of the Bank held on Tuesday 03.12.2013 at 11.00 A.M. at the Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai - 400 051.

In accordance with the Notice dated 31st October, 2013, the Extra Ordinary General Meeting of the Bank was held on Tuesday 3rd December, 2013 at 11.00 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. The meeting was attended by 80 members, 168 Proxy holders, 3 Authorized Representatives and 6 Directors.

2. The Meeting commenced at 11.00 A.M. The Chairperson and Managing Director of the Bank chaired the meeting and welcomed the shareholders present. She then announced that in accordance with 'Regulation 58' of the Bank of India (Shares and Meetings) Regulations, 2007, the requisite quorum was present and called the meeting to order.

3. Thereafter, the Chairperson & Managing Director read out the details of the proxies received, letter received from Government of India on the appointment of their Representative and introduced the Directors on the Dais.

4. The Chairperson addressed the shareholders explaining the need for raising capital through Preferential Issue and other routes, and the road map for future. After due discussion and replying to the observations of shareholders by the Chairperson and Managing Director, the shareholders unanimously approved the Special Resolutions Pertaining to

(a) To Issue upto 4,63,60,686 equity shares of Rs.10/- each at a Premium of Rs.215.70 per Share through Preferential Issue route to the Government of India (Promoters) in the name of the President of India, in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 subject to necessary approvals.

(b) To issue upto 5,00,00,000 (Five Crore) equity shares of Rs. 10/- each at issue price including premium determined in accordance with applicable laws by way of Qualified Institutions Placement (QIP), Public Issue, right Issue, Global Depository Receipt (GDR) or such other issue which may be provided by applicable laws at such time in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit.

The Chairperson then thanked all the participants for attending the meeting and declared the meeting closed.

Mumbai

Date 3rd December, 2013.

Certified True Copy


(RAJEEV BHATIA)
(Company Secretary)



HEAD OFFICE- C-5, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051

Name of the Company	Bank of India		
Date of the Extra ordinary General Meeting	3 rd December 2013		
Total Number of shareholders on record date	2,31,935		
No. of shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	1	
	Public	250	
No. of shareholders attended the meeting through video conference	Promoters and Promoter Group	Nil	
	Public	Nil	
(Agenda wise) Details of the Agenda	Given Below		
Resolution Required (Ordinary/ Special)	Special		
Mode of voting (Show of hands/ poll/ postal ballot/ E-voting)	Show of Hands (passed Unanimously)		

In Case of poll/ postal ballot/ E-voting				Not Applicable			
Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)={ (2)/(1) } *100	(4)	(5)	(6)={ (4)/(2) } *100	(7)={ (5)/(2) } *100
Promoter and Promoter Group	Not Applicable						
Public Institutional Holder							
Public-Others							
Total							



HEAD OFFICE- C-5, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051

Agenda Items

Item No. 1- 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] 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 4,63,60,686 equity shares of Rs.10/- each (Rupees Ten only) for cash at Rs. 215.70 per share including premium of Rs. 205.70 per equity share as determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating upto Rs.-1000/-Crore on preferential basis to Government of India (President of India)."

"RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is **1st November, 2013."**

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

The Special Resolution was passed unanimously by show of hands

Item No. 2- 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 (Act), The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (Scheme) and the Bank of India (Shares and Meetings) Regulations, 2007 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, 2009 SEBI (ICDR Regulations)/ guidelines, 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 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 offer, issue and allot (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 an offer document/ prospectus or such other document, in India or abroad, Upto 5 crore equity shares of the face value of Rs.10 each at issue price including premium determined in accordance with applicable laws, in such a manner that the Central Government 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, 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 shares 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 shall be by way of Qualified Institutions Placement(QIP), Public Issue, Rights Issue, Global Depository Receipt (GDR) or such other issue which may be provided by applicable laws, with or without over-allotment option and that such offer, issue, placement and allotment 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, 2009 ("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 Board shall have the authority to decide, at such price or prices in such manner and where necessary in consultation with the lead managers and /or underwriters and/ or other advisors or otherwise on 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 to issue such securities to investors, whether or not such investor(s) are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of ICDR Regulations".

"RESOLVED FURTHER THAT in accordance with the provisions of the Listing Agreements entered into with relevant stock exchanges, the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the provisions of the Bank of India (Shares and Meetings) Regulations, 2007, the provisions of ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India(SEBI), Stock Exchanges, Reserve Bank of India(RBI), Foreign Investment Promotion Board (FIPB), and all other authorities as may be required (hereinafter collectively referred to as "the Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as "the requisite approvals") the Board may, at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, in such a way that the Central Government at any time holds not less than 51% of the Equity Capital of the Bank, to QIBs (as defined in Chapter VIII of the ICDR Regulations) pursuant to a qualified institutional placement, as provided for under Chapter VIII of the ICDR Regulations, through a placement document and/or such other documents/writings/circulars/memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other provisions of the law as may be prevailing at the time; provided the price inclusive of the premium of the equity shares so issued shall not be less than the price arrived in accordance with the relevant provisions of ICDR Regulations".

"RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities shall only be to QIBs within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution".

"RESOLVED FURTHER THAT in case of QIP issue the relevant date for the determination of the floor price of the securities shall be in accordance with the SEBI (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 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 new equity shares, if any, to NRIs, FIIs 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".

"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 for the purpose of giving effect to any issue or allotment of equity shares, the Board, be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares/ securities to be allotted in each tranche, issue price, premium amount on issue as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the members and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements with any Book Runner Lead Manager(s), Banker(s), Underwriter(s), Depository(ies), Registrars, Auditors and all such agencies as may be involved or concerned in such offering of equity/ preference shares/ 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 shares are to be allotted, number of shares to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, 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 these shares/ 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 authorised 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 authorise 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 Chairperson and Managing Director or to the Executive Director/(s) to give effect to the aforesaid Resolutions."

The Special Resolution was passed unanimously by show of hands




(A/K VERMA)
General Manager