S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail:sna@snaco.net, Website: www.snaco.net

To,
Chairperson & Managing Director,
Bank of India
Star House, Bandra Kurla Complex,
Mumbai 400051

Dear Sir / Madam,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Annual General Meeting of your Bank held on 10th July, 2014

Please find enclosed, our Report in three parts as listed below:

Section I - Report of the Scrutinizer on E-Voting

Section II - Report of Poll Results at the AGM

Section III - Consolidated Results of e-Voting & Poll

Our Report on E-Voting is based on the data downloaded from the e-Voting platform provided by NSDL and our Report on Voting on the Poll is based on the data provided / authenticated by your RTA.

We trust you will find our Report to be comprehensive & self-explanatory in all respects. We will however be happy to answer your queries if any, on the same and assure you of our best services at all times.

For S.N.ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

Malati Kumar

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SECTION - I

e-Voting Results

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
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Report to the Chairperson & Managing Director of Bank of India, a Bank constituted under The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and having its Head Office at Star House, Bandra Kurla Complex, Mumbai 400051, (hereinafter referred to as 'the Bank') on the e-Voting conducted by the Bank to pass the items on the agenda as contained in the Notice dated 30th May, 2014.

1. In terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management & Administration) Rules, 2014 ("the Rules"), I was appointed as Scrutinizer by the Bank on 16th May, 2014 to the e-Voting process for passing the items on the agenda as contained in the Notice dated 30th May, 2014.

2. 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),as on 23rd May, 2014, the Cut-off date for the purpose of e-Voting, the Bank completed dispatch of the Notice of e-Voting:
   - by email to 64,415 Members who had registered their email-ids with the Bank on 13th June, 2014 and
   - by Speed Post/Courierto 1,72,079 Members in physical form on 16th June, 2014.

3. In terms of the aforesaid Notice, e-Voting was open for three days from 10:00 am on Friday, 04th July, 2014 to 05:00 pm on Sunday,06th July,2014 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Resolutions, on e-Voting platform provided by NSDL.

S. N. ANANTHASUBRAMANIAN & CO
MALATI KUMAR
ASSOCIATE
CP NO. 10980
COMPANY SECRETARIES

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4. As required in the Rules, I unlocked the e-Voting on the platform provided by NSDL after the completion of the e-Voting process at 05:17 pm on Sunday, 06th July, 2014 in the presence of Mr. S N Viswanathan and Mani K R S Iyer

5. Pursuant to the provisions of Section 3(2E) of the Banking Companies (Acquisitions & Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the Central Government, shall be restricted to 10% of the total voting rights of all shareholders of the Bank.

6. Based on the results made available to me, 204 members have cast their votes on the e-Voting platform, the details and analysis of the e-Voting Results for each of the three agenda items contained in the said Notice, form a part of this Report.

S. N. ANANTHASUBRAMANIAN & Co.,

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar

Date :08th July, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Analysis of Results

Agenda Item No.	1		
Subject	Approval and Adoption of Audited Balance Sheet as at 31st March, 2014 and the Audited Profit and Loss Account of the Bank for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.		
Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	198	9,79,75,024	99.99
Dissent	4	111	0.01
Total	202	9,79,75,135	100.00

Details of OTHER e-Votes for the said Item are as under :

Reason for invalidity	Number of E votes	Number of Votes Contained in e-votes
a. Not voted	2	105
b. Voted for shares less than holding	9	15,58,068
Total	11	15,58,173

S. N. ANANTHASUBRAMANIAN & Co.,

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar

Date : 08th July, 2014
Place : Thane

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Analysis of Results

Agenda Item No.	2		
Subject	To Confirm payment of Interim Dividend declared and paid for the financial year ended 31st March 2014		
Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	196	9,79,74,526	99.99
Dissent	5	212	0.01
Total	201	9,79,74,738	100.00

*Details of OTHER **e-Votes** for the said Item are as under :*

	Reason for invalidity	Number of E votes	Number of Votes Contained in e votes
a.	Not voted	3	501
b.	Voted for shares less than holding	9	15,58,069
	Total	12	15,58,570

S. N. ANANTHASUBRAMANIAN & Co.,

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar

Date : 08th July, 2014
Place : Thane

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Analysis of Results

Agenda Item No.	3		
Subject	To create, offer, issue and allot equity shares and other securities(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.		
Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	151	8,55,75,825	87.34
Dissent	52	1,23,99,412	12.66
Total	203	9,79,75,237	100.00

Details of OTHER e- Votes for the said Item are as under :

Reason for invalidity		Number of E votes	Number of Votes Contained in e votes
a.	Not voted	1	5
b.	Voted for shares less than holding	8	15,58,066
	Total	9	15,58,071

S. N. ANANTHASUBRAMANIAN & Co.,

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE C.P.NO. 10988 COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar

Date : 08th July, 2014
Place : Thane

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COMPANY SECRETARIES

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SECTION - II

Poll Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson & Managing Director
Bank of India
Star House, Bandra Kurla Complex,
Mumbai 400051

Meeting :	18th Annual General Meeting of the Equity Shareholders
Date & Time	Thursday, 10th July, 2014 at 03:00 pm
Venue	Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East) Mumbai 400051

Dear Sir,

We, Malati Kumar of M/s. S. N. ANANTHASUBRAMANIAN & Co, Practising Company Secretaries and Mr. Chintan Doshi, a Shareholder of the Bank (Regn. Folio 12012810000056935) were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of Bank of India, held *on* Thursday, 10th July, 2014 at 03:00 pm at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East) Mumbai 400051 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson & Managing Director, one ballot box kept for polling was locked in our presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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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 shall be restricted to 10% of the total voting rights of all shareholders of the Bank.

5. The result of the Poll is as annexed Resolution wise.

6. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.

7. The poll papers and all other relevant records are duly handed over to the Company Secretary for keeping in safe record.

Malati A. Kumar

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi
Scrutinizer
Date 10th July 2014

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Item No. 1. *Approval and Adoption of Audited Balance Sheet as at 31st March, 2014 and the Audited Profit and Loss Account of the Bank for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.*

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
107	44,20,44,294	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	6	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy)whose votes were declared invalid	Total number ofvotes cast by them
9	230

Malati A. Kumar.

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi
Scrutinizer
Date 10th July 2014

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Item No. 2. *To Confirm payment of Interim Dividend declared and paid for the financial year ended 31st March 2014*

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	44,20,44,342	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	6	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	30

Malati A. Kumar

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi
Scrutinizer
Date 10th July 2014

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Item No. 3. *To create, offer, issue and allot equity shares and other securities (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.*

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
97	44,07,91,534	99.72

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12,52,966	0.28

(iii) Invalid votes :

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	30

Malati A. Kumar

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi
Scrutinizer
Date 10th July 2014

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SECTION - III

Consolidated Results

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COMPANY SECRETARIES

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Based on Results of E-Voting & Poll at the Annual General meeting Consolidated Results of each Item on the Agenda as set out in the Notice dated 30th May, 2014 is as given below:

Consolidated Results of Item No. 1 - Ordinary Resolution

Approval and Adoption of Audited Balance Sheet as at 31st March, 2014 and the Audited Profit and Loss Account of the Bank for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.

Particulars	Number of Votes contained in			%age
	E-Votes	Poll	Total	
Assent	9,79,75,024	44,20,44,294	54,00,19,318	100.00
Dissent	111	6	117	0.00
Total	9,79,75,135	44,20,44,300	54,00,19,435	100.00

Accordingly, out of a total of 54,00,19,435 valid votes cast via e-Voting and Poll, 54,00,19,318 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 117 votes were cast DISSENTING to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated 30th May, 2014, is passed with requisite majority.

Malati A. Kumar

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi

Scrutinizer
Date 10th July 2014

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Consolidated Results of Item No. 2 - OrdinaryResolution

To Confirm payment of Interim Dividend declared and paid for the financial year ended 31st March 2014

Particulars	Number of Votes contained in			%age
	E-Votes	Poll	Total	
Assent	9,79,74,526	44,20,44,342	54,00,18,868	100.00
Dissent	212	6	218	0.00
Total	9,79,74,738	44,20,44,348	54,00,19,086	100.00

Accordingly, out of a total of 54,00,19,086 valid votes cast via e-Voting and Poll, 54,00,18,868 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the votes polled; 218 votes were cast DISSENTING to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 30th May, 2014, is passed with requisite majority.

Malati A. Kumar

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi
Scrutinizer
Date: 10th July 2014

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Consolidated Results of Item No. 3 - Special Resolution

To create, offer, issue and allot equity shares and other securities (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.

Particulars	Number of Votes contained in			%age
	E-Votes	Poll	Total	
Assent	8,55,75,825	44,07,91,534	52,63,67,359	97.47
Dissent	1,23,99,412	12,52,966	1,36,52,378	2.53
Total	9,79,75,237	44,20,44,500	54,00,19,737	100.00

Accordingly, out of a total of **54,00,19,737** valid votes cast via e-Voting and Poll, **52,63,67,359** votes were cast **ASSENTING** to the **Special Resolution** constituting **97.47%** of the votes polled; **1,36,52,378** votes were cast **DISSENTING** to the **Special Resolution** constituting **2.53%** of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 3 of the Notice dated 30th May, **2014**, is passed with **requisite majority**.

Malati A. Kumar

Malati Kumar
Scrutinizer
Date: 10th July 2014

Chintan Doshi
Scrutinizer
Date 10th July 2014