

To,
The Chairman
Bank of India
Star House,
Bandra Kurla Complex,
Mumbai-400 051

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by shareholders at the Twenty First Annual General Meeting (21st AGM) of your Bank held on **Tuesday, 11th July, 2017 at 10.30 a.m.**

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

FOR S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

Malati Kumar

Partner

Date : 11th July, 2017

Place : Mumbai

SCRUTINIZER'S REPORT

NAME OF THE BANK	Bank of India
MEETING	21 st Annual General Meeting
DAY, DATE & TIME	Tuesday, 11 th July, 2017 at 10.30 a.m.
VENUE	Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East) Mumbai 400 051

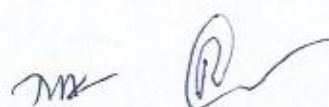
1. Appointment as Scrutinizer:

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 21st AGM of **Bank of India** (hereinafter referred to as **the Bank**) held on **Tuesday , 11th July, 2017 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) for the purpose of e-Voting, the Bank completed dispatch of the Notice of the AGM on **17th June, 2017**:

- by courier to 1,70,309 Shareholders, in physical form.
- by e-mail to 1,07,748 Shareholders who had registered their email-ids with Depositories/ the Bank.



3. Cut-off date:

The Voting rights were reckoned as on **Tuesday, 4th July, 2017** being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the meeting.

4. Remote e-Voting

4.1 Agency:

The Bank had appointed **Central Depository Services (India) Limited (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, 8th July, 2017 to 05:00 p.m. on Monday, 10th July, 2017** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.

5. Voting at the AGM:

- 5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 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.



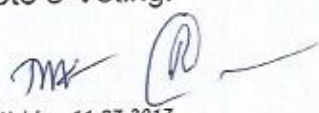
- 5.2 Accordingly CDSL, the remote e-Voting agency provided us with the names, DP Id & Client ID / folio numbers and shareholding of the Shareholders who had cast their votes through remote e-Voting.
- 5.3 The Bank appointed CDSL to provide Tab voting to the Shareholders who attended the meeting
- 5.4 Mr. Ravindra V. Ghosalkar, Shareholder of the Bank (DP Id No. IN302201/11365708) was appointed as an additional Scrutinizer representing the Shareholders of the Bank.

6. Counting Process:

- 6.1 On completion of voting at the Meeting, we were provided with the List of Shareholders who had cast their votes, with their holding details and details of vote cast on the Resolutions.
- 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 CDSL e-Voting platform in the presence of Ms. Manjiri Chiplunkar and Ms. Uttara Deherkar and downloaded the remote e-Voting results.
- 6.4 Pursuant to provision of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, 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) 92 shareholders had cast their votes at the meeting.
 - b) 146 shareholders had cast their votes through remote e-Voting.



- 7.2 The Consolidated Result with respect to the item on the agenda as set out in the Notice of the 21st AGM dated **9th June, 2017** is enclosed.
- 7.3 Based on the aforesaid result, we report that, **One Ordinary Resolution** as contained in **Item No.1** of the Notice of the 21st AGM dated **9th June, 2017** has been **passed with requisite majority**.

Malati A. Kumar

Malati Kumar
Partner
C.P.No. 10980

Ravindra V. Ghosalkar

Ravindra V Ghosalkar
Shareholder Scrutinizer
(DP Id. IN302201/11365708)

Date : 11th July, 2017
Place: Mumbai

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

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

Consolidated Results

1. Discuss, approve and adopt the Audited Balance Sheet as at 31st March, 2017 and Profit and Loss Account of the Bank for the year ended 31st March, 2017, the Auditors' Report there on and the Report of Board of Directors.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	140	16,26,60,094	89	77,75,21,778	229	94,01,81,872	100.00
Dissent	6	651	3	79	9	730	0.00
Total	146	16,26,60,745	92	77,75,21,857	238	94,01,82,602	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the 21st AGM dated 9th June, 2017, has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
Partner
C.P.No. 10980
Date : 11th July, 2017
Place: Mumbai

Ravindra V. Ghosalkar

Ravindra V Ghosalkar
Shareholder Scrutinizer
(DP Id.IN302201/11365708)