

निवेशक संबंध विभाग

प्रधान कार्यालय :

स्टार हाउस, सी-5, "G" ब्लॉक

8वीं मंजिल,

बांद्रा कुर्ला संकुल,

बांद्रा (पूर्व),

मुंबई - 400 051

दूरध्वनि : (022)- 6668 4490

फैक्स : (022)- 6668 4491

ईमेल: headoffice.share@bankofindia.co.in

INVESTOR RELATIONS CELL

HEAD OFFICE :

Star House, C-5, "G" Block

8th Floor (East Wing),

Bandra- Kurla Complex,

Bandra (East)

Mumbai – 400 051

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Ref No.HO:IRC:RB:2017-18:507

Date: 20.02.2018

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,
Mumbai 400 001.

Dear Sir/Madam,

Outcome of the Extraordinary General Meeting

In compliance of the requirement of SEBI Listing Regulations-2015, we are attaching the following documents in connection with the Extraordinary General Meeting held today, Tuesday 20th February, 2018, for your perusal and record please:

- (1) Proceedings of the Extraordinary General Meeting held on 20.02.2018
- (2) Scrutiniser Report
- (3) Disclosure pursuant to Regulation 44 (3) of the SEBI Listing Regulations-2015

Thanking you,

Yours faithfully,



(Rajeev Bhatia)

Company Secretary

Encl: As Above



Proceedings of the Extra-ordinary General Meeting of the Shareholders of the Bank, held on Tuesday 20th February 2018 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

In accordance with the Notice dated 20th January 2018 and Addendum thereof dated 31st January 2018, the Extra-ordinary General Meeting of the Bank was held on Tuesday 20th February 2018 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. The meeting was attended by 110 Shareholders, one proxy holder, Shri. Shivendra Chaturvedi, Under Secretary, as a Representative of Government of India and 3 Directors of the Bank including MD & CEO, who chaired the meeting.

2. The meeting was chaired by Shri Dinabandhu Mohapatra, Managing Director and CEO of the Bank. He welcomed the shareholders and introduced the directors on the dais. The Company Secretary, Shri Rajeev Bhatia, confirmed the presence of quorum in accordance with 'Regulation 58' of the Bank of India (Shares and Meetings) Regulations, 2007. The Chairman then called the meeting to order.

3. The Chairman explained to the shareholders that the proposed resolutions placed for approval was as regards raising capital through Preferential Issue of equity shares to Government of India and omnibus approval for issue of fresh equity shares and other securities such as Tier-I / Tier-II Bonds or Preference Shares, etc. After due discussion and the chairman replying to the observations of shareholders, the shareholders approved the following Items as Special Resolution:

- (i) Approval to issue and allot upto 13,65,23,106 equity shares of ₹ 10/- each for cash at ₹ 165.32 per share including premium of ₹ 155.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI (Issue of Capital and Disclosure Requirement) Regulations - 2009 aggregating upto Rs. 2257 crore on preferential basis to Government of India (Promoter), subject to necessary approvals, as required.
- (ii) Approval to raise capital by issue of upto 100 crore fresh equity shares of Rs.10/- each at such issue price as may be determined in accordance with SEBI (ICDR) Regulations-2009. by way of Qualified Institutional Placement (QIP), Public Issue, Rights Issue, Private Placement or such other modes, as may be permitted by law in accordance all applicable legislations.
- (iii) Approval to issue and allotment of other securities viz. Tier I and Tier II capital by way of bonds and other permitted instruments for an amount upto ₹ 10,000 crore.



- (iv) Approval to issue and allot upto 42,19,09,025 equity shares of ₹ 10/- each for cash at ₹ 165.32 per share including premium of ₹ 155.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI (Issue of Capital and Disclosure Requirement) Regulations - 2009 aggregating upto Rs. 6975 crore on preferential basis to Government of India (Promoter) subject to necessary approvals, as required.

4. The Chairman thanked all the participants for attending the meeting and declared the meeting as closed.

Certified True Copy

(RAJEEV BHATIA)
(Company Secretary)

Place: Mumbai
Date: 20.02.2018



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

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 Extraordinary General Meeting (EGM) held on **Tuesday, 20th February, 2018 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.

COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar

Partner

Date : 20th February, 2018

Place : Mumbai

SCRUTINIZER'S REPORT

NAME OF THE BANK	Bank of India
MEETING	Extra-Ordinary General Meeting
DAY, DATE & TIME	Tuesday, 20 th February, 2018 at 10:30 AM
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 at the Extraordinary General Meeting (EGM) of **Bank of India** (hereinafter referred to as **the Bank**) held on **Tuesday, 20th February, 2018 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 EGM as under:

- On **23.01.2018** by email to **110,240** shareholders who had registered their email-ids with the Bank.
- On **22.01.2018** by courier to **146,140** Shareholders in physical form.

3. Cut - off date

The Voting rights were reckoned as on **Monday, 12th February, 2018** 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 Process

4.1 Agency:

The Bank has appointed **Central Depository Services (India) Limited (CDSL)** as the agency for providing the remote e-voting platform.

4.2 Remote e-Voting period:

Remote e-Voting platform was open from **10 a.m. on Friday, 16th February, 2018 to 5:00 p.m. on Monday, 19th February, 2018** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution on the remote e-Voting platform provided by Central Depository Services (India) Limited (CSDL)

5. Voting at the EGM:

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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, DP Id & Client Id/ folios, 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/ folios numbers and shareholding of the shareholders who had cast their votes through remote e-Voting.



5.3 The Bank provided tab based e-voting facility to shareholders attending the EGM who had not cast their votes through remote e-Voting to cast their votes.

5.4 Shri R. V. Ghosalkar, Shareholder of the Bank (DP/ Client Id No. IN302201 11365708) was also appointed as a Scrutinizer representing the Shareholders of the Bank for scrutinising the voting at the EGM

6. Counting Process:

6.1 On completion of voting at the Meeting, CDSL provided us with the List of Shareholders who had cast their votes, with their holding details and details of votes cast on the Special Resolution.

6.2 The votes were reconciled with the records maintained by the Bank and M/s. Bigshare Services Private Limited with respect to the authorizations/ proxies lodged with the Bank.

6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. R.V Ghosalkar and Mr.S.N.Viswanathan and downloaded the remote e-Voting results.

6.4 Pursuant to provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, voting rights of shareholders other than 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) **79** Shareholders had cast their votes at the meeting.
- b) **152** Shareholders had cast their votes through remote e-voting



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

- 7.2 The Consolidated Result with respect to the items on the agenda are enclosed.
- 7.3 Based on the aforesaid result, we report that, **Four Special Resolutions** as contained in the Notice of the EGM dated 20th January, 2018 read with addendum dated 31st January, 2018 have been passed with **requisite majority**.

Malati A. Kumar

Malati Kumar
C.P.No.10980

R V Ghosalkar

R V Ghosalkar
(DP/ Client Id No. IN302201/ 11365708)

Date : 20th February, 2018
Place : Mumbai

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

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

Consolidated Results

Item No. 1: Offer, issue and allot upto 13,65,23,106 equity shares of Rs.10/- each (Rupees Ten only) for cash at Rs. 165.32 per equity share including premium of Rs. 155.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating upto Rs. 2257 Crore on preferential basis to Government of India.

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	144	17,57,24,763	74	88,98,71,091	218	106,55,95,854	100.00
Dissent	8	1,092	5	71	13	1,163	0.00
Total	152	17,57,25,855	79	88,98,71,162	231	106,55,97,017	100.00

Based on the aforesaid result, the Special Resolution as contained in Item No.1 of the Notice of the EGM dated 20th January, 2018 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P. No. 10980

Date : 20th February, 2018
Place : Mumbai

R.V. Ghosalkar

R.V. Ghosalkar
(DP/ Client Id No.IN302201/11365708)

S. N. ANANTHASUBRAMANIAN & CO.**COMPANY SECRETARIES****FIRM REGISTRATION NO. P1991MH040400**10/26, BRINDABAN, THANE - 400 601 : Tel 25345648 / 2543 2704 : email- snac@snaco.net : website- www.snaco.net

Item No. 2: Offer, issue and allot upto 100,00,00,000 (100 Crore) fresh equity shares of the face value of Rs.10 each for cash at such premium which together with the existing Paid-up Equity share capital shall be within the total authorized capital of Rs.3000 Crore of the Bank

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	130	17,33,54,814	74	88,98,71,091	204	106,32,25,905	99.78
Dissent	22	23,71,041	5	71	27	23,71,112	0.22
Total	152	17,57,25,855	79	88,98,71,162	231	106,55,97,017	100.00

Based on the aforesaid result, the Special Resolution as contained in Item No.2 of the Notice of the EGM dated 20th January, 2018 has been passed with requisite majority.



Malati Kumar

C.P. No. 10980



R.V. Ghosalkar

(DP/ Client Id No.IN302201/11365708)

Date : 20th February, 2018

Place : Mumbai

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

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

Item No. 3: Approval to issue Fresh Capital as Tier-I / Tier-II Bonds or preference Shares for an amount not exceeding Rs. 10,000 Crore

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	133	17,36,50,259	73	88,98,71,086	206	106,35,21,345	99.81
Dissent	19	20,75,596	6	76	25	2075672	0.19
Total	152	17,57,25,855	79	88,98,71,162	231	106,55,97,017	100.00

Based on the aforesaid result, the Special Resolution as contained in Item No.3 of the Notice of the EGM dated 20th January, 2018 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P. No. 10980

Date : 20th February, 2018
Place : Mumbai

R.V. Ghosalkar

R.V. Ghosalkar
(DP/ Client Id No.IN302201/11365708)

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

Item No. 4: Offer, issue and allot upto 42,19,09,025 equity shares of Rs.10/- each for cash at Rs. 165.32 per equity share including premium of Rs. 155.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating upto Rs. 6,975 Crore on preferential basis to Government of India.

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	140	17,54,28,606	74	88,98,71,091	214	106,52,99,697	99.97
Dissent	12	297249	5	71	17	2,97,320	0.03
Total	152	17,57,25,855	79	88,98,71,162	231	106,55,97,017	100.00

Based on the aforesaid result, the **Special Resolution** as contained in **Item No.4** of Addendum dated 31st January, 2018 to Notice of the EGM dated 20th January, 2018 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P. No. 10980

R.V.Ghosalkar
(DP/ Client Id No.IN302201/11365708)

Date : 20th February, 2018
Place : Mumbai

HEAD OFFICE

Star House, C-5, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051

Voting Results for EGM on 20.02.2018

[Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the EGM	20 th February 2018
Total number of shareholders on record date	258222
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Proxies Public:	1 1 108
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group: Public	Nil

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No.			1					
Resolution required: Ordinary/ Special			Approval to issue and allot upto 13,65,23,106 equity shares of ₹ 10/- each for cash at ₹ 165.32 per share including premium of ₹ 155.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI (Issue of Capital and Disclosure Requirement) Regulations - 2009 aggregating upto ₹ 2257 crore on preferential basis to Government of India (Promoter), subject to necessary approvals, as required.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	889865942	0	0	0	0	0	0
	Poll		889865942	100	889865942	0	100	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		889865942	100	889865942	0	100	0
Public- Institutions	E-Voting	236058997	174327319	73.85	174327319	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total		174327319	73.85	174327319	0	100	0
Public- Non Institutions	E-Voting	58621299	1398536	2.39	1397444	1092	99.92	0.08
	Poll		5220	0.01	5149	71	98.64	1.36
	Postal Ballot (N.A)		0	0	0	0	0.00	0
	Total		1403756	2.39	1402593	1163	99.92	0.08
Total		1184546238	1065597017	89.96	1065595854	1163	100.00	0

Resolution Number			2					
Resolution required-Ordinary/ Special			Approval to raise capital by issue of upto ₹ 100 crore fresh equity shares of ₹ 10/- each at such issue price as may be determined in accordance with SEBI (ICDR) Regulations-2009. by way of Qualified Institutional Placement (QIP), Public Issue, Rights Issue, Private Placement or such other modes, as may be permitted by law in accordance all applicable legislations.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	889865942	0	0	0	0	0	0
	Poll		889865942	100	889865942	0	100	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	889865942	889865942	100	889865942	0	100	0
Public-Institutions	E-Voting	236058997	174327319	73.85	171957519	2369800	98.64	1.36
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	236058997	174327319	73.85	171957519	2369800	98.64	1.36
Public- Non Institutions	E-Voting	58621299	1398536	2.39	1397295	1241	99.91	0.09
	Poll		5220	0.01	5149	71	98.64	1.36
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	58621299	1403756	2.39	1402444	1312	99.91	0.09
Total		1184546238	1065597017	89.96	1063225905	2371112	99.78	0.22



Resolution Number			3					
Resolution required-Ordinary/ Special			Approval to issue and allotment of other securities viz. Tier I and Tier II capital by way of bonds and other permitted instruments for an amount upto ₹ 10,000 crore.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	889865942	0	0	0	0	0	0
	Poll		889865942	100	889865942	0	100	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	889865942	889865942	100	889865942	0	100	0
Public- Institutions	E-Voting	236058997	174327319	73.85	172253276	2074043	98.81	1.19
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	236058997	174327319	73.85	172253276	2074043	98.81	1.19
Public- Non Institutions	E-Voting	58621299	1398536	2.39	1396983	1553	99.89	0.11
	Poll		5220	0.01	5144	76	98.54	1.46
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	58621299	1403756	2.39	1402127	1629	99.88	0.12
Total		1184546238	1065597017	89.96	1063521345	2075672	99.81	0.19



Resolution Number			4					
Resolution required:- Ordinary/ Special			Approval to issue and allot upto 42,19,09,025 equity shares of ₹ 10/- each for cash at ₹ 165.32 per share including premium of ₹ 155.32 per equity share as determined in accordance with Regulation 76 (1) of SEBI (Issue of Capital and Disclosure Requirement) Regulations - 2009 aggregating upto ₹ 6975 crore on preferential basis to Government of India (Promoter) subject to necessary approvals, as required					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	889865942	0	0	0	0	0	0
	Poll		889865942	100	889865942	0	100	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	889865942	889865942	100	889865942	0	100	0
Public- Institutions	E-Voting	236058997	174327319	73.85	174031562	295757	99.83	0.17
	Poll		0	0	0	0	0	0
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	236058997	174327319	73.85	174031562	295757	99.83	1.17
Public- Non Institutions	E-Voting	58621299	1398536	2.39	1397044	1492	99.89	0.11
	Poll		5220	0.01	5149	71	98.64	1.36
	Postal Ballot (N.A)		0	0	0	0	0	0
	Total	58621299	1403756	2.39	1402193	1563	99.89	0.11
Total		1184546238	1065597017	89.96	1065299697	297320	99.97	0.03

