

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)

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Ref No.HO:IRC:RB:2018-19:271

Date: 04.09.2018

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 4th September, 2018, for your perusal and record please:

- (1) Proceedings of the Extraordinary General Meeting held on 04.09.2018.
- (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 4th September, 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 9th August, 2018, the Extra-ordinary General Meeting of the Bank was held on Tuesday 4th September, 2018 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

2. The meeting was chaired by Shri Dinabandhu Mohapatra, Managing Director & CEO of the Bank and was attended by 61 (Sixty One) Shareholders including Shri V. R. B. Reddy, Section Officer (BOA Section), Department of Financial Services, as a Representative of Government of India; 1 (One) Proxy-holder and 4 (Four) Directors of the Bank.
3. The Chairman of the Meeting 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.
4. Thereafter the Chairman of the Meeting read out the details of proxy received and informed that the Notice convening the Meeting had been emailed / dispatched to the shareholders of the Bank as well as hosted on the website of the Bank.
5. The Chairman of the Meeting informed that in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, the Bank had provided remote e-voting to the shareholders of the Bank from 10.00 a.m. on Saturday, 1st September 2018 to 5.00 p.m. on Monday, 3rd September 2018 and that Venue (Tab) Voting facility is also available for shareholders who had not cast their votes earlier.
6. The Chairman of the Meeting explained to the shareholders that the proposed Special Resolution placed for approval was for issuance of upto 10 crore equity shares from employees of the Bank through "Bank of India – Employees Stock Purchase Scheme, 2018" (BOI-ESPS, 2018) formed under SEBI (Share Based Employee Benefit) Regulations 2014 and amendments thereof. The Chairman of the Meeting also informed that Bank had obtained the compliance certificate from auditors and placed the same at the meeting.



7. Then Chairman of the Meeting invited shareholders to make their observations, if any, on the agenda item.
8. Few shareholders made their observations and the Chairman of the Meeting responded to the same.
9. Based on the Report of the Scrutinizer, the Special Resolution as set out in the Notice convening the Meeting was passed.
10. The Chairman of the Meeting thanked all the participants for attending the meeting and declared the Meeting as closed.

Certified True Copy



(RAJEEV BHATIA)
(Company Secretary)

Place: Mumbai
Date: 04.09.2018



Certified True Copy of the Resolutions Passed at the Extra-ordinary General Meeting Held on Tuesday 4th September, 2018 at Bank of India Auditorium, Star House, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

Item No.1 - Issue of Shares to Employees and Whole Time Directors of the Bank.

“RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (“The Act”), The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 (“The Scheme”) and Bank of India (Shares and Meetings) Regulations, 2000 (“The Regulations”), as amended from time to time and subject to the approvals, consents, permissions, and sanctions, if any, of the Reserve Bank of India (“RBI”), the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), Stock Exchange(s) in which Bank’s equity shares are listed, wherever applicable 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 provisions of SEBI (Share Based Employee Benefits) Regulations, 2014, as amended up to date (hereinafter referred to as SBEB Regulations), guidelines, if any, prescribed by the RBI, SEBI and all other relevant authorities, notifications/circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992, Foreign Exchange Management Act, 1999 and all other applicable laws from time to time and subject to the provisions of SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015, SEBI (LODR) as amended upto date, Uniform Listing Agreement entered into by the Bank with the Stock Exchanges namely BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) and subject to any applicable, approval(s), permission(s) and sanction(s), at any stage, of any authority and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors of the Bank, the consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “the Board” which shall be deemed to include a committee which the Board may have constituted or / may constitute, to exercise its powers including the powers conferred by this resolution) to create, grant, offer, issue and allot, in one or more tranches, to such employees, whether working in India or outside India, which expression shall include the Managing Director & Chief Executive Officer and Executive Director(s) of the Bank (“The Employees”), as may be decided by the Board, aggregating up to **10,00,00,000 (Ten Crore)** new equity shares of face value of ₹10/- (Rupees Ten only) each, ranking *pari passu* with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, under an Employee Stock Purchase Scheme (hereinafter referred to as “BOI-ESPS”), at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion in such a way that Government of India holding does not come below 51.00%.”



“RESOLVED FURTHER THAT the Bank shall conform to the accounting policies as specified in Regulation 15 of the SBEB Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares issued and allotted under the “BOI-ESPS”, on the stock exchanges where the shares of the Bank are listed, as per the terms and conditions of the uniform listing agreements entered into with the stock exchanges and other applicable guidelines, rules and regulations.”

“RESOLVED FURTHER THAT the Board and committee thereof be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the “BOI-ESPS” on such terms and conditions as may be decided by the Board and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the “BOI-ESPS”, from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the “BOI-ESPS” in such manner as the Board may determine in its sole discretion and also to settle all questions, difficulties or doubts that may arise in relation to the implementation of the “BOI-ESPS” and to the shares to be issued pursuant to the proposed “BOI-ESPS” without being required to seek any further consent or approval of the Shareholders shall be deemed to have given their approval there to expressly by 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 a Committee (s) of Directors, the Managing Director & Chief Executive Officer or Executive Director (s) or such other officer (s) of the Bank as it may deem fit to give effect to the aforesaid Resolutions in compliance with the SBEB Regulations and other applicable laws, guidelines, rules and regulations.”

The Resolution was passed as a Special Resolution with Requisite Majority by E-voting / Tab Voting process.

Certified True Copy



(RAJEEV BHATIA)
(Company Secretary)



4th September, 2018

To,
Chairman of the Meeting
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 Scrutinizer for remote e-voting process and voting by Shareholders at the Extraordinary General Meeting held today.

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

Malati A. Kumar

Malati Kumar
Partner

SCRUTINIZER'S REPORT

Name of the Bank	Bank of India
Meeting	Extraordinary General Meeting
Day, Date & Time	Tuesday , 4th September, 2018 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 Scrutinizer for the remote e-voting process as well as the voting conducted at the Extraordinary General Meeting (EGM) of **Bank of India** (hereinafter referred to as **the Bank**).

2. Dispatch of Notice convening the EGM

The Bank informed that on the basis of Register of Shareholders and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Bank completed dispatch of Notice of the as under:

- On **13th August, 2018** by email to **1,31,246** shareholders who had registered their email-ids with the Bank.
- On **9th August, 2018** by courier to **1,46,285** Shareholders in physical form.



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 | Tel 25345648/ 2543 2704 | Fax 2539 0292 | email-sna@snaco.net | website www.snaco.net

3. Cut - off date

Voting rights were reckoned as on **Tuesday, 28th August, 2018** being the Cut-off date for the purpose of deciding the entitlements of Shareholders for the remote e-voting and voting at the EGM.

4. Remote e-voting Process

4.1 Agency

The Bank appointed **CDSL** as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from **10:00 a.m. on Saturday, 1st September, 2018 to 5:00 p.m. on Monday, 3rd September, 2018** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolution on the remote e-voting platform provided by CDSL.

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 names, DP Id & Client ID/ folios and shareholding of shareholders who had cast their votes through remote e-voting.
- 5.3 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 Mr. Gajanan Narayan Mhaskar, a Shareholder of the Bank (DP Id/ Client Id No. 13020800 / 00072004) was also appointed as a Scrutinizer representing Shareholders of the Bank.
- 5.5 After the Chairman of the meeting announced the commencement of voting, CDSL provided tab-based e-voting facility.

6. Counting Process

- 6.1 On completion of voting at the EGM, CDSL provided us with the list of Shareholders who had cast their votes, their holding details and details of votes cast on the Resolutions.
- 6.2 Votes were reconciled with the records maintained by the Bank and Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Bank (RTA) with respect to authorizations/ proxies lodged with the Bank.
- 6.3 We unblocked the remote e-voting results on the CDSL remote e-voting platform in the presence of Ms. Uttara Deherkar and Ms. Shivani Abhyankar and downloaded the remote e-voting results.



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6.4 Pursuant to provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, voting rights of shareholders other than Central Government needs to be restricted to 10% of the total voting rights of all Shareholders of the Bank. There was no shareholder holding shares in excess of the aforesaid percentage.

7. Results

7.1 We observed that:

- a) **41** Shareholders had cast their votes at the EGM.
- b) **169** Shareholders had cast their votes through remote e-voting.

7.2 Consolidated Result with respect to the item on the agenda as set out in the Notice of the EGM dated 9th August, 2018 is enclosed herewith.

7.3 Based on the aforesaid result, we report that the Special Resolution as set out in Notice of the EGM dated 9th August, 2018 has been passed with requisite majority.

Malati A. Kumar



Malati Kumar
Partner

ACS :15508
C.O.P. No. :10980

4th September, 2018
Mumbai

Gajanan Narayan Mhaskar

Gajanan Narayan Mhaskar
Shareholder Scrutinizer

(DP Id/ Client Id No. 13020800/00072004)

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

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 1: To create, grant, offer, issue and allot, in one or more tranches, to such employees, whether working in India or outside India, which expression shall include the Managing Director & Chief Executive Officer and Executive Director (s) of the Bank ("The Employees"), as may be decided by the Board, aggregating up to **10,00,00,000 (Ten Crore)** new equity shares of face value of ` 10/- (Rupees Ten only) each, ranking pari passu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, under an Employee Stock Purchase Scheme (hereinafter referred to as "BOI - ESPS"),

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	100	17,50,88,038	41	144,83,04,996	141	162,33,93,034	99.02
Dissent	69	1,60,45,589	0	0	69	1,60,45,589	0.98
Total	169	19,11,33,627	41	1,44,83,04,996	210	163,94,38,623	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No.1** of Notice of the EGM dated 9th August, 2018 has been **passed with requisite majority**.

Malati A. Kumar

Malati Kumar
Partner
ACS :15508
C.O.P. No. :10980



[Signature]

Shareholder Scrutinizer
(DP Id/ Client Id No. 13020800 / 00072004)

4th September, 2018
Mumbai

Report of Scrutinizer on remote e-voting process and voting by Shareholders of Bank of India at the EGM held on 4th September, 2018.

HEAD OFFICE

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

Voting Results for EGM on 04.09.2018

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

Date of the EGM	4 th September, 2018
Total number of shareholders on record date	278887
No. of shareholders present in the meeting either in person or through proxy:	61
Promoters and Promoter Group:	1
Proxies	1
Public:	59
No. of Shareholders attended the meeting through Video Conferencing :	Nil
Promoters and Promoter Group:	
Public	

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

Resolution No.		1						
Resolution required: Ordinary/ Special		Approval to issue and allot upto 10,00,00,000 (Ten crore) new equity shares of face value of ₹10/- (Rupees Ten only) at a premium, to such employees at such price or prices, ranking pari paasu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, under "Bank of India – Employees Stock Purchase Scheme, 2018" (BOI-ESPS, 2018) subject to necessary approvals, as required.						
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		0	0.00	0	0	0.00	0.00
	Poll	1448298073	1448298073	83.09	1448298073	0	100.00	0.00
	Postal Ballot (N.A)		0	0.00	0	0	0.00	0.00
	Total	1448298073	1448298073	83.09	1448298073	0	100.00	0.00
Public- Institutions	E-Voting		190519363	10.93	174476867	16042496	91.58	8.42
	Poll	219704357	0	0.00	0	0	0.00	0.00
	Postal Ballot (N.A)		0	0.00	0	0	0.00	0.00
	Total	219704357	190519363	10.93	174476867	16042496	91.58	8.42
Public- Non Institutions	E-Voting		614264	0.04	611171	3093	99.50	0.50
	Poll	74975939	6923	0.00	6923	0	100.00	0.00
	Postal Ballot (N.A)		0	0.00	0	0	0.00	0.00
	Total	74975939	621187	0.04	618094	3093	100.00	0.50
Total		1742978369	1639438623	94.06	1623393034	16045589	99.02	0.98

