

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 DEPARTMENT

HEAD OFFICE :

Star House, C-5, "G" Block

8th Floor (East Wing),

Bandra- Kurla Complex,

Bandra (East)

Mumbai - 400 051

Phone : (022)- 6668 4490

Fax : (022)- 6668 4491

E-Mail : headoffice.share@bankofindia.co.in

Ref No. HO:IRD:KGS:2015-16:

Date: 29-03-2016

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, we are attaching herewith the following documents in connection with our Extraordinary General meeting held today, for your perusal and record please

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

Thanking you,

Yours faithfully,



(Rajeev Bhatia)
Company Secretary

Proceedings of the Extra-Ordinary General Meeting of the Shareholders of the Bank, held on Tuesday 29th March 2016 at 10.30 A.M. at Bank of India Auditorium, Star House, Bandra Kurla Complex, Mumbai - 400 051.

In accordance with the Notice dated 29th February 2016, the Extra Ordinary General Meeting of the Bank was held on Monday 29th March 2016 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 101 shareholders, 02 Proxy holder, Shri S D Sharma, as a Representative of Government of India and 9 Directors of the Bank. The Chairman also informed about the intimation received from Government of India on the appointment of their Representative and introduced the Directors on the Dais.

2. The Meeting commenced at 10.30 A.M. The meeting was chaired by Shri G Padmanabhan, Chairman of the Bank. He welcomed the shareholders present. 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. Thereafter, the Chairman read out the details of the proxy received,

4. The Chairman explained to the shareholders about details of proposed Resolution placed for approval and the need for including addendum to the notice and raising capital through Preferential Issue to General Insurance Corporation of India. After due discussion and replying to the observations of shareholders by the Chairman, the shareholders approved the following Items as Special Resolution:

(i) Subject to approval of Government of India and, pursuant to the provisions of 3 (2A) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, and other applicable provisions, the Authorised Share Capital of the Bank be and is hereby increased to Rs. 6000 Crore divided into 600 Crore Equity Shares of Rs. 10/- each.

(ii). Approval to issue and allotment of upto 82 crore fresh equity shares of Rs.10/- at such premium as may be decided by the Board/ Committee by way of qualified institutional placement (QIP) public issue, rights issue, private placement or such other issue as may be permitted by law."and issue and allotment of other Securities viz., Tier I, Tier II capital, by way of bonds and other securities for an amount upto Rs.10000 crore

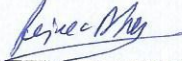
(iii) Approval for issue of 46,39,294 equity shares to General Insurance Corporation of India at a price of Rs. 86.22 per share, in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 subject to necessary approvals, as required.

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

Mumbai

Date 29th March, 2016.

Certified True Copy



(RAJEEV BHATIA)

(Company Secretary)



Details of Voting Results

Date of EGM	29 th March 2016
Total Number of Shareholders on Record Date	296136
No. of Shareholders present in the Meeting either in Person or through proxy	104
Promoters and Promoter Group:	1
Public	103
No. of Shareholders attended the meeting through video conferencing	Nil
Promoters and peromoter Group	Nil
Public	Nil



BANK OF INDIA EXTRA-ORDINARY GENERAL MEETING ON 29/03/2016

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

AGENDA - WISE DISCLOSURE:

Resolution required: 1				SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?				No.				
Promoter / Public	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
Resolution No. : 1 Special Resolution								
Promoter and Promoter Group	E-voting	555372168	0	0.00	0	0	0.00	0.00
	poll		555372168	100.00	555372168	0	100.00	0.00
	Total	555372168	555372168	100.00	555372168	0	100.00	0.00
Public Institutions -	E-voting	179955510	43421369	24.13	20294948	23126421	46.74	53.26
	poll		81191317	45.12	81191317	0	0.00	0.00
	Total	179955510	124612686	69.25	101486265	23126421	99.79	0.21
Public – Non Institutions	E-voting	76585492	1932052	2.52	1928027	4025	99.79	0.21
	poll		5777	0.01	5777	0	100.00	0.00
	Total	76585492	1937829	2.53	1933804	4025	99.79	0.21
Total		811913170	681922683	83.99	658792237	23130446	96.61	3.39



BANK OF INDIA EXTRA-ORDINARY GENERAL MEETING ON 29/03/2016

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

AGENDA - WISE DISCLOSURE:

Resolution required: 2		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?		No.						
Promoter / Public	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
Resolution No. : 2 Special Resolution								
Promoter and Promoter Group	E-voting	555372168	0	0.00	0	0	0.00	0.00
	poll		555372168	100.00	555372168	0	100.00	0.00
	Total	555372168	555372168	100.00	555372168	0	100.00	0.00
Public Institutions	E-voting	179955510	43421369	24.13	9326468	34094901	21.48	78.53
	poll		81191317	45.12	81191317	0	0.00	0.00
	Total	179955510	124612686	69.25	90517785	34094901	72.64	27.36
Public – Non Institutions	E-voting	76585492	1932052	2.52	1927278	4774	99.75	0.25
	poll		5777	0.01	5777	0	100.00	0.00
	Total	76585492	1937829	2.53	1933055	4774	99.75	0.25
Total		811913170	681922683	83.99	647823008	34099675	95.00	5.00



BANK OF INDIA EXTRA-ORDINARY GENERAL MEETING ON 29/03/2016

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

AGENDA - WISE DISCLOSURE:

Resolution required: 3				SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?				No.				
Promoter / Public	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
Resolution No. : 3 Special Resolution								
Promoter and Promoter Group	E-voting	555372168	0	0.00	0	0	0.00	0.00
	Poll		555372168	100.00	555372168	0	100.00	0.00
	Total	555372168	555372168	100.00	555372168	0	100.00	0.00
Public Institutions -	E-voting	179955510	12284950	6.83	4321123	7963827	35.18	64.82
	poll		81191317	45.12	81191317	0	0.00	0.00
	Total	179955510	93476267	51.94	85512440	7963827	91.48	8.51
Public - Non Institutions	E-voting	76585492	1932052	2.52	1924038	8014	99.59	0.41
	poll		5777	0.01	5665	112	98.06	1.94
	Total	76585492	1937829	2.53	1929703	8126	99.58	0.42
Total		811913170	650786264	80.15	642814311	7971953	98.78	1.22



**S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net; website www.snaco.net

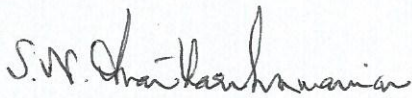
29th March, 2016

To,
The Chairman / The Managing Director and Chief Executive Officer,
Bank of India,
Star House, C 5, G Block,
Bandra - Kurla Complex,
Bandra (East),
Mumbai - 400 051.

Dear Sir,

At the outset, we would like to express our gratitude to the Board of Directors of the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by members of the Bank at the Extraordinary General Meeting held on 29th March, 2016.

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



S. N. Ananthasubramanian

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10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE BANK	Bank of India
MEETING	Extraordinary General Meeting
DATE & TIME	29 th March, 2016 at 10.30 a.m.
VENUE	Star House, C 5, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400 051.

1. Appointment as Scrutinizer:

We were appointed as Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the Extraordinary General Meeting (EGM) of **Bank of India** (hereinafter referred to as **the Bank**) held on 29th March, 2016 at 10.30 a.m. at the Star House, C 5, G Block, 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), the Bank completed dispatch of the Notice of the EGM;

- On 03/03/2016 by e-mail to 1,09,517 Shareholders who had registered their email-ids with Depositories/the Bank;
- On 03/03/2016 by Courier to 1,65,285 Shareholders;
- On 03/03/2016 by Registered post to 5,121 Shareholders.

The Bank also issued an addendum dated 23rd March 2016 to include an agenda item No.3 pertaining to Issue of equity shares to GIC on preferential basis. The addendum was hosted on the website of the Bank, Stock Exchanges, CDSL.



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3. Cut-off date

The Voting rights were reckoned as on **22nd March, 2016** being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

4. Remote e-Voting

4.1 Agency:

The Bank has appointed 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 am on 26th March, 2016 to 5.00 p.m. on 28th March 2016** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions, on the e-Voting platform provided by CDSL.

5. Voting at the EGM:

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members 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 members who have cast their votes through remote e-Voting, such as their names, 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 / folio numbers and shareholding of the members who had cast their votes through remote e-Voting.

5.3 CDSL provided e-voting facility to the Members who attended the meeting.

6. Counting Process

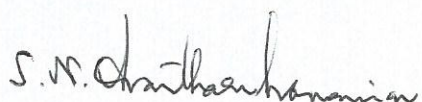
6.1 On completion of voting at the Meeting, CDSL provided us with the List of Shareholders who had cast their votes, with their holding details and details of vote cast on the Resolutions.

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- 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 the CDSL e-Voting platform before Mr. N. P. Ozha and Mr. S. N. Viswanathan and downloaded the remote e-Voting results.
- 6.4 Pursuant to the provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, 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) 99 shareholders had cast their votes at the meeting
 - b) 131 shareholders had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the EGM dated 29th February, 2016 is enclosed.
- 7.3 Based on the aforesaid result, we report that, the **Special Resolutions** as contained in the Notice dated 29th February, 2016 and addendum to notice dated 23rd March, 2016 has been passed with requisite majority.


S. N. ANANTHASUBRAMANIAN


Shareholder Scrutinizer

**S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

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Consolidated Results

Item No. 1: Increase in Authorized capital from Rs. 3000,00,00,000/- to Rs.6000,00,00,000/-

Particulars	Number of Votes and Votes contained in						Percentage (%)
	Remote e-Votes		Voting at the EGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	78	2,22,22,975	99	63,65,69,262	177	65,87,92,237	96.61
Dissent	53	2,31,30,446	0	0	53	2,31,30,446	3.39
Abstain	0	0	0	0	0	0	0
Total	131	4,53,53,421	99	636569262	230	68,19,22,683	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 1 of the Notice dated 29th February 2016, has been passed with requisite majority.


S. N. ANANTHASUBRAMANIAN

Date: 29th March 2016
Place: Mumbai



Shareholder Scrutinizer

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

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Item No. 2: Offer, Issue and allot upto 82croreequity shares of Rs. 10/- each and and Tier-I / Tier-II Bonds for an amount not exceeding Rs. 10,000 Crore.

Particulars	Number of Votes and Votes contained in					Percentage (%)	
	Remote e-Votes		Voting at the EGM				
	Number	Votes	Number	Votes	Number		
Assent	52	1,12,53,746	99	63,65,69,262	141	64,78,23,008	95.28
Dissent	79	3,40,99,675	0	0	79	3,40,99,675	4.72
Abstain	0	0	0	0	0	0	0
Total	131	4,53,53,421	99	63,65,69,262	230	67,99,22,683	100.00

Based on the aforesaid results, we recommend that the Company should pass the following resolutions:

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 2 of the Notice dated 29th February 2016, has been passed with requisite majority.

S.N. Ananthasubramanian

S. N. ANANTHASUBRAMANIAN

Date: 29th March 2016

Place: Mumbai

[Signature]

Shareholder Scrutinizer

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net – website www.snaco.net

Item No. 3: Offer, Issue and allot upto 46,39,294 equity shares of Rs. 10/- each (Rupees Ten each) for cash at Rs.86.22/- per share including premium of Rs.76.22 per equity share aggregating upto Rs.40 Crore to General Insurance Company(GIC)

Particulars	Number of Votes and Votes contained in					Percentage (%)
	Remote e-Votes		Voting at the EGM		Total	
	Number	Votes	Number	Votes	Votes	
Assent	44	62,45,161	96	63,65,69,150	140	94.26
Dissent	15	79,71,841	3	112	18	1.17
Abstain	72	3,11,36,419	0	0	72	4.57
Total	131	4,53,53,421	99	63,65,69,262	230	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 3 of the Addendum dated 23rd March, 2016 to Notice dated 29th February 2016, has been passed with requisite majority.

S.N. Ananthasubramanian

S. N. ANANTHASUBRAMANIAN

Date: 29th March 2016

Place: Mumbai

[Signature]

Shareholder Scrutinizer