

निवेशक संबंध विभाग

प्रधान कार्यालय :  
स्टार हाउस, सी - 5, "G" ब्लॉक  
8वीं मंजिल,  
बांद्रा कुर्ला संकुल,  
बांद्रा (पूर्व), मुंबई - 400 051  
मुंबई - 400 051  
दूरध्वनि : (022)- 6668 4490  
फैक्स : (022)- 6668 4491  
ईमेल: [headoffice.share@bankofindia.co.in](mailto:headoffice.share@bankofindia.co.in)

INVESTOR RELATION DEPARTMENT

HEAD OFFICE :  
Star House, C-5, "G" Block  
8<sup>th</sup> Floor (East Wing),  
Bandra- Kurla Complex,  
Bandra (East)  
Mumbai – 400 051  
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Ref No. HO:IRD:NG:2015-16:210

Date 22-07-2015

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 Tower, Dalal Street  
Mumbai – 400 001

Dear Sir,

Scrutinizer's report on voting (Physical and E-voting)  
conducted at the 19<sup>th</sup> AGM of the Bank

We submit herewith the Scrutinizer's Report on voting (Physical and E-voting) conducted at the 19th AGM of the Bank held on 20th July 2015 for your records.

Thanking You,

Yours faithfully,



Encl - As above

*Niyati Gadit*  
(Niyati Gadit)  
(Company Secretary)



# EZY LAWS

ADVOCATES & CORPORATE LEGAL ADVISORS

## Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the 19<sup>th</sup> AGM of Bank of India held on 20<sup>th</sup> July, 2015

To  
The **Chairman** of the Meeting  
**Bank of India**  
Mumbai

Meeting: **19<sup>th</sup> Annual General Meeting of the Equity Shareholders**

Date and Time **Monday, 20<sup>th</sup> July, 2015 at 11.00 a.m.**

Venue : **Bank of India Auditorium, Star House, C-5, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051**

Dear Sir,

1. I, Ankur Kumar of M/s Ezy Laws, Advocate & Corporate Legal Advisors have been appointed as a scrutinizer by:
  - i. Bank of India (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the clause 35B of Equity Listing Agreement read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (**Rules**) and .
  - ii. The Chairman of the Annual General Meeting (**AGM**) on voting by Poll under the provision of clause 61A of Bank of India (Shares and Meetings) Regulations, 2007 on the resolution contained in the notice to the 19<sup>th</sup> Annual General Meeting of the members of the Bank held on Monday the 20<sup>th</sup> July, 2015 at 11.00 a.m. at Bank of India Auditorium, Star House, C-5, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

R. Padma



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2. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular No. CIR/CFD/POLICY/CELL/2/2014 dated 17<sup>th</sup> April, 2014 in this regard.
3. The management of the Bank is responsible to ensure the compliance with the requirement under clause 61A of Bank of India (Shares and Meetings) Regulations, 2007, Clause 35B of Equity Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. My responsibility as the scrutinizer of the Poll and e-voting process is restricted to make the scrutinizer report of the vote cast "in favour" or "against" the resolution stated herewith, w.r.t. remote e-voting based on the report generated on remote e-voting system provided by National Securities Depository Limited ('**NSDL**'), the authorised agency engaged by Bank to provide e-voting facilities.
4. The NSDL had provided a system for recording the votes of the Members electronically on all the items of the business sought to be transacted in the 19<sup>th</sup> AGM of the Bank, which was held on Monday, 20<sup>th</sup> July, 2015.
5. The NSDL had set up electronic voting facility on their website, <https://evoting.nsdl.com>. The Bank had uploaded all the items of the business to be transacted at the AGM on the website of the Bank and also on NSDL's said website to facilitate its members to cast their vote through Remote E-Voting.
6. The **cut-off date** for the **dispatch of the Notice** of the AGM was **5<sup>th</sup> June, 2015** and as on that date there were **2,63,573** members of the Bank.
7. The Bank had sent the Notices of the AGM alongwith Annual Report and e-voting details by **email** to **85,530** Members whose email Ids was made available by the Depositories and for those members, holding in physical form, who had registered email Ids with the RTA.

*R. Pacha*



8. In respect of **1,78,043** Members, whose email Ids are not available, the Notices were sent by **registered post/Courier** .
9. In respect of **3644** cases, where the transmission through email had failed, the Bank had sent the Notice of the AGM alongwith the Annual Report and E-voting details throght physical form by registered post/courier.
10. The Notices sent ( both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rules.
11. The Bank has completed the dispatch of the Notices to the members on **Thursday, 25<sup>th</sup> June, 2015.**
12. As prescribed in clause (v) of sub rule 4 of the Rule 20, the Bank also issued notice in three newspapers namely- Business Standard ( English & Hindi editions) and Apla Mahanagar ( Marathi edition) . The notice published in the newspapers carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20, as amended.
13. **Monday, 13<sup>th</sup> July, 2015** was the **Cut-off date** for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members at AGM.
14. As prescribed by the Rules, the remote e-voting facility was kept open for three days from **Friday 17<sup>th</sup> July, 2015 at 10.00 AM** to **Sunday, 19<sup>th</sup> July, 2015 at 5.00 pm.**
15. At the end of remote e-voting perod on 19<sup>th</sup> July, 2015 at 5.00 pm, the evoting portal of NSDL was blocked forthwith.

*R. Patra*



16. As prescribed under Rule 20 (4) (xiii) of the Rules, for the purpose of ensuring that the shareholders who have cast their votes through remote e-voting do not vote again at the AGM, 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 the members who have cast their votes through remote e-voting, such as names, folio, numbers of shares held but not the manner in which they have voted.
17. Accordingly, NSDL, the e-voting agency, provided us with the names DP id/folio numbers and shareholding of the members who had cast their votes through remote e-voting.



### **VOTING AT THE AGM**

18. At the venue of the 19<sup>th</sup> AGM of the Bank held on 20<sup>th</sup> July, 2015, the facility to vote through ballot had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.
19. Alongwith me, Ms. Rajshree Padia, a shareholder of the Bank (IN300239 12128412) was also appointed as a scrutinizer for the purpose of scrutinizing the voting at the AGM.
20. After the Chairman announced the commencement of voting, one ballot box kept for polling was locked in our presence.
21. On completion of voting at the meeting, the locked ballot box was opened in our presence and the poll papers were diligently scrutinized.





22. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Bank and authorizations /proxies lodged with the Bank.
23. On 20<sup>th</sup> July, 2015, after counting of the votes conducted at the venue of the AGM through ballot paper , the votes cast through remote e-voting was duly unblocked by me as a scrutinizer in the presence of Ms. Minal Vichhivora and Ms. Shikha Malpani who are not in the employment of the Bank , who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

	
(Ms. Minal Vichhivora )	(Ms. Shikha Malpani)

24. It was observed that
- 353 Members had cast their votes through remote e-voting.
  - 80 Members had cast their votes through ballot at the venue of the AGM.
  - 21 ballot papers were found to be invalid after scrutiny .
25. Pursuant to provision 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 Bank.
26. Accordingly, in respect of Life Insurance Corporation of India holding 9,92,81,603 equity shares as on 13<sup>th</sup> June, 2015 and have exercised voting rights in respect of 9,91,23,198 equity shares, in view of the aforesaid provision,

*R. P. P. P.*





# EZY LAWS

ADVOCATES & CORPORATE LEGAL ADVISORS

their voting rights have been restricted to 6,64,90,851 votes being 10% of the total voting rights of all the shareholders of the Bank as on cut-off date.

27. Thereafter, as requested by management, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the members and the poll done through ballot at the venue of the AGM and the consolidated results with respect to each item on the agenda as set out in the notice of the 19<sup>th</sup> AGM dated 18<sup>th</sup> June, 2015 is enclosed .

28. Based on the aforesaid results, both the Ordinary Resolutions as contained in Item no. 1 and Item no. 2 and the Special Resolution as contained in Item No. 3 of the AGM notice dated 18<sup>th</sup> June, 2015 stand passed under remote e-voting and polling conducted through ballot at the AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signed the Minutes of the AGM.

Thanking You,  
Yours faithfully

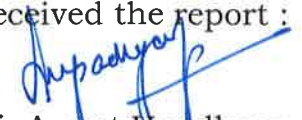
  
(Ankur Kumar)  
Advocate  
MAH/5718/2011



  
(Rajshree Padia)  
Shareholder Scrutinizer

Place: Mumbai  
Date: 20<sup>th</sup> July, 2015

I have received the report :

  
Signed by Shri Anant Upadhyay  
Chief Financial Officer

Place: Mumbai  
Date: 20<sup>th</sup> July, 2015

## Consolidated Results of E-Voting & Poll at the AGM

### Item No. 1 - Ordinary Resolution

To discuss, approve and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, Profit and Loss Account for the year ended 31st March 2015, Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and Auditor's Report on the Balance Sheet and Accounts."

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Voting	Total	
<b>Assent</b>	57	335	<b>392</b>	428375317	113573161	<b>541948478</b>	<b>99,999707</b>
<b>Dissent</b>	2	10	<b>12</b>	19	1567	<b>1586</b>	0.000293
<b>Abstain</b>	-	8	<b>8</b>	-	96275	<b>96275</b>	
<b>Invalid</b>	21	-	<b>21</b>	1452	-	<b>1452</b>	
<b>Total</b>	<b>80</b>	<b>353</b>					<b>100.00</b>

Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 1 of the AGM notice dated 18<sup>th</sup> June, 2015 stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM.




**(Ankur Kumar)**  
Advocate  
MAH/5718/2011



**(Rajshree Padia)**  
Shareholder Scrutinizer





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## Item No. 2- Ordinary Resolution

To declare Dividend of Rs. 5 per Equity Shares for the Financial Year 2014-2015.

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
<b>Assent</b>	58	343	<b>401</b>	428375323	113744622	<b>542119945</b>	<b>99.999774</b>
<b>Dissent</b>	1	9	<b>10</b>	13	1213	<b>1226</b>	<b>0.000226</b>
<b>Abstain</b>	-	1	<b>1</b>	-	10	<b>10</b>	
<b>Invalid</b>	21	-	<b>21</b>	1452	-	<b>1452</b>	
<b>Total</b>	<b>80</b>	<b>353</b>					<b>100.00</b>

Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 2 of the AGM notice dated 18<sup>th</sup> June, 2015 stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM.

  
(Ankur Kumar)  
Advocate  
MAH/5718/2011

  
(Rajshree Padia)  
Shareholder Scrutinizer



# EZY LAWS


ADVOCATES & CORPORATE LEGAL ADVISORS

## Item No. 3- Special Resolution

To approve further issue and allotment of upto 26 crore fresh equity shares of Rs.10/- at such premium as may be decided by the Board and issue and allotment of other Securities viz., Tier I, Tier II capital, bonds and other securities for an amount upto Rs.6000 crore by way of qualified institutional placement (QIP) public issue, rights issue, private placement or such other issue as may be permitted by law.”

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
<b>Assent</b>	58	262	<b>320</b>	428375323	75341916	<b>503717239</b>	<b>92.916117</b>
<b>Dissent</b>	1	88	<b>89</b>	13	38403164	<b>38403177</b>	<b>7.083883</b>
<b>Abstain</b>	-	3	<b>3</b>	-	765	<b>765</b>	
<b>Invalid</b>	21	-	<b>21</b>	1452	-	<b>1452</b>	
<b>Total</b>	<b>80</b>	<b>353</b>					<b>100.00</b>

Based on the aforesaid results, the special Resolution as contained in Item no. 3 of the AGM notice dated 18<sup>th</sup> June, 2015 stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM.

  
(Ankur Kumar)  
Advocate  
MAH/5718/2011



  
(Rajshree Padia)  
Shareholder Scrutinizer