

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

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10/26, BRINDABAN, THANE - 400 601


Tel 25345648 / 2543 2704 : Fax 2539 0292 - email [sna@snaco.net](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

To,  
The Managing Director and Chief Executive Officer  
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 Twentieth Annual General Meeting (20<sup>th</sup> AGM) of your Bank held on Thursday, 14<sup>th</sup> July, 2016 at 3.00 p.m.

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



S.N. Ananthasubramanian

Date : 14<sup>th</sup> July, 2016

Place : Mumbai

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**SCRUTINIZER'S REPORT**

NAME OF THE BANK	Bank of India
MEETING	20 <sup>th</sup> Annual General Meeting
DAY, DATE & TIME	Thursday, 14 <sup>th</sup> July, 2016 at 3:00 p.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 20<sup>th</sup> AGM of Bank of India (hereinafter referred to as the Bank) held on Thursday , 14<sup>th</sup> July, 2016 at 3:00 p.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 20/06/2016 :

- by courier to 1,77,190 Shareholders in physical form.
- by e-mail to 1,14,651 Shareholders who had registered their email-ids with Depositories/the Bank.



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**3. Cut-off date:**

The Voting rights were reckoned as on **Thursday, 7<sup>th</sup> July, 2016** 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 Monday, 11<sup>th</sup> July, 2016 to 05:00 p.m. on Wednesday, 13<sup>th</sup> July, 2016** 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.



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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 Shri. Chandraknt V.Bakre, Shareholder of the Bank (DP Id No. IN 300749 10325909) 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 Mr.S.N.Viswanathan and Ms. Malati Kumar 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.



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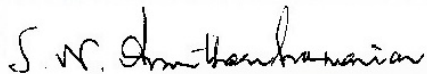
**7. Results:**

7.1 We observed that

- a) 88 shareholders had cast their votes at the meeting
- b) 171 shareholders had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to the items on the agenda as set out in the Notice of the 20<sup>th</sup> AGM dated 14<sup>th</sup> June, 2016 is enclosed.

7.3 Based on the aforesaid results, we report that, **One Ordinary Resolution** as contained in Item No.1 of the Notice of the 20<sup>th</sup> AGM dated 14<sup>th</sup> June, 2016 has been passed with requisite majority.



S.N. Ananthasubramanian  
Partner  
C.P.No. 1774



Chandrakant V. Bakre  
Shareholder Scrutinizer  
DP Id. IN300749 10325909

Date : 14<sup>th</sup> July, 2016

Place: Mumbai

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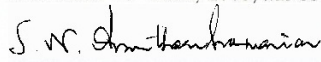
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Consolidated Results

1. Discuss, approve an adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Profit and Loss Account of the Bank for the year ended 31<sup>st</sup> March, 2016, 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	166	12,93,86,635	83	65,68,62,477	249	78,62,49,112	99.9998
Dissent	5	1,456	5	242	10	1,698	0.0002
Total	171	12,93,88,091	88	65,68,62,719	259	78,62,50,810	100.0000

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the 20<sup>th</sup> AGM dated 14<sup>th</sup> June, 2016, has been passed with requisite majority.

  
S.N. Ananthasubramanian  
Partner  
C.P.No. 1774

  
Chandrakant V. Bakre  
Shareholder Scrutinizer  
DP Id. IN300749 10325909

Date : 14<sup>th</sup> July, 2016

Place: Mumbai