

**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

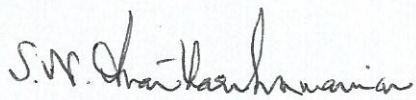
29th March, 2016

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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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

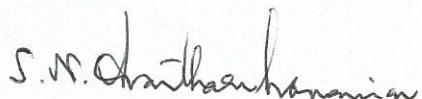
6.1 On completion of voting at the Meeting, CDSL provided us with the List of Shareholders who had cast their votes, with their holding details and details of vote cast on the Resolutions.

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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

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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


Shareholder Scrutinizer

Date: 29th March 2016
Place: Mumbai

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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	Votes	
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 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

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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	Number	Votes	
Assent	44	62,45,161	96	63,65,69,150	140	64,28,14,311	94.26
Dissent	15	79,71,841	3	112	18	79,71,953	1.17
Abstain	72	3,11,36,419	0	0	72	3,11,36,419	4.57
Total	131	4,53,53,421	99	63,65,69,262	230	68,19,22,683	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