

<p>बैंक ऑफ महाराष्ट्र प्रधान कार्यालय लोकमंगल, 1501, शिवाजीनगर, पुणे- 5</p>		<p>BANK OF MAHARASHTRA Head Office LOKMANGAL, 1501, SHIVAJINAGAR, PUNE-5</p>
<p>निवेशक सेवाए विभाग/ Investor Services Department</p>		
<p>टेली/TELE: 020 25511360 ई-मेल / E-mail: investor_services@mahabank.co.in</p>		

AX1/ISD/STEX/2017-18

Date: 01.02.2018

The General Manager,
Department of Corporate Services,
BSE Ltd.,
P.J Towers,
Dalal Street, Fort,
Mumbai - 400 001

The Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Ref: BSE Scrip Code: 532525 / NSE Scrip Code: MAHABANK-EQ

Sir/ Madam,

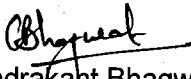
Sub: Addendum to the Notice of Extraordinary General Meeting of Bank to be held on 16th February, 2018.

Please find the enclosed Addendum to the Notice dated 17th January, 2018 of Extraordinary General Meeting (EGM) of shareholders of Bank to be held on Friday, 16th February, 2018 at 10.30 a.m at Appasaheb Joag Hall, Bank of Maharashtra, Lokmangal, 1501, Shivajinagar, Pune – 411005.

Please take the above intimation on record.

Thanking you.

Yours faithfully,
For Bank of Maharashtra


(Chandrakant Bhagwat)
Company Secretary & Compliance Officer



Encl: As above



बैंक ऑफ महाराष्ट्र
Bank of Maharashtra
भारत सरकार का उद्यम
एक परिवार एक बैंक

(Head office: Lokmangal, 1501, Shivajinagr, Pune 411005)

**Addendum to the EGM Notice dated 17th January, 2018 convening the Extraordinary
General Meeting of the Bank on 16th February, 2018**

**To the Members,
Bank of Maharashtra**

In continuation to the Notice of Extraordinary General Meeting (EGM) of Bank dated 17th January 2018, convening an Extraordinary General Meeting of the Bank on Friday, 16th February, 2018 at 10.30 a.m at Appasaheb Joag Hall, Bank of Maharashtra, Lokmangal, 1501, Shivajinagar, Pune - 411005, which is being already sent to members of the Bank.

Notice is hereby given that the following item of business as Agenda Item No.3 will also be transacted at the ensuing EGM.

Government of India, Ministry of Finance, Department of Financial Services had issued a letter F.No.7/38/2014 BOA dated 24th January, 2018 to Bank intimating their intention to infuse Rs.3173 crore (Rupees Three Thousand One Hundred and Seventy Three crore only) as preferential equity capital including the amount of Rs.650 crore as indicated earlier. Accordingly, at the Board Meeting held on 31st January, 2018, the Board of Directors of Bank have decided to include the following additional agenda Item No.3 to the Notice convening the EGM.

Agenda Item No.3: Issue of Equity Shares to Government of India (Promoter) of Bank on Preferential Basis:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“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 The Bank of Maharashtra (Shares and Meetings) Regulations, 2004 (**“The Regulations”**), as amended from time to time and subject to the approvals, consents, sanctions, if any, of the Reserve Bank of India (**“RBI”**), Government of India (**“GOI”**), Securities and Exchange Board of India (**“SEBI”**), and/or any other authority as may be required in this regard and subject to such terms, conditions and modification/s 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 SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (**SEBI ICDR Regulations**) as amended from time to time, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called **“the Board”** which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute, to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot 96,88,94,009 equity shares of Rs.10/- each



(Rupees Ten only) for cash at a price of Rs.26.04 per share (including premium) as determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating Rs.2523 Crore (Rupees Two Thousand Five Hundred and Twenty Three crore only) on Preferential basis to Government of India ("GOI").

RESOLVED FURTHER THAT the Relevant Date for determination of the Issue Price is **17th January, 2018**.

RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Government of India/ Reserve Bank of India/ Securities and Exchange Board of India/ Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares to be issued shall rank *pari passu* with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.

RESOLVED FURTHER THAT the new equity shares to be issued as aforesaid will be listed on the Stock Exchanges where equity shares of the Bank are listed on the date of allotment of new equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approvals thereto expressly by the 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 the Managing Director and CEO or Executive Director/s or such other officer of the Bank or a Committee as it may deem fit to give effect to the aforesaid Resolution."

Withdrawal of Agenda Item No.2 of the EGM Notice pertaining to Election of One Shareholder Director:

Consequent to capital infusion plan of Government of India to the tune of Rs.3173 crore (including earlier capital infusion of Rs.650 crore) in Bank as intimated vide its letter F.No.7/38/2014 BOA dated 24th January, 2018. Upon proposed allotment of total 121,85,09,984 equity shares of Rs.10/- each of Bank to Government of India against the total Capital infusion of Rs.3173 crore in Bank (including earlier capital infusion of Rs.650 crore as mentioned in Agenda Item No. 1 of EGM notice), the holding of Government of India in Bank will stand increased from 75.54% to 87.01%.

Post allotment, the Public Shareholding in the Bank will be less than 16% of the total paid up capital of the Bank, which will entitle Bank to have only one Director to be elected by the Shareholders other than Central Government, from amongst themselves in terms of provisions of Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. Presently, Bank



is already having one Shareholder Director i.e. Shri R. Thamodharan on the Board of Bank and thus there will be no vacancy for appointment of another Shareholder Director on the Board of the Bank.

Accordingly, the Board of Directors of Bank at its Meeting held on 31st January, 2018 have approved the withdrawal of Agenda Item no. 2 as mentioned in the EGM Notice dated 17th January, 2018. Thus, the election process stands cancelled forthwith.

By Order of the Board of Directors
For **Bank of Maharashtra**

Sd/-

(R.P. Marathe)
Managing Director & CEO

Place: Pune

Date: 01st February, 2018

NOTES:

1. Explanatory Statement:

The Explanatory Statement setting out the material facts in respect of above agenda item is annexed hereto.

2. This Addendum to the Notice of EGM is available along with the Notice of EGM on the website of the Bank i.e. www.bankofmaharashtra.in
3. Addendum to Notice of the Extraordinary General Meeting is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
4. Detailed instructions for e-voting has been included in the EGM Notice dated 17th January, 2018 and there will not be any change in the same. Both the EGM Notice dated 17th January, 2018 and Addendum dated 01st February, 2018 to the EGM Notice will be made available to the members in the URL: <https://www.evotingindia.com>

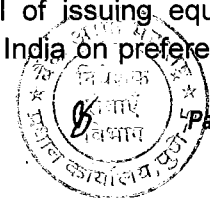
Explanatory Statement:

Agenda Item No.3:

DISCLOSURE AS REQUIRED TO BE MADE IN TERMS OF SEBI (ICDR) REGULATIONS, 2009.

In addition to the disclosures made in Agenda Item No.1 of the Notice, the allotment of equity shares to GOI under Agenda Item No.3 shall be subject to the following additional conditions.

Government of India vide Letter No. F. No. 7/38/2014-BOA dated 24th January, 2018 (GOI Letter) has intimated their decision to infuse Capital Funds during the Financial Year 2017-18 into the Bank to the tune of Rs.3173 Crore (including Rs.650 crore infused in December 2017) by way of Preferential allotment of Equity Shares in favour of Government of India. The Board of Directors, in its meeting held on 31st January, 2018 has approved the proposal of issuing equity shares aggregating upto Rs.3173 Crore including premium to Government of India on preferential basis.



The capital raised would be utilized to improve the Capital Adequacy and to fund the Bank's business growth.

In terms of the aforesaid letter, the Bank shall be required to commit to reforms agenda for Responsive and Responsible PSBs aimed at Enhanced Access and Service Excellence (EASE) covering customer responsiveness, responsible banking, credit off-take, PSBs as Udyamimitra (aimed at MSME), deepening financial inclusion and digitization and ensuring outcome (HR) by developing personnel for Brand PSB. Further, the Bank shall be required to execute the Board approved undertaking in terms of maintaining RWA at the levels of lower of the March 31, 2017 and September 30, 2017, raising equity capital by issuance of common equity to investors other than Government of India, monetizing strategic equity investments, selling real estates not required for the Bank's operations, not making fresh investment in non-core assets, not distributing dividends without the GoI approval, not buying back its shares, rationalizing overseas operations and consolidating branches within the Bank and across PSBs and adopting differentiated banking strategy.

The Shareholding Pattern of the Bank after allotment of shares under this Resolution will be as under:

Shareholding Pattern before and after the proposed preferential issue:

Sr. No.	Particulars	Before the Issue		After the Issue	
		No. of Equity Shares held	% Share holding	No. of Equity Shares held	% Share holding
A	Promoter Holding (GOI)	1042413449	75.54	2260923433*	87.01*
B	Non Promoter Holding	337530974	24.46	337530974	12.99
	Total	1379944423	100.00	2598454407	100.00

***Post issue shareholding pattern of Bank is calculated on the basis of total capital infusion of Rs.3173 crore as indicated in Agenda Item No.1 and 3 of the EGM Notice.**

As the entire issue is being made to the Government of India, the major shareholder and promoter of the Bank, there would not be any change in the management/ control of the Bank.

The Pre and Post Issue shareholding of Government of India (GOI) will be as under:-

Particulars	Number of shares held	Percentage to Capital
Pre Issue	1042413449	75.54
Post Issue	2260923433*	87.01*

***Post issue shareholding pattern of GOI (President of India) in Bank is calculated on the basis of total capital infusion of Rs.3173 crore as indicated in Agenda Item No.1 and 3 of the EGM Notice.**



The Bank on behalf of GOI will be seeking exemption from SEBI from complying with the requirements of Regulation 3(2) of the (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") and allotment of shares would be made only after all the requisite approvals are obtained.

The Board of Directors recommend passing of the Special Resolution as mentioned in the notice.

None of the Directors / Key Managerial Persons of the Bank is interested or concerned in the aforementioned resolutions, except to the extent of their shareholding in the Bank.

By order of Board of Directors

Date: 01st February, 2018
Place: Pune

Sd/-
(R.P. Marathe)
Managing Director and CEO

