

Consolidated Scrutiniser's Report

19th July, 2016

Mr.Atul Agarwal

Executive Director

(Chairman of the meeting)

M/s. INDIAN OVERSEAS BANK,

763 Anna Salai

Chennai – 600 002

Ref: 16th Annual General Meeting of the equity shareholders of Messrs. Indian Overseas Bank

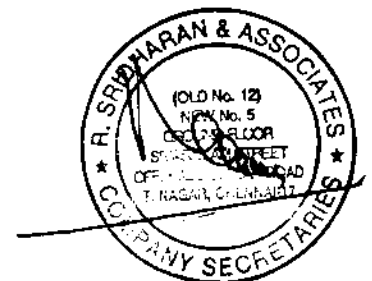
Dear Sir,

M/s. Indian Overseas Bank pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies (Management and Administration) Rules, 2014, as amended (to the extent applicable), has appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutiniser to conduct the remote e-voting process for the period that commenced from Friday, 15th July, 2016 (9.00 A.M.) to Sunday, 17th July, 2016 (5.00 P.M.) and to conduct the Polling process relating to the 16th Annual General Meeting of the Shareholders of the Bank, held on Monday, 18th July, 2016 at 10.00 A.M. at Rani Seethai Hall, 603, Anna Salai, Chennai- 600 006.

We now submit our consolidated Report as under:

1. The remote e-voting period remained open from Friday, 15th July, 2016 from 9.00 a.m. to Sunday, 17th July, 2016 till 5.00 p.m. The shareholders of the Bank as on the "cut off" date i.e. Monday, 11th July, 2016 were entitled to vote as set out in the notice of the AGM of the Bank.
2. After the announcement of the poll by the Chairman of the meeting, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.

16TH AGM – CONSOLIDATED SCRUTINISER'S REPORT – INDIAN OVERSEAS BANK



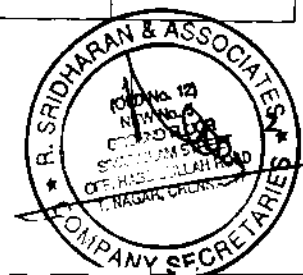


3. Poll Papers were distributed to shareholders who were present at the auditorium and they cast their votes.
4. After the time fixed for closing of the poll, the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Bank / Registrar and Transfer Agents of the Bank and the authorisations / proxies lodged with the Bank.
5. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K.Satheesh and Mr. V. Narasimhan, who are the witnesses and not in the employment of the Bank. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].
6. Pursuant to the provisions of Section 3 (2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 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. The votes cast by Life Insurance Corporation of India and its various schemes. for 26,20,53,524 equity shares held by them which exceeded 10% of the equity share capital of the Bank, was restricted to 18,99,01,413 valid votes constituting 10% of the equity share capital of the Bank.
7. The consolidated result (Remote E-voting and poll) of the said Resolutions are as under:

Item No. 1 - Adoption of Balance Sheet of the Bank as at 31st March, 2016 and the Profit and Loss Account for the year ended 31st March 2016, together with the Directors' Report and the Auditors' Report thereon. (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
234	206462855	44	1397352241	1603815096	99.9996





(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
7	6520	3	520	7040	0.0004

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

Note: 4 members had partially abstained & 7 members had fully abstained from voting through remote e-voting and by poll.

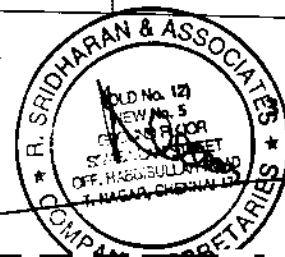
RESULT:

As the number of votes cast in favour of the resolution was more than the votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 2 - Further issue of equity shares not exceeding 78,81,55,925 shares by way of public issue, rights issue, shares to employees, preferential issue and/or private placement. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
188	193003148	45	1397351858	1590355006	99.1603





(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
54	13465837	3	905	13466742	0.8397

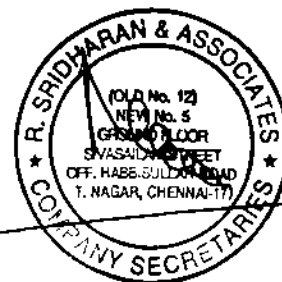
(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

Note: 4 members had partially abstained & 5 members had fully abstained from voting through remote e-voting and by poll.

RESULT:

As the number of votes cast in favour of the resolution was three times more than the votes cast against the resolution, we report that the Special Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 3 - Further issue of shares to employees under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 up to 9,00,00,000 equity shares of face value of Rs. 10/- each. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
180	197910777	41	1397350540	1595261317	99.5613

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
61	7027028	7	2223	7029251	0.4387

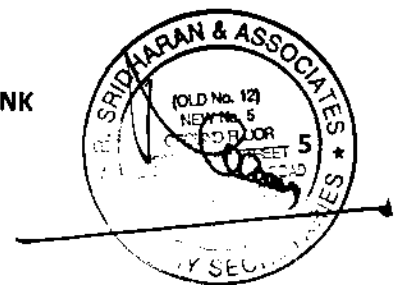
(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

Note: 4 members had partially abstained & 6 members had fully abstained from voting through remote e-voting and by poll.

RESULT:

As the number of votes cast in favour of the resolution was three times more than the votes cast against the resolution, we report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.






8. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" and those whose votes were declared invalid for the said resolution is enclosed.
9. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Bank for preserving safely after the Chairman of the Meeting considers, approves and signs the minutes of the 16th Annual General Meeting.

Thanking you,

Yours faithfully,

For R. Sridharan & Associates
Company Secretaries


RS R. Sridharan
CP No. 3239
FCS No. 4775

