

**Consolidated Scrutiniser's Report**

11<sup>th</sup> July, 2018

The Chairman

**INDIAN OVERSEAS BANK,  
763 Anna Salai  
Chennai – 600 002**

Dear Sir,

**Ref: 18<sup>th</sup> Annual General Meeting of the equity shareholders of Indian Overseas Bank**

**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 that commenced from Sunday, 8<sup>th</sup> July, 2018 (9.00 A.M.) (IST) to Tuesday, 10<sup>th</sup> July, 2018 (5.00 P.M.) (IST) and to conduct the Polling process relating to the 18<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Bank, held on Wednesday, 11<sup>th</sup> July, 2018 at 10.00 A.M. at Auditorium, Staff College, Indian Overseas Bank, Behind Vee Care Hospital, 100 Feet Road towards Thirumangalam, 230/7A Jawaharlal Nehru Road, Anna Nagar, Chennai – 600 040.

We now submit our consolidated Report as under:

1. The Bank has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.
2. The remote e-voting period remained open from Sunday, 8<sup>th</sup> July, 2018 from 9.00 a.m. (IST) to Tuesday, 10<sup>th</sup> July, 2018 till 5.00 p.m.(IST). The shareholders of the Bank as on the "cut off" date i.e. Friday, 29<sup>th</sup> June, 2018 were entitled to vote as set out in the notice of the AGM of the Bank.
3. In keeping with the provisions of the Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 AGM, the scrutinizer shall have access after closure of period of remote e-voting and before the start of AGM, to only such details relating to shareholders who have cast their votes through remote-e-voting, such as their names, DP Id & Client Id/folios, number of shares held, but not the manner in which they have voted.

4. Accordingly, CDSL the remote e-voting agency provided us with the names, DP Id & Client ID/folios numbers and shareholding of the shareholders who had cast their votes through remote e-voting.
5. After the announcement of the poll by the Chairman of Meeting, five ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
6. Poll Papers were distributed to the shareholders who were present at the auditorium and cast their votes.
7. 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.
8. 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 Ms. Srinidhi Sridharan, 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 Central Depository Services (India) Limited [CDSL].
9. 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. As per the information and explanation provided by the Bank and the Cameo, the Registrar and Share Transfer Agent and the records produced before us for verification, no Shareholders of the Bank other than Central Government holds more than 10% of the Voting rights of the bank.
10. Two poll papers which were incomplete and/or which was otherwise found defective has been treated as invalid and kept separately.
11. The consolidated result (Remote E-voting and poll) of the said Resolutions are as under:



**Item No. 1 - Adoption of Audited Balance Sheet of the Bank as at 31<sup>st</sup> March, 2018 and the Profit and Loss Account for the year ended 31<sup>st</sup> March 2018, 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
<b>87</b>	<b>282597645</b>	<b>49</b>	<b>4389148495</b>	<b>4671746140</b>	<b>99.9999</b>

(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
<b>6</b>	<b>138</b>	<b>5</b>	<b>2680</b>	<b>2818</b>	<b>0.0001</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>2</b>	<b>2</b>

**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 shares not exceeding 354,97,76,735 equity shares by way of public issue, rights issue, shares to employees, preferential issue and/or private placement/ QIP. (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
<b>84</b>	<b>282596166</b>	<b>48</b>	<b>4389149329</b>	<b>4671745495</b>	<b>99.9999</b>

(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
<b>10</b>	<b>2667</b>	<b>6</b>	<b>1846</b>	<b>4513</b>	<b>0.0001</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>2</b>	<b>2</b>

**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 24,45,00,000 equity shares of face value of Rs. 10/- each under Employee Stock Purchase Scheme. (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
<b>65</b>	<b>262074868</b>	<b>45</b>	<b>4389146679</b>	<b>4651221547</b>	<b>99.5606</b>

(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
<b>29</b>	<b>20523965</b>	<b>9</b>	<b>4496</b>	<b>20528461</b>	<b>0.4394</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>2</b>	<b>2</b>

**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.





12. 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 resolutions are enclosed.

13. 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 considers, approves and signs the minutes of the 18<sup>th</sup> Annual General Meeting.

Thanking you,

Yours faithfully,

For R. Sridharan & Associates

Company Secretaries

CS R. Sridharan

CP No. 3239

FCS No. 4775

