



INDIAN OVERSEAS BANK
INVESTOR RELATIONS CELL, BALANCE SHEET MANAGEMENT DEPARTMENT
CENTRAL OFFICE

Proceedings of the 12th Annual General Meeting of the Shareholders of Indian Overseas Bank held on Friday, 29th June 2012 at 10 am at Narada Gana Sabha, Sathguru Gnanananda Hall, 314, TTK Road, Chennai – 600 018.

Total Number of Shareholders who attended the meeting	3101
Total Number of Proxies who attended the meeting	38
No of Shareholders present in the meeting through Authorised representative	78

Shri. M.Narendra, Chairman and Managing Director called the meeting. He welcomed the shareholders and stated that the requisite quorum as per Regulation 58 (i) of the Indian Overseas Bank (Shares and Meetings) Regulations, 2003 was present and called the meeting to order.

Chairman introduced the Directors and the General Managers, of the bank present on the dais. He also informed that Dr.Alok Pande, Gol nominee, S.Sadagopan, shareholder Director were not able to attend the meeting owing to personal/official exigencies.

The Chairman then announced the details of proxies and authorised representatives received by the bank.

The Chairman thereafter informed that Notice convening the 12th AGM was mailed to Shareholders from 30.05.2012 to 03.06.2012 and was also published in "The Hindu" and in the "Business Line" on 31.05.2012 and said that with the permission of the Shareholders, the same was taken as read.

Chairman then addressed the shareholders and highlighted the performance of the bank during the year 2010-11.

The Chairman then moved the Resolution for Approval and adoption of Accounts for the year ended 31.03.2011 together with the report of Board of Directors and Auditors thereon. The resolution was proposed by Shri. S.Krishnamurthy, DP ID: 302437 and Client ID: 20001095 and seconded by Shri P.Panchanathan, DP ID: 302437 and Client ID: 20020357.

Before putting the resolution to vote, the Chairman invited the shareholders present at the meeting to participate in the discussion on the Balance Sheet as at 31.03.2011, Profit and Loss account for the year ended 31.03.2011 and the Directors' report and the Auditors Report thereon.



The Chairman, thereafter, thanked the Shareholders for actively participating in the discussion and replied to the various queries/observations made by the Shareholders.

The Chairman then concluded the discussion and put the resolution to vote and on the basis of show of hands declared that the resolution seeking approval for adoption of accounts was passed unanimously.

The Chairman then took up the agenda item No. 2 of the Notice convening the meeting. He informed that the Board of Directors, at its meeting held on 5th, May 2012 had recommended dividend of Rs. 4.50 per share (i.e. 45%) for the year 2010-11 and moved the resolution for declaration of Dividend. The resolution was proposed by Shri. N. Maheswaran, DP ID: 302437, Client Id: 10085526 and seconded by Shri. J.Viswanathan DP.ID 13017400 and Client ID: 00036871.

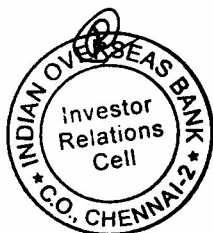
The Chairman then took up the agenda item No. 3 regarding authorization for further issue of shares. The resolution was put to vote and on the basis of show of hands, he declared that the resolution was passed unanimously.

He then took up the 3rd resolution regarding authorization for further issue of shares during the year and the resolution was proposed by Dr. J.Sethuraman DP ID: 12064000 and seconded by Shri. S.Ramesh Sankar, DP ID: IN 301696 and Client ID: 10935647. Chairman put the resolution to vote and on the basis of show of hands declared that the resolution was passed ~~unanimously~~ ^{with} by majority.

The Chairman then declared that the 12th Annual General Meeting came to a close.

Date: 09.07.2012

Place: Chennai 600 002



A handwritten signature in black ink, appearing to read "C.N. Ramachandran".

[C.N.Ramachandran]
Assistant General Manager