





Ref No. IRC/ 505 /2023-24

07.07.2023

The General Manager,	The Vice President,
Department of Corporate Services,	National Stock Exchange Ltd.,
BSE Limited,	Exchange Plaza, C-1 Block G,
Floor 1, P.J. Towers, Dalal Street,	Bandra-Kurla Complex, Bandra (E),
Mumbai 400 001	Mumbai – 400 051
BSE SCRIP CODE: 532388	NSE SCRIP CODE: IOB

Dear Sir/ Madam,

Outcome of 23rd Annual General Meeting held on 07th July 2023. Submission of Proceedings, Voting Results and Scrutinizer's Report

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing brief proceedings of the 23rd Annual General Meeting of the Bank held on 07th July 2023 (Friday) at 11.00 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at Chennai.

The Resolutions mentioned in the notice of the AGM dated 14th June 2023 were passed by Shareholders of the Bank with requisite majority.

Please find enclosed details of voting results as per Regulations 44 (3) of SEBI (LODR), Regulations, 2015 along with a copy of Scrutinizer's Report.

This is for your information, records and dissemination please.

Yours faithfully,

Ram Mohan K
Compliance Officer





Indian Overseas Bank Investor Relations Cell Central Office

<u>Proceedings of the 23rd Annual General Meeting (AGM) of the Shareholders of Indian Overseas Bank held through Virtual Mode on Friday, 07th July 2023 at 11.00 a.m. at Central Office, 763 Anna Salai, Chennai 600 002</u>

Total Number of Shareholders who attended the meeting through Virtual Mode	40
Total Number of Proxies who attended the meeting	N.A.

In terms of Regulation 59 of Indian Overseas Bank (Shares and Meetings) Regulations, 2003, Shri Ajay Kumar Srivastava, Managing Director & CEO (Chairman), called the meeting to order. MD & CEO 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.

Chairman informed that the 23rd Annual General Meeting of the Bank was being held through virtual mode in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

Chairman then introduced the Directors present by way of Video Conferencing and informed that the Chairpersons of the Audit Committee, Nomination and Remuneration Committee of the Board and the Stakeholders' Relationship Committee were also present at the meeting through VC / OAVM.

Chairman also informed that the authorized representative of GOI Shri. Jnanatosh Roy, Under Secretary attended the meeting through VC / OAVM.

Chairman thereafter informed that Notice dated June 14, 2023 convening the AGM, had already been circulated via e-mail to the shareholders and was published in 'Jansatta' (Hindi), 'The Hindu' (Tamil), and 'Financial Express' (English) on June 16, 2023, and with the permission of the shareholders, the same was taken as read.





Chairman then addressed the shareholders and briefed them on the economic and banking environment.

Chairman then briefed the shareholders on the highlights of the Bank's performance during the financial year 2022-23 under review as well as the road ahead for the Bank.

Chairman took up the agenda items for the meeting viz.

- Adoption of Audited Balance Sheet of the Bank as at 31st March 2023, Profit and Loss Account of the Bank for the year ended 31st March 2023 together with the Directors' Report and Auditors' Report thereon (Ordinary Resolution)
- To seek shareholder's approval for the appointment of Shri. Ajay Kumar Srivastava as Managing Director & CEO of the bank. (Ordinary Resolution)
- To seek shareholder's approval for the appointment of Shri. Sanjay Vinayak Mudaliar as Executive Director of the bank. (Ordinary Resolution
- 4. To raise paid up equity capital of Rs.1000 Crore through various options available (QIP/FPO/Right issues/ESPS etc.) (Special Resolution)

Chairman informed that the Bank had appointed M/s. Central Depository Services (India) Limited (CDSL) as e-Voting agency to provide remote e-voting and e voting facility at the Annual General Meeting to enable the shareholders to cast their votes electronically on agenda as stated in the Notice.

Chairman stated that the remote e-voting was held between the period from 9.00 a.m. on 04th July 2023 to 5.00 p.m. on 06th July 2023. He also informed that Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries, have been appointed as Scrutinizer for both remote e-voting and e-voting at the Annual General Meeting.

Before the commencement of e-voting, Chairman invited the shareholders who have registered themselves for speaking in the discussion and to make their observations, if any, on the agenda items. Some of the shareholders participated in the discussion and raised various queries and sought clarifications.



Thereafter, the Chairman replied summarily to the queries/observations made by the speaker shareholders on the overall business performance and agenda items mentioned in the notice.

The Chairman informed that the consolidated results of remote e-voting and the e-voting at the virtual Meeting will be uploaded on the website of the Bank as well as on the website of CDSL, the e-voting agency and shall also be announced to the stock exchanges within two working days.

Thereafter the Chairman thanked all the shareholders for the presence & support and informed that e-voting facility is available for the members who had not casted their vote through remote e-voting to cast their vote through e-voting during the meeting.

The Chairman declared the 23rd Annual General Meeting as concluded once the shareholders present at the meeting cast their e-votes.

Based on the Scrutinizer's Report, all the four agenda items no's 01,02,03 and 04 as set out in the Notice dated 14.06.2023 of the Annual General Meeting was passed with requisite majority.

Date: 07.07.2023 Place: Chennai Ram Mohan K
Compliance officer



NAME OF THE BANK: INDIAN OVERSEAS BANK

No. of Shareholders as on the Evoting cu-off date, i.e., 30.06.2023: 520561

1.To discuss, approve and adopt the Audited Balance Sheet of the Bank as at March 31, 2023, the Profit and Loss account for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups ar	e interested in the agenda/resolution?			NO		100000000000000000000000000000000000000		
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	18218326570	18218326570	100	18218326570		0 100	
	POLL	0	0	0	0		0 0	
	POSTAL_BALLOT	0	0	0	0		0 0	
	VENUE-VOTING	0	0	- 0	0		0 0	
	SUB TOTAL	18218326570	18218326570	100	18218326570		0 100	
PUBLIC-INSTITUTIONS	E-VOTING	270527228	257509054	95.17	257509054		0 100	
	POLL	0	0	0	0		0 0	
	POSTAL_BALLOT	0	0	0	0		0 0	
	VENUE-VOTING	0	0	. 0	0		0 0	
	SUB TOTAL	270527228	257509054	95.17	257509054		0 100	
PUBLIC-NON INSTITUTIONS	E-VOTING	413558458	300686	0.07		344		0.8
	POLL	0	0	0	0		0 0	
	POSTAL_BALLOT	0	0	0	0		0	
	VENUE-VOTING	0	31724	0	31724		0 100	
	SUB TOTAL	413558458	332410	0.08	328968	344	98.96	0.7
GRAND TOTAL		18902412256	18476168034	97.74		344		

2.Appointment of Shri Ajay Kumar Srivastava as Managing Director and CEO of the bank.

Resolution Required:(Ordinary/Special)				Ordinary Resolution						
Whether promoter/ promoter groups are	e interested in the agenda/resolution?			NO						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED		
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100		
PROMOTER AND PROMOTER~GROUP	E-VOTING	18218326570	18218326570	100	18218326570	(100			
	POLL	0	0	0	0	(0			
	POSTAL_BALLOT	0	0	0	0	(0			
	VENUE-VOTING	0	0	0	0	(Ò			
	SUB TOTAL	18218326570	18218326570	100	18218326570		100			
PUBLIC-INSTITUTIONS	E-VOTING	270527228	258245698	95.44	249373283	8872415	96.56	3.4		
	POLL .	0	0	0	0	(0			
	POSTAL_BALLOT	0	0	0	0	(0			
	VENUE-VOTING	. 0	0	0	0	0	0			
	SUB TOTAL	270527228	258245698	95.44	249373283	8872415	96.56	3.4		
PUBLIC-NON INSTITUTIONS	E-VOTING	413558458	301286	0.07	290690	10596		3.		
	POLL	0	0	0	0	0	0			
	POSTAL_BALLOT	0	0	0	0	0	0			
	VENUE-VOTING	0	31724	0	31724	0	100			
	SUB TOTAL	413558458	333010	0.08		10596		3.1		
GRAND TOTAL		18902412256	18476905278			8883011		0.0		



NAME OF THE BANK: INDIAN OVERSEAS BANK

3.Appointment of Shri. Sanjay Vinayak Mudaliar, Executive Director of the bank.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are	interested in the agenda/resolution?							
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
Item A Transfer of the Control of th		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	18218326570	18218326570	100	18218326570	(100	
	POLL	0	0	C	0	(0	
	POSTAL BALLOT	0	0	C	0	(0	
	VENUE-VOTING	0	0	C	0	(0	
	SUB TOTAL	18218326570	18218326570	100	18218326570	(100	
PUBLIC-INSTITUTIONS	E-VOTING	270527228	258245698	95.44	235451694	22794004	91.17	8.8
	POLL	0	0	C	0	(0	
	POSTAL_BALLOT	0	0	C	0	(0	
	VENUE-VOTING	0	0	C	0	(0	
	SUB TOTAL	270527228	258245698	95.44	235451694	22794004	91.17	8.8
PUBLIC-NON INSTITUTIONS	E-VOTING	413558458	301286	0.07	290453	10833	96.72	3.2
	POLL	0	0	C	0	(0	
	POSTAL BALLOT	0	0	C	0	(0	
	VENUE-VOTING	- 0	31724	C	31724	(100	
	SUB TOTAL	413558458	333010	0.08	322177	10833	96.75	3.2
GRAND TOTAL		18902412256	18476905278	97.75	18454100441	22804837	99.88	0.1

4.To raise paid up equity capital of Rs.1000 Crore through various options available (QIP/FPO/Right issues/ESPS etc.)

Resolution Required:(Ordinary/Special)				Special Resolution					
Whether promoter/ promoter groups are	interested in the agenda/resolution?	THE SHOULD BE		NO					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER~GROUP	E-VOTING	18218326570	18218326570	100	18218326570		0 100		
	POLL	0	0	C	0		0		
	POSTAL_BALLOT	0	0	C	0		0		
	VENUE-VOTING	0	. 0	C	0		0		
	SUB TOTAL	18218326570	18218326570	100	18218326570		0 100		
PUBLIC-INSTITUTIONS	E-VOTING	270527228	258245698	95.44	258245698		0 100		
8.18. 30 California (19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 19.18. 1	POLL	0	0	C	0		0		
	POSTAL_BALLOT	0	0	C	0		0 0		
	VENUE-VOTING	0	0	0	0		0 0		
	SUB TOTAL	270527228	258245698	95.44	258245698		0 100		
PUBLIC-NON INSTITUTIONS	E-VOTING	413558458	301286	0.07	297532	375	4 99.08	0.9	
	POLL	0	0	C	0		0		
	POSTAL_BALLOT	0	0	C	0		0		
	VENUE-VOTING	0	31724	0	31724		0 100		
	SUB TOTAL	413558458	333010	0.08	329256	375	4 98.87	1.1	
GRAND TOTAL		18902412256	18476905278	97.75	18476901524	375	4 100		





New No. 44, Old No. 25, Flat No.3 Thiruvarangam Apartments, 1st Floor, Unnmalai Ammal Street, T-Nagar, Chennai -600 017. email: sridharan.r@aryes.in

web : www.aryes.in

Consolidated Scrutinizer's Report

7th July, 2023

The Managing Director & CEO Indian Overseas Bank
Central Office,
Investor Relations Cell,
763, Anna Salai,
Chennai – 600 002.

Ref: 23rd Annual General Meeting ("AGM") of the Members of the Indian Overseas Bank held on 07th July, 2023 at 11:00 A.M. I.S.T by way of Video Conferencing ("VC").

Dear Sir,

We, R. Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of INDIAN OVERSEAS BANK vide resolution dated 8th June, 2023, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020, Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Tuesday, 4th July, 2023 (9.00 A.M.) (IST) to Thursday, 6th July, 2023 (5.00 P.M.) (IST) and through electronic voting system ("e-voting") during the 23rd Annual General Meeting ("AGM") of the members of the Bank, held on Friday, 7th July, 2023 at 11:00 A.M. I.S.T by way of Video Conferencing ("VC").

We now submit our Consolidated Report as under:

- The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.
- 2. The Bank has availed remote e-voting system and electronic voting system at the AGM provided by Central Depository Services (India) Limited ("CDSL") for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
- 3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. As per the information given by the Bank, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- We have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the official website of CDSL.
- 5. Based on the data downloaded from the Official website of CDSL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting and Electronic Voting System) as under:

Item No. 1 - Adoption of Audited Balance sheet of the Bank as at 31st March, 2023, the Profit and Loss account for the year ended on that date.

ORDINARY RESOLUTION

(i) Votes in favour of the resolution:

364	184761328	68	7		3172	4	18476164	4592	99.99	998
Number of Members voted in Remote E-Voting	Number votes co (Shares) Remote E-Voting	of ast -	Number Members voted through voting AGM	of E- at	Number votes (Shares) through voting AGM	cast		mber cast and at		total er of votes

(ii) Votes against the resolution:

9	3442	0	0	3442	0.00002
Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting				% of total number of valid votes cast

(iii) Invalid Votes:

NIL NIL		NIL		NIL			NIL			
voted Remote E- Voting	in	(Shares) Remote E- Voting		through E-v at AGM				throug E-Votin		ote
Number members	of	Number votes		Number Members			of votes (Shares)			of ast

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, 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 – Appointment of Shri Ajay Kumar Srivastava as Managing Director & CEO.

ORDINARY RESOLUTION

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

347	18467990543	7	31724	18468022267	99.95192	
Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Members voted through	Number of votes cast (Shares) through E- t voting at AGM	. ocal Hullibel	% of total number of valid votes cast	

(ii) Votes against the resolution:

28	8883011	0	0		8883011	0.04808
Number of Members voted in Remote E- Voting	votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting at AGM	Number votes (Shares) through voting AGM	of cast E- at	· otal	% of total number of valid votes cast

(iii) Invalid Votes:

NIL NIL			NIL	NIL	NIL	
Number members voted Remote E- Voting		Number votes (Shares) Remote E- Voting	cast	Members voted	through E-voting at AGM	votes cast

<u>RESULT</u>:

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

Item No. 3 – Appointment of Shri. Sanjay Vinayak Mudaliar, as Executive Director.

ORDINARY RESOLUTION

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

328	1845406	8717	7		3172	4	1845410	0441	99.87	658
Number of Members voted in Remote E- Voting	Number votes (Shares) Remote E-Voting		Number Members voted through voting AGM	of E- at	Number votes (Shares) through voting AGM	cast) E-	The state of the state of the state of	mber cast and at	numbe	total er of votes

(ii) Votes against the resolution:

47	22804837	0	0		22804837	0.12342
Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting			of cast E- at	Total Number of votes cast through Remote E-Voting and E- voting at AGM	% of total number of valid votes cast

(iii) Invalid Votes:

Number Members voted Remote E- Voting	Number votes (Shares) Remote E- Voting	cast	Number Members vo through E-vo at AGM	oted		hares)	votes throug E-Votin	C	ast ote
NIL	NIL		NIL		NIL			NIL	

RESULT:

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

Item No. 4 - Issue of further shares.

SPECIAL RESOLUTION

(i) Votes in favour of the resolution:

(ii) Votes against the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	10 10 10 10 10 10 10 10 10 10 10 10 10 1	Number of votes cast (Shares) through E- voting at AGM	Number of votes cast through	% of total number of valid votes cast
17	3754	0	0	3754	0.00002

(iii) Invalid Votes:

NIL		NIL		NIL	NIL	NIL
Remote E- Voting		Remote E- Voting		at AGM	at AGM	E-Voting and E- voting at AGM
Number members voted	353	Number votes (Shares)	cast	Members voted	Number of votes cast (Shares) through E-voting	votes cast

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

6. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully, For R. Sridharan & Associates Company Secretaries

R Digitally signed by R SRIDHA Date: 2023.07.07 RAN 18:00:25 +05'30'

CS R. Sridharan CP No. 3239 FCS No. 4775 PR No. 657/2020

UDIN: F004775E000568371