

**Consolidated Scrutiniser's Report**

15<sup>th</sup> September, 2016

Mr.Atul Agarwal  
Executive Director  
(Chairman of the meeting)  
**Messrs. INDIAN OVERSEAS BANK,**  
**763 Anna Salai**  
**Chennai – 600 002**

**Ref: Extra-Ordinary General Meeting of the equity shareholders of Messrs. Indian Overseas Bank held on 15<sup>th</sup> September, 2016**

Dear Sir,

**Messrs. 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 Monday, 12th September, 2016 (9.00 AM) (IST) to Wednesday, 14th September, 2016 (5.00 PM) (IST) and to conduct the Polling process relating to the Extra-Ordinary General Meeting of the Shareholders of the Bank, held on Thursday, 15<sup>th</sup> September, 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 Monday, 12th September, 2016 (9.00 AM) (IST) to Wednesday, 14th September, 2016 (5.00 PM) (IST) The shareholders of the Bank as on the "cut off" date i.e. Thursday, 8<sup>th</sup> September, 2016 were entitled to vote as set out in the notice of the EGM of the Bank.
2. After the announcement of the poll by the Chairman of Meeting, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.

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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 EGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Ms. A Deepika 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 Central Depository Services (India) Limited [CDSL].
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 262053524 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. Two poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. The consolidated result (Remote E-voting and poll) of the said Special Resolution contained in the notice dated 16<sup>th</sup> August, 2016 of the extra-ordinary general meeting is as under:

**Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970(**ACT**) and Indian Overseas Bank (Shares and Meetings) Regulations, 2003 as amended up to 2008 and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (**RBI**), Government of India (**GOI**), Securities

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