

नैगम कार्यालय/Corporate Office
सिंडिकेटबैंक भवन / SyndicateBank Building
दूसरा क्रॉस, गांधीनगर / 2nd Cross Gandhinagar
बेंगलूरु / BENGALURU -560 009



निवेशक संपर्क केंद्र / Investor Relations Centre

संदर्भ सं/ Ref. No.233/2914/CO/BNG

दिनांक/Date:23.06.2017

The Vice President – Listing BSE LIMITED Phiroze Jeejeebhoy Towers Dalal Street, MUMBAI – 400 001	The Vice President (Listing) NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza Bandra Kurla Complex Bandra (E), MUMBAI - 400051
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Dear Sir,

Sub.: 18th ANNUAL GENERAL MEETING (AGM) of the Bank – Submission of
Proceedings along with Scrutinizers Report.

Ref: Regulation 30 of SEBI (LODR) Regulations, 2015.

We are submitting herewith the proceedings of the 18th Annual General Meeting of the Bank held on 23.06.2017.

Thanking You,

Yours faithfully,

T.S.Kripa Devi
Company Secretary



दूरभाष/Phone: (उ म प्र/DGM) 080- 2237 1631, (नि सं कें/INRC): 2228 3030 फैक्स/Fax :080- 2228 3030

ई-मेल/E-Mail: inrc@syndicatebank.co.in/ syndinvest@syndicatebank.co.in वेबसाइट/website: www.syndicatebank.in



PROCEEDINGS OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SYNDICATEBANK.

In accordance with the Notice dated 25.05.2017 and addendum Notice dated 30.05.2017 the Eighteenth Annual General Meeting (AGM) of shareholders of Syndicate Bank was held on Friday, 23rd June 2017 at 10.00 a.m. at Syndicate Bank Golden Jubilee Auditorium, Manipal – 576 104.

Initiating the proceedings of the Eighteenth Annual General Meeting, the Chairman of the Meeting (COM) Shri Arun Shrivastava, Managing Director and Chief Executive Officer of Syndicate Bank welcomed the shareholders and announced that in terms of Regulation 58 (1) of SyndicateBank (Shares and Meetings) Regulations, 1998, the requisite Quorum was present and called the meeting to order.

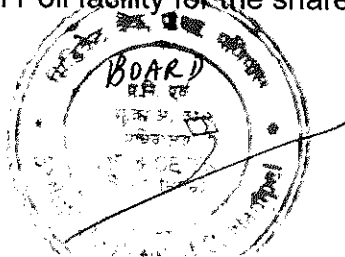
1399 shareholders in person and 70 proxy holders/authorised representatives attended the meeting.

The Chairman of the Meeting (COM) then introduced the Directors present on the Dias to the shareholders. With the permission of the members present the Notice convening the meeting, the addendum notice and the Balance Sheet as at 31st March, 2017 and the Profit & Loss Account of the Bank for the year ended on that date, the report of the Board of Directors on the working and activities of the Bank and the Auditors report on the Balance Sheet and accounts were taken as read.

COM then addressed the Shareholders on the Bank's progress in the financial year 2016-17. The Managing Director and Chief Executive Officer's Speech (in Kannada, Hindi and English) was distributed to the shareholders who were present at the auditorium.

In terms of Regulation 44 of SEBI (LODR) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the COM informed that it is now mandatory to extend to the shareholders of the Bank, the facility to vote on the items on the agenda to be considered at the Annual General Meeting. The remote e-voting facility was provided to the shareholders to vote on the agenda items from 09.00 a.m. on 20th June 2017 to 05.00 p.m. on 22nd June 2017. The remote e-voting facility was provided by Karvy Computershare Private Limited.

The meeting was informed that the Bank has appointed M/s S N. Ananthasubramanian and Co., firm of Company Secretaries, as a Scrutinizer to oversee the remote e-voting process. In terms of the amended Rules, voting has to be taken up at the meeting to enable shareholders who have not voted on the item to vote. The Bank has engaged the services of Karvy Computershare Private Limited who are providing Install Poll facility for the shareholders present at this meeting.



The COM informed the meeting that the Bank has appointed Shri S N Ananthasubramanian, representing S N Ananthasubramanian and Co, Practising Company Secretaries and Shri Sudeendra Bhandary, one of the shareholders (DPID IN 302269 CLID 12024107), as Scrutinizers.

The COM then took up the Agenda item No 1 and moved the resolution to discuss, approve and adopt the Balance Sheet and the Accounts. The names of the shareholders who proposed and seconded were taken on record.

The COM then moved a special resolution for the second item in the Agenda with regard to Capital issue by way of QIP/Rights Issue/Follow-on Public Issue or any other mode approved by Government of India /Reserve Bank of India. The names of the shareholders who proposed and seconded were taken on record.

Before putting the Resolutions to vote, the COM invited the shareholders present to participate in the discussion on the Agenda items.

The COM in his address, said that he was overwhelmed by the response of large number of shareholders participating in the meeting, the passion and commitment shown by the stakeholders, thanked the shareholders for raising very relevant issues, responded to all the queries raised by the shareholders and also furnished clarifications to the issues connected with the activities of the Bank during the period under review.

The COM then declared the commencement of the election and the polling for election commenced that continued till 12.15 p.m.

After the conclusion of Poll at 12.15 p.m., the votes polled were taken up for consolidation with the remote e-voting results.

Based on the Consolidated Results of the remote e-voting and voting at the meeting submitted by the Scrutinizers, the COM declared that the Ordinary Resolution pertaining to Approval /Adoption of the Statement of Accounts for the year ended 31st March, 2017 together with the Report of the Board of Directors and Auditors Report and Special Resolution relating to the Raising of Capital up to Rs 3500 Crores were passed with requisite majority.

The COM informed that the results including the e-votes cast during the period from 9 A M on 20th June 2017 to 5.00 P.M on 22nd June 2017 will be placed on the website of the Bank under "shareholders information" and also on the websites of National Stock Exchange of India Ltd (NSE), BSE Ltd and M/s. Karvy Computershare (P) Ltd, Registrar and Share Transfer Agents of the Banks of the Bank, "the Agency" appointed by the Bank for facilitating e-voting, within two working days.

As there was no other business to be transacted, the COM declared the Meeting as closed.

Manipal
23.06.2017



SCRUTINIZER'S REPORT

NAME OF THE BANK	Syndicate Bank
MEETING	Annual General Meeting
DAY, DATE & TIME	Friday, 23 rd June, 2017 at 10:00 a.m.
VENUE	Syndicate Bank Golden Jubilee Auditorium, Manipal – 576 104, Karnataka.

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the Annual General Meeting (AGM) of **Syndicate Bank** (hereinafter referred to as **the Bank**) held on **Friday, 23rd June, 2017 at 10:00 a.m.** at the venue.

2. Dispatch of Notice convening the AGM

The Bank has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the purpose of e-Voting, the Bank completed dispatch of the Notice of the AGM as under:

- On **25th May, 2017** by **e-Mail** to **95,191** shareholders who had registered their email-ids with the Bank/ RTA.
- On **25th May, 2017** by **Speed Post** to **1,77,739** shareholders in physical form.

Completed dispatch of Addendum to notice dated 30th May, 2017, to include an additional item for transaction at the AGM as under:

- On **1st June, 2017** by **e-mail** to **95,191** shareholders who had registered their email-ids with the Bank.
- On **1st June, 2017** by **Speed Post** to **1,77,739** shareholders in physical form.



3. Cut-off date

The Voting rights were reckoned as on **Friday, 16th June, 2017**, being the cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the AGM.

4. Remote e-Voting Process

4.1 Agency

The Bank has appointed **Karvy Computershare Private Limited (Karvy)** as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from **9:00 a.m. on Tuesday, 20th June, 2017** till **5:00 p.m. on Thursday, 22nd June, 2017** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution, on the remote e-Voting platform provided by Karvy.

5. Voting at the AGM

5.1 In keeping with 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 general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, 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.



- 5.2 Accordingly, Karvy the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios and shareholding of the shareholders who had cast their votes through remote e-Voting.
- 5.3 The Bank had authorised Karvy to provide tab based e-Voting facility at the venue of the meeting for shareholders to vote on the Resolutions
- 5.4 Shri. **Sudeendra Bhandary** shareholder of the Bank (DP ID & Client ID **IN302269 / 12024107**) was also appointed as a Scrutinizer representing the shareholders of the Bank for scrutinizing voting at the AGM.

6. Counting Process

- 6.1 After the Chairman announced the commencement of voting, Karvy provided tab based e-Voting facility.
- 6.2 On completion of voting at the AGM, Karvy provided us with the List of shareholders who had cast their votes, their holding details and details of votes cast on the Resolution.
- 6.3 The votes were reconciled with the records maintained by the Bank and Karvy, the Registrar and Share Transfer Agent of the Bank (RTA) with respect to authorizations/ proxies lodged with the Bank.
- 6.4 We unblocked the remote e-Voting results on the Karvy e-Voting platform in the presence of Mr. Mani KRS Iyer and Mr. Chandan Dhadange and downloaded the remote e-Voting results.
- 6.5 Pursuant to the provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/ 80, voting rights of shareholders other than Central Government have been restricted to 10% of the total voting rights of all shareholders of the Bank.



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net; website www.snaco.net

7. Results

7.1 We observed that

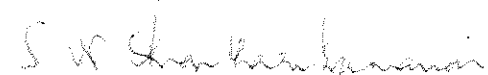
- a) **141** shareholders had cast their votes at the AGM.
- b) **159** shareholders had cast their votes through remote e-Voting.

7.2 The consolidated result with respect to the items on the agenda as set out in the Notice of the AGM dated 25th May, 2017 and Addendum to the Notice are enclosed herewith.

7.3 Based on the aforesaid results, we report that, the **Ordinary Resolution** as contained in the Notice of the AGM dated 25th May, 2017 and **Special Resolution** as contained in the **Addendum to the Notice dated 30th May, 2017**, have been passed with **requisite majority**.

FOR S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES



S. N. ANANTHASUBRAMANIAN
PARTNER

C.P. No. 1774





Sudeendra Bhandary

DP ID & Client ID

IN302269 12024107

23rd June, 2017

Manipal

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email snaco@snaco.net website www.snaco.net

Consolidated Results

1. To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March, 2017 and the Profit & Loss Account of the Bank 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.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	156	12,48,47,529	141	65,96,10,383	297	78,44,57,912	100.00
Dissent	2	1,005	0	0	2	1,005	0.00
Total	158*	12,48,48,534	141	65,96,10,383	299	78,44,58,917	100.00

* 1 member holding 50 shares has abstained from voting on this resolution

Based on the aforesaid result, we report that the Ordinary Resolution as contained in the Notice of the AGM dated 25th May, 2017 has been passed with requisite majority.

FOR S. N. ANANTHASUBRAMANIAN & CO.

S. N. Ananthasubramanian
S. N. ANANTHASUBRAMANIAN
 C.P. No. 1774
 23rd June, 2017
 Manipal



Aditya
Sudeendra Bhandary
 DP ID & Client ID
 IN302269 12024107

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email snaco@snaco.net - website www.snaco.net

2. To accord approval for the Capital issue of the Bank for an aggregate amount not exceeding Rs. 3,500 Crore by way of a Qualified Institutional Placement/ Right Issue/ Follow-on Public Issue/ Preferential Issue to GOI/ LIC and other financial institutions at such price(s) including premium as may be decided by the Board.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	106	9,95,53,429	141	65,96,10,383	247	75,91,63,812	96.78
Dissent	53	2,52,95,155	0	0	53	2,52,95,155	3.22
Total	159	12,48,48,584	141	65,96,10,383	300	78,44,58,967	100.00

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Addendum to Notice dated 30th May, 2017 has been passed with requisite majority.

FOR S. N. ANANTHASUBRAMANIAN & CO.

S. N. Ananthasubramanian

S. N. ANANTHASUBRAMANIAN

C.P. No. 1774
 23rd June, 2017

Manipal



Sudeendra Bhandary

Sudeendra Bhandary
 DP ID & Client ID
 IN302269 12024107