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Royapettah  
Chennai 600 014

Ref: ISC / 661 / 2017-18

December 21, 2017

The Manager,  
BSE Limited  
Floor 1, P.J Towers,  
Dalal Street  
Mumbai 400001

The Vice President  
National Stock Exchange Limited  
"Express Plaza", C-1 Block G  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400051

Dear Sir,

Sub: Proceedings of Extraordinary General Meeting of the Bank held on  
December 20, 2017. **NSE Symbol : INDIANB – Scrip Code : 532814**

In compliance to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the proceedings of the Extraordinary General Meeting of the Shareholders of the Bank held on December 20, 2017 at Chennai.

We request you to take on record the same.

Thanking You,

Yours faithfully,

(Bimal Shah)  
Company Secretary & Compliance Officer



Corporate Office: Investor Services Cell  
254-260, Avvai Shanmugam Salai, Roypettah, Chennai - 600014.

**PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF INDIAN BANK HELD ON WEDNESDAY, THE DECEMBER 20, 2017 AT IMAGE, MRC NAGAR, RAJA ANNAMALAIPURAM, CHENNAI - 600028.**

1. The **Extraordinary General Meeting (EGM)** of shareholders of **INDIAN BANK** commenced at 10.30 a.m. on December 20, 2017 at IMAGE, MRC Nagar, Raja Annamalaipuram, Chennai - 600028.
2. The Extraordinary General Meeting was presided over by Shri. T C Venkat Subramanian, Non-Executive Chairman of the Bank. The following Directors on the Board of the Bank viz., Shri Kishor Kharat, Managing Director & CEO, Shri. A S Rajeev, Executive Director, Shri M K Bhattacharya, Executive Director, Shri J K Dash and Shri Vinod Kumar Nagar attended the meeting.
3. 1041 shareholders of the Bank attended the meeting in person and all the 4 proxies who had registered attended the meeting. With the necessary quorum being present at 10.30 a.m., as required under Regulation 50(i) of the Indian Bank (Shares and Meetings) Regulations, 1999, the Chairman called the Meeting to order and commenced the proceedings.
4. Initiating the proceedings of the Extraordinary General Meeting, the Chairman welcomed the Shareholders and introduced the Directors of the Board sitting on the dais.
5. The Chairman informed that the Notice dated November 15, 2017 convening the Meeting was mailed to all the Shareholders of the Bank on time and in the prescribed manner. The Chairman further informed that the Notice was also published in "Financial Express" and "Business Standard" besides in "Dhinamani" (Tamil) and "Business Standard" (Hindi) on November 21, 2017 and with the consent of the members present, the same was taken as read.
6. The Managing Director & CEO highlighted the prevailing economic situation which impacted the operations of the Bank and certain key financials of the Bank for the half-year ended September 30, 2017. The Chairman briefed the banking scenario in India and its impact on the performance on the Bank.
7. The Chairman then took up the only agenda item, pertaining to election of one director from amongst the shareholders (other than Central Government) pursuant to Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.
8. The Chairman then informed that the Bank had received 2 nominations in this regard as on December 05, 2017, being the last date for receipt of nominations and both were found to be valid after scrutiny. These nominations were placed before the Nomination Committee of the Board at their meeting held on December 07, 2017 for determining their 'Fit & Proper' status in terms of the



Reserve Bank of India guidelines. The Committee after conducting necessary due diligence determined both the candidates to be 'Fit and Proper' for contesting the elections.

9. The Chairman then announced the names of the 2 candidates, viz, Dr. Bharath Krishna Sankar and Dr. Naresh Kumar Drall along with their brief profile. The Chairman informed that as the number of candidates is more than one, polling had to be conducted and the candidate polling the majority of votes from amongst the aforesaid 2 candidates, shall be declared as elected.
10. The Chairman then informed that Shri P A Krishnan, General Manager of the Bank had been appointed as the Chief Returning Officer for the election and the Central Government had authorised Ms Suman Sharma as the observer to oversee the process of election at the Meeting.
11. The Chairman informed that in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Bank had provided remote e-voting facility to the shareholders through M/s Central Depository Services (India) Limited on the agenda item to be considered at this meeting and the e-voting was held from 10.00 a.m. on 17.12.2017 to 5.00 p.m. on 19.12.2017. He further informed that M/s S N Ananthasubramanian & Co., Company Secretaries has been appointed as Scrutinizer to oversee the e-Voting process.
12. The Chairman also informed that for the benefit of the shareholders who did not participate in the remote e-voting, the Bank had arranged computer based e-voting. A shareholder Scrutinizer was also appointed along with M/s S N Ananthasubramanian & Co., to oversee the voting process at the venue of the meeting.
13. The Chairman then ordered voting in respect of the item on the agenda of the EGM and requested the shareholders to cast their votes on the Agenda item and informed that the polling would conclude at 12.00 noon. He further informed that meeting will re-assemble after counting process is completed for announcement of results.
14. Thereafter the voting commenced and concluded at 12.00 noon, after which the votes polled were counted and tabulated. The Meeting resumed after the completion of the counting.
15. The Chief Returning Officer, then based on the Report of the Scrutinizers, announced the Consolidated votes polled to each Candidate which is as under:

| Name of the Candidate      | Number of votes |
|----------------------------|-----------------|
| Dr. Bharath Krishna Sankar | 2,75,23,439     |
| Dr. Naresh Kumar Drall     | 42,82,419       |

He then requested the Chairman to formally declare the results of election.



16. The Chairman then declared the result based on the majority of votes polled that Dr. Bharath Krishna Sankar was elected as Director from amongst the shareholders of the Bank (other than Central Government) in terms of Section 9(3)(i) of the Act and that he will assume office with effect from 21.12.2017 and hold office for a period of three years till 20.12.2020.

17. The Chairman then declared the meeting as closed.

Result Sheets obtained from the Scrutinizers is attached.

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345848 / 2543 2704 : email sna@snaco.net website www.snaco.net

**INDIAN BANK - EXTRAORDINARY GENERAL MEETING - 20<sup>TH</sup> DECEMBER, 2017**

**RESULTS OF VOTING**

| Name of the Candidate      | Remote e-Voting |             | Voting at the EGM |       | Total  |             |
|----------------------------|-----------------|-------------|-------------------|-------|--------|-------------|
|                            | Voters          | Votes       | Voters            | Votes | Voters | Votes       |
| Dr. Bharath Krishna Sankar | 105             | 2,75,19,205 | 28                | 4,234 | 133    | 2,75,23,439 |
| Dr. Naresh Kumar Drall     | 12              | 42,80,490   | 23                | 1,929 | 35     | 42,82,419   |

*P. A. Krishnan*

*Suman*

*S. N. Ananthasubramanian*

*S. Krishnamohan*

*P. Muralidharan*

|                         |              |                          |                         |                               |
|-------------------------|--------------|--------------------------|-------------------------|-------------------------------|
| P A Krishnan            | Suman Sharma | S. N. Ananthasubramanian | S Krishnamohan          | P Muralidharan                |
| Chief Returning Officer | GOI Observer | Scrutinizer              | Shareholder Scrutinizer | Cameo Corporate Services Ltd. |

20<sup>th</sup> December, 2017  
 Chennai