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कार्पोरेट कार्यालय Corporate Office
निवेशक सेवा कक्ष **Investor Services Cell**
254-260 अब्बै शम्भुगम सालै Avvai Shanmugam Salai
रायपेट्टा Royapettah
चेन्नै **Chennai 600 014**

Ref : ISC / 879 / 2014-15

March 24, 2015

The Vice President
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra Kurla Complex
Bandra East
Mumbai - 400 051.

Dear Sir,

Sub : Corporate Announcement - NSE Symbol : INDIANB.

We are pleased to enclose the proceedings of the Extra-ordinary General Meeting of the shareholders of the Bank held on Monday, the March 23, 2015 at 10.00 a.m. at IMAGE Auditorium, MRC Nagar, Raja Annamalaipuram, Chennai - 600028 and the consolidated voting result.

We request you to take on record the same.

Yours faithfully,

A Ganesa Rathnam
Company Secretary & Compliance Officer

Encl : a/a.



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

**PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF INDIAN BANK HELD ON MONDAY, THE MARCH 23, 2015
AT IMAGE AUDITORIUM, MRC NAGAR, RAJA ANNAMALAIPURAM, CHENNAI - 28.**

1. The Extra-ordinary General Meeting (EGM) of shareholders of INDIAN BANK commenced at 10.00 a.m. on March 23, 2015 at IMAGE, MRC Nagar, Raja Annamalaipuram, Chennai 600028.
2. The EGM was chaired by Shri T M Bhasin, Chairman and Managing Director of the Bank. The following Directors on the Board of the Bank viz., Shri B Raj Kumar, Shri Mahesh Kumar Jain, Shri Deepak D Samanth, Shri Vinod Kumar Nagar and Shri Sriram Ramachandran attended the Meeting.
3. 712 shareholders of the Bank attended the meeting in person or proxy. With the necessary quorum being present at 10.00 a.m., as required under Regulation 50(i) of the Indian Bank (Shares and Meetings) Regulations, 1999, the Chairman and Managing Director called the Meeting to order and commenced the proceedings. Shri Anandrao V Patil, Director, Department of Financial Services, Ministry of Finance, New Delhi, represented Government of India, the major shareholder (81.51%) of the Bank, in the EGM.
4. Initiating the proceedings of the EGM, the Chairman welcomed the shareholders and introduced the Directors sitting on the dais.
5. The Chairman informed that the Notice dated February 20, 2015 convening the Meeting was mailed to all the shareholders of the Bank besides publishing in "Business Standard", "Financial Express", "Dhinamani" (Tamil) and "Jansata" (Hindi) on February 26, 2015 and with the consent of the members present, the same was taken as read.
6. The Chairman, after highlighting the performance of the Bank during the current year, informed about the decision of the Government of India to infuse capital funds to the tune of ₹ 280 crore in our Bank by way of preferential allotment of equity in favour of the Government of India. The Chairman stated that the EGM was convened to seek the approval of the shareholders for the Preferential Issue to the Government of India.
7. The Chairman informed that the Issue Price had been calculated in accordance with SEBI ICDR Regulations, 2009. The Bank would be making preferential allotment of 1,54,43,163 equity shares of face value of ₹ 10/- each at ₹ 181.31 (including premium of ₹ 171.31) per share to Government of India and upon issuance, the holding of Government of India in Bank's equity capital would increase to 39,43,41,651 equity shares (82.10%) from the present level of 37,88,98,488 equity shares (81.51%).

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8. The Chairman added that a certificate from the Statutory Central Auditor of the Bank certifying that the Preferential Issue of shares was made in accordance with the SEBI ICDR Regulations, 2009 was placed at the meeting and the same was available for inspection.
9. The Chairman then moved the resolution for issue and allotment of 1,54,43,163 equity shares of ₹ 10/- each at an issue price of ₹ 181.31 per share aggregating to ₹ 280 crore to Government of India on preferential basis. The Resolution was proposed by Shri L V Rajarathnam and seconded by Shri S Kuppuswamy.
10. The Chairman then informed that the Bank had provided e-voting facility to the shareholders for the Extra-ordinary General Meeting and appointed M/s Central Depository Services (India) Limited as e-Voting agency and M/s S N Ananthasubramanian and Co., Practising Company Secretaries as Scrutinizer to oversee the e-voting process. He stated that the e-voting was held from March 17, 2015 to March 19, 2015. He added that in terms of the Ministry of Corporate Affairs guidelines, it had become necessary to conduct the poll at the meeting in respect of the item on the Agenda of the EGM.
11. The Chairman invited the shareholders to make their observations on the agenda item and then he replied to the various queries / clarifications sought by some of the shareholders.
12. The Chairman then ordered poll 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 consolidated results of the poll and e-voting will be ported in Bank's website, websites of the Stock Exchanges (NSE and BSE).
13. The Chairman then declared the EGM as closed.

RESULTS OF THE POLL

BASED ON THE REPORTS OF THE SCRUTINIZERS THE SPECIAL RESOLUTION WAS PASSED WITH REQUISITE MAJORITY.



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COMPANY SECRETARIES

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Based on Results of E-Voting & Poll at the Extra Ordinary General meeting Consolidated Results of the Item on the Agenda as set out in the Notice dated 20th February, 2015 is as given below:

Consolidated Results of Item No. 1 - Issue of Equity Shares through preferential allotment to Government of India (GOI) (Special Resolution)

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	4,36,59,222	37,89,02,879	42,25,62,101	100.00
Dissent	199	212	411	0.00
Total	4,36,59,421	37,89,03,091	42,25,62,512	100.00

Accordingly, out of a total of 42,25,62,512 valid votes cast via e-Voting and Poll, 42,25,62,101 votes were cast ASSENTING to the Special Resolution constituting 100 % of the votes polled; 411 votes were cast DISSENTING to the Special Resolution constituting 0 % of the votes polled.

Thus, the Special Resolution as contained in Item No. 1 of the Notice dated 20th February, 2015, is passed with requisite majority.



S.N. Ananthasubramanian
Scrutinizer

23.03.2015

Shareholder Scrutinizer

23.03.2015

