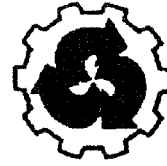


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CIN No. L65191TN1989 PLC 017883

Ref: Sec/2014-15/203



Indbank
Merchant Banking Services Ltd
(A Subsidiary of Indian Bank)

October 4, 2014

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sirs,

Sub: Summary of proceedings of the 25th Annual General Meeting of the Members of the Company held on 27th September 2014 pursuant to clause 31(d) of the Listing Agreement

This is to inform you that the 25th Annual General Meeting of the Members of the Company was held on Saturday, 27th September, 2014 at 11.00 A.M. at Indian Bank Management Academy for Growth & Excellence (IMAGE), to transact the business mentioned in the Notice of Annual General Meeting dated August 9, 2014.

The following Directors were present:

- 1 Shri B Rajkumar
- 2 Shri T M Nagarajan
- 3 Shri P M Venkatasubramanian
- 4 Shri G R Sundaravadivelu
- 5 Smt. Chitra Murali
- 6 Shri K Udaya Bhaskara Reddy
- 7 Shri Banabihari Panda - President

622 members were present in the meeting.

In attendance –

- 1 Shri V S Srinivasan – Vice President & Company Secretary
- 2 Shri R Raghuraman – Partner, M/s A V Deven & Co.
- 3 Shri P Sriram, Practising Company Secretary & Scrutinizer

Shri B Rajkumar, Director, chaired the proceedings of the meeting.



Members were informed that as required by the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically on the resolutions contained in the Annual General Meeting Notice. The e--voting was held between September 18, 2014 (from 9.00 A.M.) to September 20, 2014 (till 5.00 P.M.) at e-voting website of CDSL (www.evotingindia.com).

At the aforesaid Annual General Meeting, the Chairman ordered for a voting by poll for the Resolutions mentioned in the Notice. Accordingly, the poll was conducted and the Shareholders were given the opportunity to cast their votes on poll. The Resolutions on which the poll was taken up are given in Annexure enclosed herewith.

At the said meeting, the queries raised by the shareholders were duly replied.

As already informed to the Stock Exchanges, Shri P Sriram, Practicing Company Secretary (CP No.3310) was appointed as the Scrutinizer to scrutinize the e-voting and Poll process (through ballot paper) in a fair and transparent manner. They will submit their reports on voting by poll and consolidated report as soon as the same is ready.

The Results of voting will be declared on Monday, 29th September, 2014 and will also be uploaded on the Company's website.

The meeting concluded after all the Shareholders cast their votes.

Thanking you,

Yours faithfully,

V. S. Srinivasan
Vice President & Company Secretary



Annexure

Resolutions taken up on poll in AGM held on 27.09.2014

Resolution No. 1 Ordinary Resolution	To receive, consider and adopt the Directors' Report and the Audited Balance Sheet as at 31.03.2014 and Profit and Loss Account for the year ended 31.03.2014 and the Auditors' Report thereon.
Resolution No. 2 Ordinary Resolution	To appoint a Director in place of Shri B Raj Kumar (DIN 05204091) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
Resolution No. 3 Ordinary Resolution	Appointment of Shri T M Nagarajan (DIN 00518074) as an Independent Director
Resolution No. 4 Ordinary Resolution	Appointment of Shri P M Venkatasubramanian (DIN 00124505) as an Independent Director
Resolution No. 5 Ordinary Resolution	Appointment of Shri G R Sundaravadivel (DIN 00353590) as an Independent Director
Resolution No. 6 Ordinary Resolution	Appointment of Smt. Chitra Murali (DIN 06751105) as an Independent Director
Resolution No. 7 Ordinary Resolution	Appointment of Shri K Udaya Bhaskara Reddy (DIN 06926054) as a Director whose period of office shall be liable to determination by retirement of Directors by rotation
Resolution No. 8 Special Resolution	Delisting of shares from BSE Ltd.
Resolution No. 9 Special Resolution	Borrowing powers of the Board.
Resolution No. 10 Special Resolution	Creation of mortgage/charge on the moveable and immovable properties of the company both present and future in favour of the lenders.