P Sriram & Associates
Practising Company Secretaries

To,
The Chairman,
Indbank Merchant Banking Services Limited,
Chennai-600028.

CONSOLIDATED SCRUTINIZER'S REPORT

TWENTY SIXTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF IND BANK HOUSING LIMITED ON SATURDAY , 26TH SEPTEMBER, 2015 AT 11.00 A.M. AT INDIAN BANK MANAGEMENT ACADEMY FOR & EXCELLENCE (IMAGE), MRC NAGAR, RAJA ANNAMALAIPURAM, CHENNAI-600028.

I, P.Sriram, Proprietor of P.Sriram & Associates., a Practicing Company Secretaries, was appointed as Scrutinizer for the purpose of voting by electronic means and voting by poll to be carried by the Company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the Notice dated 13th August 2015 at Annual General Meeting of the company held on 26th September, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll (Insta Poll) at the AGM for the resolutions contained in the Notice of the 26th AGM of the Equity Shareholders of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 8000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com

Report on scrutiny

1. The Company has entered into an arrangement with Central Depositary Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.

2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was September 19, 2015. As on the cut-off date i.e. 19th September, 2015, there were 43803 Shareholders.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Wednesday 23rd September, 2015 10:00 A.M. to till Friday the 25th September, 2015 at 5.00 P.M.

4. At the end of remote e-voting period on 25th September, 2015 at 5:00 PM, voting portal of service provider was blocked forthwith.

5. After demand of the poll by the Chairman of the AGM at the AGM, one poll box kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll boxes were handed over to the Chairman of the AGM after locking them.

6. After completion of the poll at the AGM, the poll boxes kept for voting were immediately opened by me in presence of Mr.G.Ramnath (Dp Id/Client Id-IN30059710011914)and Mr.S.Selvaraj(Dp Id/Client Id IN30059710057318)

7. There were 747 shareholders (in person & by proxy) attended the meeting and 60 shareholders (in person & by proxy) present at the AGM from the commencement of the meeting till the conclusion of the AGM.

8. On Saturday, 26th September, 2015 at 11:50 AM. after counting the vote cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr. Dilip R Misser.

9. The voting ballot papers for the poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Cameo Corporate Services Limited., the Registrar and Transfer Agent (RTA) of the Company, and the authorizations/ proxies lodged with the RTA/Company.

10. There was no invalid vote casted in the poll sheets received.

11. **Consolidated report on result of voting through electronic means and voting by poll is annexed as Annexure 1**

12. It is to be noted that

a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.

b. Shareholder abstained from voting on the resolutions is considered as invalid ones.

13. Based on the voting reported in Annexure 1, all resolutions placed before the shareholders for approval has requisite majority. We request the Chairman of the 26th AGM to announce the results accordingly.

14. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

15. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Place: Chennai

Dated : September 26, 2015

Yours faithfully,

For P. Sriram & Associates

P.SRIRAM
Proprietor

Membership No.4862

Witness 1

S. SELVARAJ

DPID/CLIENT ID

IN300597 10037318

Witness 2

G. RAMNATH

DPID/CLIENT ID

IN300597 10057318

PSA

ANNEXURE - I

Consolidated report on result of voting through electronic means and voting by poll is as under:

Item No. 1: As an Ordinary Resolution

Adoption of Audited Financial Statements and Reports of the Board of Directors and the Auditors thereon for the year ended March 31, 2015:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	3	16	-	-	-	-
Number of Votes Cast by Members	615	28783398	-	-	-	-
% of total number of valid votes cast	0.002	99.998	-	-	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 1

Percentage of Votes in Favour – 100.00 %

Percentage of Votes against - 0.00 %

P. Sriram & Associates * Mandaveli, Chennai-28 PCS

Item No.2: As an Ordinary Resolution

Appointment of Shri. S Krishnan (DIN: 07261965) as Executive, Non- Independent Director who is liable to Retire by rotation.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	3	16	-	-	-	-
Number of Votes Cast by Members	615	28783398	-	-	-	-
% of total number of valid votes cast	0.002	99.998	-	-	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 2

Percentage of Votes in Favour – 100.00 %

Percentage of Votes against - 0.00 %

Item No. 3 As an Ordinary Resolution

Appointment of Shri V Gopal (DIN: 07258431) as Executive, Non- Independent Director who liable to Retire by rotation.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	3	16	-	-	-	-
Number of Votes Cast by Members	615	28783398	-	-	-	-
% of total number of valid votes cast	0.002	99.998	-	-	-	-

CONSOLIDATED RESULT ON VOTING OF ITEM NO: 3

Percentage of Votes in Favour – 100 .00%

Percentage of Votes against - 0.00 %

P. Sriram & Associates PCS Mandaveli, Chennai-28