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इण्डियन ओवरसीज़ बैंक

केंद्रीय कार्यालय- पोस्ट बॉक्स सं 3765, 763 अण्णा सालै, चेन्नै 600 002

Indian Overseas Bank

Central Office: P.B.No.: 3765, 763 Anna Salai, Chennai 600 002

Investor Relations Cell

IRC/203/2015-16

25 September 2015

The Vice President

National Stock Exchange Limited

"Exchange Plaza", C-1, Block G

Bandra - Kurla Complex,

Bandra (E), Mumbai 400 051

Dear Sir,

Extraordinary General Meeting (EGM) held on 23.09.2015

We refer our letter no. BSMD/IRC/344/2012-13 dated 01.09.2015 enclosing Notice of EGM, we advise that EGM of the Bank was held on Wednesday, 23rd September 2015 and passed the following resolution as a special resolution with the requisite majority of shareholders:

To create, offer, issue and allot up to 48,56,17,597 (Forty eight crore fifty six lac seventeen thousand five hundred and ninety seven) equity shares of Rs.10/- each (Rupees Ten only) for cash at Issue Price of Rs. 41.37 per Equity Share (Including premium of Rs. 31.37 per Equity Share) as determined by the Board in accordance with Regulation 76 (1) of SEBI ICDR Regulations aggregating to Rs. 2009 crore on preferential basis to Government of India (President of India).

We submit a copy of proceedings under clause 31(d) of Listing Agreement for your record.

Thanking you,

Yours faithfully,

S Kalpaga Rani

Assistant General Manager

Encl: as above





**INDIAN OVERSEAS BANK
INVESTOR RELATIONS CELL,
CENTRAL OFFICE**

Proceedings of the Extraordinary General Meeting of the Shareholders of Indian Overseas Bank held on Wednesday, 23rd September 2015, at 10.00 a.m. at Naradha Gana Sabha, 314 TTK Road, Alwarpet, Chennai 600018.

Total Number of Shareholders who attended the meeting	1723
Total Number of Proxies who attended the meeting	7
No of Shareholders present in the meeting through Authorised representative	1

Shri. R Koteeswaran, Managing Director & CEO called the meeting. He welcomed the shareholders and stated that the requisite quorum as per Regulation 58 (i) of the Indian Overseas Bank (Shares and Meetings) Regulations, 2003 was present and called the meeting to order.

MD & CEO introduced the Directors of the Bank present on the dais. He also informed that Dr. Alok Pande, GOI nominee and Mr. Nirmal Chand, RBI nominee, Dr. Jai Deo Sharma – Officer Employee Director, Shri. Niranjana Kumar Agarwal, Shareholder Director could not attend the meeting owing to official exigencies.

The MD & CEO then announced the details of proxies and authorised representatives received by the bank.

The MD & CEO thereafter informed that Notice convening the EGM was mailed to Shareholders from 28.08.2015 to 29.08.2015 (both days inclusive) and was also published in "The Financial Express", "Jansatta" and in the "Dinamani" on 01.09.2015 and said that with the permission of the Shareholders, the same was taken as read.

MD & CEO then took up the only item on the agenda relating to raising of capital and issue of equity shares on preferential basis to Government of India.

MD & CEO informed that the Bank had provided e-Voting facility to the shareholders for the EGM and appointed National Security Depository Limited as e-Voting agency and M/s. S N Ananthasubramanian & Co., Practicing Company Secretaries, Mumbai as Scrutinizer to oversee the e-Voting process. He stated that the e-Voting was held from 9.00 a.m. on 20.09.2015 to 5.00 p.m. on 22.9.2015 and added that in terms of the Ministry of Corporate Affairs guidelines, it had become necessary to conduct the voting at the Meeting in respect of the items on the Agenda of the EGM and for the sake of convenience voting will taken up at the end of the Meeting.



MD & CEO then detailed the background of the agenda item and proposed the Special Resolution as set out in the Notice convening the Meeting. The Special Resolution was proposed and seconded by the Shareholders.

Before putting the resolution to vote, the MD & CEO invited the shareholders present at the meeting to participate in the discussion on the agenda item and to make their queries and observations if any. 3 Shareholders participated in the discussion and raised queries and sought clarification.

The MD & CEO, thereafter, thanked the Shareholders for actively participating in the discussion and replied to the various queries/observations made by the Shareholders.

The MD & CEO then declared that the Extraordinary General Meeting as closed after all the shareholders have cast their votes.

Results of the Voting.

Based on the Scrutinizer's Report the agenda item Viz., Raising of Capital was passed with requisite majority.

[S Kalpaga Rani]
Assistant General Manager

Date: 25.09.2015
Place: Chennai

