

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

To,
The Executive Director
Syndicate Bank,
Eshwar Nagar, Manipal
Karnataka, 576 104

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Extra-Ordinary General Meeting of your Bank held on **24th March, 2015** at 10.30 a.m. at Syndicate Bank Golden Jubilee Auditorium, Manipal-576 104

Please find enclosed, our Report in three parts as listed below:

Section I - Consolidated Results of e-Voting & Poll

Section II - Report of Poll Results at the EGM

Section III - Report of the Scrutinizer on E-Voting

Our Report on E-Voting is based on the data downloaded from the e-Voting platform provided by **Karvy** and our Report on Voting on the Poll is based on the data provided / authenticated by your RTA.

We trust you will find our Report to be comprehensive & self-explanatory in all respects. We will however be happy to answer your queries if any, on the same and assure you of our best services at all times.

For. S. N. ANANTHASUBRAMANIAN & CO.



Authorised Signatory

SECTION - I

Consolidated Results

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Based on Results of E-Voting & Poll at the Extraordinary General Meeting Consolidated Results of the Item on the Agenda as set out in the Notice dated 23rd February, 2015 is as given below:

Consolidated Results of Item No. 1 - Approval to raise capital by creating, offering, issuing and allotting 3,74,74,541 (Three crore seventy four lakh seventy four thousand five hundred forty one only) equity shares for cash, aggregating to Rs.460.00 Crore (Rupees four hundred and sixty crore only) on preferential basis to Government of India (Special Resolution)

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	9,11,75,317	42,09,95,428	51,21,70,745	99.57
Dissent	22,31,588	1,102	22,31,690	0.43
Total	9,34,06,905	42,09,96,530	51,66,34,125	100.00

Accordingly, out of a total of 51,66,34,125 valid votes cast via e-Voting and Poll, 51,21,70,745 votes were cast **ASSENTING** to the **Special Resolution** constituting 99.57% of the votes polled; 22,31,690 votes were cast **DISSENTING** to the **Special Resolution** constituting 0.43% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 1 of the Notice dated 23rd February, 2015, is passed with requisite majority.



S. N. Viswanathan
Scrutinizer



Sudeendra Bhandary
Shareholder Scrutinizer

SECTION - II

Poll Results

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Report of Scrutinizer(s)

To,

The Executive Director
Syndicate Bank
Eshwar Nagar, Manipal
Karnataka, 576 104

Meeting	Extraordinary General Meeting
Date & Time	24 th March, 2015 at 10.30 a. m
Venue	Syndicate Bank Golden Jubilee Auditorium, Manipal-576 104

Dear Sir,

We, S. N. Viswanathan of M/s. S. N. ANANTHASUBRAMANIAN & Co, Practising Company Secretaries and Sudeendra Bhandary a Shareholder of the Bank (N 302269 - 12024107) were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of Syndicate Bank, held on 24th March, 2015 at 10.30 a.m. at Syndicate Bank Golden Jubilee Auditorium, Manipal-576 104 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 3 ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. Pursuant to provisions of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the Central Government has been restricted to 10% of the total voting rights of all shareholders of the Bank.
5. The result of the Poll on the Resolution as annexed.



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6. Soft copy of the List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
7. The poll papers and all other relevant records are duly handed over to the Company Secretary for keeping in safe record.



S. N. Viswanathan

Scrutinizer



Sudeendra Bhandary

Scrutinizer

Date: 24th February 2015

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Item No. 1.- Approval to raise capital by creating, offering, issuing and allotting 3,74,74,541 (Three crore seventy four lakh seventy four thousand five hundred forty one only) equity shares for cash, aggregating to Rs.460.00 Crore (Rupees four hundred and sixty crore only) on preferential basis to Government of India (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
205	42,09,95,428	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	102	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
4	1,101

Details of Invalid Votes for the said Item are as under :

Reason for invalidity	Number of Votes
a. Not voted	1,101
Total	1,101


S N Viswnathan
Scrutinizer


Sudeendra Bhandary
Shareholder Scrutinizer