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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/ 54 /2021-22

12.05.2021

The Senior General Manager
Department of Corporate Services
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai – 400 001

The Vice President
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Dear Sir/Madam,

SUB: SCRUTINIZER'S REPORT OF EXTRAORDINARY GENRAL MEETING ON 12.05.2021

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose Scrutinizer's Report of the EGM of the Bank held on 12.05.2021.

Thanking you,

Yours faithfully,

S Nandakumar
12/5/21

S Nandakumar
Company Secretary

Enclosed above



Consolidated Scrutiniser's Report

12th May, 2021

Mr. Partha Pratim Sengupta
Managing Director & CEO
Chairman of the Meeting
INDIAN OVERSEAS BANK,
763 Anna Salai
Chennai – 600 002

Ref: Extra-Ordinary General Meeting ("EGM") of the Members of the Indian Overseas Bank held on 12th May, 2021 at 11:30 A.M. I.S.T by way of Video Conferencing ("VC").

Dear Sir,

We, R. Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **INDIAN OVERSEAS BANK** vide resolution dated 12th April, 2021, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs vide their circulars dated April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and SEBI vide circular dated May 12, 2020 and January 15, 2021 to scrutinize the voting relating to the resolution as set out in the notice of the EGM through remote e-voting process held between Sunday, 9th May, 2021 (9.00 AM) to Tuesday, 11th May, 2021 (5.00 PM) relating to the Extraordinary General Meeting of the members of the Bank, held on 12th May, 2021 at 11.30 A.M. through Video Conferencing (VC).

We now submit our Consolidated Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the EGM by the shareholders is the responsibility of the management.

EGM – CONSOLIDATED SCRUTINISER'S REPORT – INDIAN OVERSEAS BANK





2. Pursuant to the 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 have been restricted to 10% of the total voting rights of all shareholders of the Bank. As per the information and explanation provided by the Bank and the Cameo, the Registrar and Share Transfer Agent and the records produced before us for verification, no Shareholders of the Bank other than Central Government holds more than 10% of the voting rights of the bank.
3. The Bank has availed remote e-voting system and electronic voting system at the EGM provided by Central Depository Services (India) Limited (CDSL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
4. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. As per the information given by the Bank, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the EGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the EGM.
5. We have scrutinized and reviewed the remote e-voting system, electronic voting system after conclusion of the EGM. We have unblocked the votes cast by the members through remote e-voting system and electronic voting system in the presence of two witnesses Mr. K Satheesh and Ms. Srinidhi Sridharan, who are not in the employment of the Bank. The votes tendered therein in respect of the remote e-voting system and e-voting at the EGM are based on the data downloaded from the official website of CDSL.
6. Based on the data downloaded from the Official website of CDSL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting, Electronic Voting System) as under:



Special Resolution:

"RESOLVED THAT pursuant to the provisions of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (Act), The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (Scheme) and the Indian Overseas Bank (Shares and Meetings) Regulations, 2003 as amended up to 2008 (Regulations) and subject to the approvals, consents, permissions and sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), Securities and Exchange Board of India (SEBI), and / or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to the regulations viz., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations) as amended up to date, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST Regulations) as amended up to date, guidelines, if any, prescribed by RBI, SEBI, notifications/circulars and clarifications under Banking Regulation Act, 1949 (B R Act), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR Regulations), Securities and Exchange Board of India Act, 1992 (SEBI Act) and all other applicable laws and all other relevant authorities from time to time and subject to the Uniform Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed and in accordance with the provisions of Regulation 4A of the Regulations, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "the Board" which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute, to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot up to 246,54,23,932 (Two Hundred and Forty Six Crores Fifty Four Lakhs Twenty Three Thousand Nine Hundred and Thirty Two) equity shares of Rs.10/- each (Rupees Ten only) for cash at Issue Price of Rs. 16.63 per equity share (including premium of Rs. 6.63 per equity share) aggregating to Rs. 4100 crore (Rupees Four Thousand One Hundred Crores only) as determined by the Board in accordance with Regulation 164(1) of SEBI (ICDR) Regulations, 2018 on preferential basis to Government of India (President of India)."





"RESOLVED FURTHER THAT the Relevant Date in terms of Regulation 161 under Chapter V of SEBI (ICDR) Regulations, 2018 for determination of the Issue Price is Monday, 12th April, 2021.

"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by GOI/RBI/SEBI/ Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions for issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued shall rank pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares issued on the stock exchanges where the shares of the Bank are listed, as per the terms and conditions of the uniform listing agreements entered into with the stock exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalize and execute all documents and writings as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Managing Director & Chief Executive Officer or Executive Directors or such other officer of the Bank as it may deem fit to give effect to the aforesaid Resolution."





(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
60	15992635120	2	25182	15992660302	99.99999

(ii) Votes **against** the resolution:

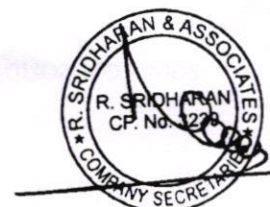
Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
12	1771	0	0	1771	0.00001

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 1 as set out in the Notice of the EGM is passed with requisite majority.



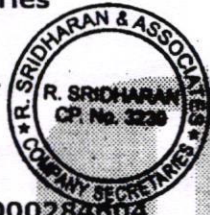


7. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" for the said resolution is enclosed.

8. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Extra - Ordinary General Meeting.

Thanking you,
Yours faithfully,
For R. Sridharan & Associates
Company Secretaries

CS R. Sridharan
CP No. 3239
FCS No. 4775
UDIN: F004775C000284604





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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/ 53 /2021-22

12.05.2021

The Senior General Manager
Department of Corporate Services
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai – 400 001

The Vice President
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Dear Sir/Madam,

Intimation under Regulation 44 (3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, we enclose details regarding the voting results on the Agenda Item considered at the virtual EGM held on 12th May, 2021 at Chennai.

Please take the same on record.

Thanking you,

Yours faithfully,

S Nandakumar
12/5/21

S Nandakumar
DGM & Company Secretary

Encl: as above



NAME OF THE COMPANY: IOB-INDIAN OVERSEAS BANK

1.To allot equity shares of face value of Rs. 10/- each to Government of India aggregating to Rs.4100 crore on preferential basis.

Resolution Required: (Ordinary / Special)				Special Resolution				
Whether promoter / promoter groups are interested in the agenda /				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING III = (II/I)*100	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED VI = (IV/II)*100	% OF VOTES AGAINST ON VOTE POLLED VII = (V/II)*100
		I	II		IV	V		
PROMOTER AND PROMOTER~GROUP	E-VOTING	15752902638	15752902638	100	15752902638	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		15752902638	15752902638	100	15752902638	0	100
PUBLIC-INSTITUTIONS	E-VOTING	271477919	239690670	88.29	239690670	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		271477919	239690670	88.29	239690670	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	412607767	43583	0.01	41812	1771	95.94	4.06
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		25182	0	25182	0	100	0
	SUB TOTAL		412607767	68765	0.02	66994	1771	97.42
GRAND TOTAL		16436988324	15992662073	97.30	15992660302	1771	99.99999	0.00001

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