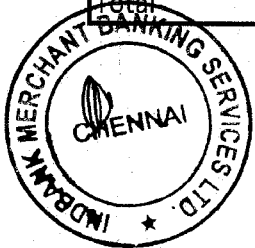


Item No.1-Ordinary Resolution: Adoption of Annual Accounts for the Year ended 31st March 2014

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	103966	100	99.90	0.10
Total	44378200	28877866	65.07	28877766	100	99.99965	0.00035

Item No.2-Ordinary Resolution: Appointment of Director in place of Shri B. Raj kumar who retires by rotation

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	4466	99600	4.29	95.71
Total	44378200	28877866	65.07	28778266	99600	99.66	0.34

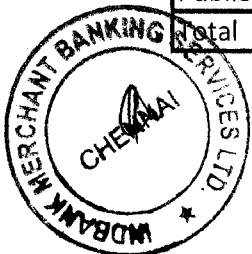


Item No.3-Ordinary Resolution: Appointment of Shri T. M. Nagarajan as a Non – executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	103866	200	99.81	0.19
Total	44378200	28877866	65.07	28877666	200	99.9993	0.0007

Item No.4-Ordinary Resolution: Appointment of Shri P. M. Venkatasubramanian as a Non–executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	4366	99700	4.20	95.80
Total	44378200	28877866	65.07	28778166	99700	99.65	0.35

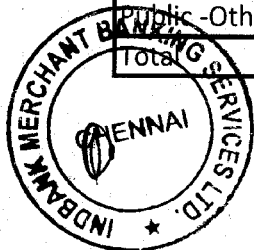


Item No.5-Ordinary Resolution: Appointment of Shri G. R. Sundaravadivel as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	4466	99600	4.29	95.71
Total	44378200	28877866	65.07	28778266	99600	99.66	0.34

Item No.6-Ordinary Resolution: Appointment of Smt. Chitra Murali as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	4366	99700	4.20	95.80
Total	44378200	28877866	65.07	28778166	99700	99.65	0.35

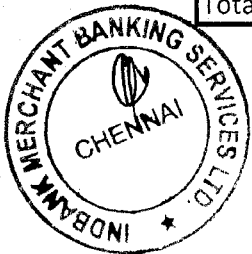


Item No.7-Ordinary Resolution:Confirmation of Shri K. Udaya Bhaskara Reddy as director of the Company liable to retire by rotation

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	4466	99600	4.29	95.71
Total	44378200	28877866	65.07	28778266	99600	99.66	0.34

Item No.8-Special Resolution: To delist the Equity Shares of the Company from the BSE Ltd

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	3726	99650	3.60	96.40
Total	44378200	28877866	65.07	28777526	99650	99.65	0.35

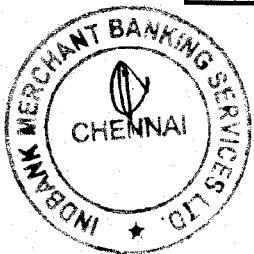


Item No.9-Special Resolution: Resolution passed under Section 180(1) (c) of the Companies Act 2013 for Borrowing limits of the Company

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	103966	100	99.90	0.10
Total	44378200	28877866	65.07	28877766	100	99.99965	0.00035

Item No.10-Special Resolution: Resolution passed under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28773800	28773800	100.00	28773800	0	100.00	0.00
Public Institutional holders	149600	0	0.00	0	0	0.00	0.00
Public -Others	15454800	104066	0.67	103966	100	99.90	0.10
Total	44378200	28877866	65.07	28877766	100	99.99965	0.00035





P Sriram & Associates
Practising Company Secretaries

Scrutinizer Report for: Indbank Merchant Banking Services Ltd.

To

The Chairman

Indbank Merchant Banking Services Ltd.

Indian Bank Management Academy for Growth & Excellence (IMAGE),

MRC Nagar, Raja Annamalaipuram,

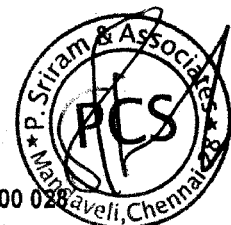
Chennai – 600028.

Respected Sir,

Sub: Passing of Resolutions through Electronic Voting – Reg.

In terms of Clause 35B of the Listing Agreement and provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 9th August 2014 to the e-voting process for passing the resolutions in items numbers 1 to 10 of the Annual General Meeting Notice dated **9th August, 2014**

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on August 22nd, 2014, the Cut-off date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting by email to **9198** members who had registered their Email-IDs with the Company and by Courier to **35189** Members in physical form on **03rd September, 2014**.





P Sriram & Associates
Practising Company Secretaries

In terms of the aforesaid Notice, E-Voting was open for three days from **on Thursday, 18th September, 2014 to till of Saturday 20th September, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions as contained in Annual General Meeting notice dated 9th August, 2014, on e-Voting platform provided by Central Depository Service (India) Limited (CDSL).

As required in the Rules, I unlocked the E-Voting on the platform provided by CDSL after the completion of E-Voting process at close on Saturday in the presence of Ms. Nithya Pasupathy & Mr. Arun Kumar.

Based on the results made available to me, Members have casted their votes on the E-Voting platform and I have annexed with this Report, the details and analysis of the E-voting Results for each of Ten items.




P SRIRAM

Practicing Company Secretary

Date: 22nd September 2014

Place: Chennai



25TH ANNUAL GENERAL MEETING E-VOTING RESULT OF INDBANK MERCHANT BANKING SERVICES LIMITED

Results for Resolution 1

SUBJECT: Adoption of Annual Accounts for the Year ended 31st March 2014

TYPE OF RESOLUTION: Ordinary

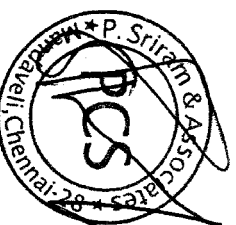
Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	14	28877076	99.99965
Dissent	1	100	0.00035

Results for Resolution 2

SUBJECT: Appointment of Director in place of Shri B. Raj kumar who retires by rotation

TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	13	28777576	99.655
Dissent	2	99600	0.345





25TH ANNUAL GENERAL MEETING E-VOTING RESULT OF INDBANK MERCHANT BANKING SERVICES LIMITED

Results for Resolution 3

SUBJECT: Appointment of Shri T. M. Nagarajan as a Non – executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

TYPE OF RESOLUTION: Ordinary

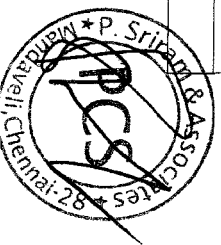
Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	14	28877076	99.99965
Dissent	1	100	0.00035

Results for Resolution 4

SUBJECT: Appointment of Shri P. M. Venkatasubramanian as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	13	28777576	99.655
Dissent	2	99600	0.345





25TH ANNUAL GENERAL MEETING E-VOTING RESULT OF INDBANK MERCHANT BANKING SERVICES LIMITED

Results for Resolution 5

SUBJECT: Appointment of Shri G. R. Sundaravadivel as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	14	28777676	99.6554
Dissent	1	99500	0.3446

Results for Resolution 6

SUBJECT: Appointment of Smt. Chitra Murali as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	13	28777576	99.655
Dissent	2	99600	0.345





25TH ANNUAL GENERAL MEETING E-VOTING RESULT OF INDBANK MERCHANT BANKING SERVICES LIMITED
Results for Resolution 7

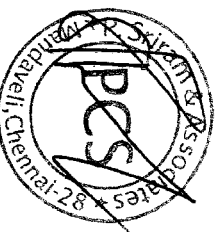
SUBJECT: Confirmation of Shri K. Udaya Bhaskara Reddy as director of the Company liable to retire by rotation.
TYPE OF RESOLUTION: Ordinary

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	13	28777576	99.655
Dissent	2	99600	0.345

Results for Resolution 8

SUBJECT: To delist the Equity Shares of the Company from the BSE Ltd.
TYPE OF RESOLUTION: Special

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	12	28777526	99.6549
Dissent	3	99650	0.3451





25TH ANNUAL GENERAL MEETING E-VOTING RESULT OF INDBANK MERCHANT BANKING SERVICES LIMITED
Results for Resolution 9

SUBJECT: Resolution passed under Section 180(1) (c) of the Companies Act 2013 for Borrowing limits of the Company

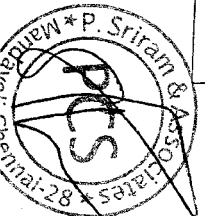
TYPE OF RESOLUTION: Special

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	14	28877076	99.99965
Dissent	1	100	0.00035

Results for Resolution 10

SUBJECT: Resolution passed under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage
TYPE OF RESOLUTION: Special

Particulars	Number of E-Votes	Number of votes contained in E-votes	Percentage of Total Votes
Received	15	28877176	100
Assent	14	28877076	99.99965
Dissent	1	100	0.00035





P Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management and Administration) Rules, 2014]*

To
The Chairman
Indbank Merchant Banking Services Ltd.
Indian Bank Management Academy for Growth & Excellence (IMAGE),
MRC Nagar, Raja Annamalaipuram,
Chennai – 600028.

Meeting: 25th Annual General Meeting of the Members

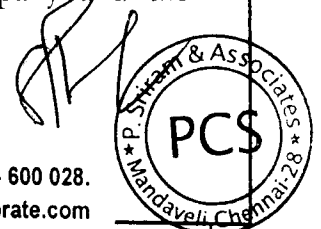
Date and Time: Saturday, September 27th, 2014 at 11.00 AM

Indian Bank Management Academy for Growth & Excellence
(IMAGE), MRC Nagar, Raja Annamalaipuram, Chennai – 600028.

Dear Sir,

I, P. SRIRAM, Practising Company Secretary appointed as Scrutinizers for the purpose of the poll taken on the resolution(s) mentioned in the Notice of AGM dated 9th August, 2014, at the meeting of the members of Indbank Merchant Banking Services Ltd. (Company), held on Saturday, September 27th, 2014 at 11.00 AM at Indian Bank Management Academy for Growth & Excellence (IMAGE), MRC Nagar, Raja Annamalaipuram, Chennai – 600028, submit my report as under:

- 1 After the time fixed for closing of the poll by the Chairman, One ballots box kept for polling were locked in my presence with due identification marks placed by me
- 2 The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with Registrar & Transfer Agents.





P Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]*

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately
4. The result of the Poll is Annexed Resolution wise.
5. 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.
6. The poll papers and all other relevant records duly have been handed over to the Company Secretary for safe keeping.

Date: 29th September, 2014

Place: Chennai

Yours faithfully,



P.SRIRAM

Scrutinizer



P. Srinam & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 01 (Ordinary Resolution)

Adoption of Annual Accounts for the Year ended 31st March 2014

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	690	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Accountants

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)

Of the Companies (Management And Administration) Rules, 2014]

Resolution – 02 (Ordinary Resolution)

Appointment of Director in place of Shri B. Raj kumar who retires by rotation

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	690	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



P Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)

Of the Companies (Management And Administration) Rules, 2014]

Resolution – 03 (Ordinary Resolution)

Appointment of Shri T. M. Nagarajan as a Non – executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years.

(i) Voted in favour of the resolution:

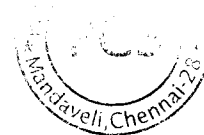
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	590	85.5

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	14.5

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)

Of the Companies (Management And Administration) Rules, 2014]

Resolution – 05 (Ordinary Resolution)

Appointment of Shri G. R. Sundaravadivel as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	590	85.5

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	14.5

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Accountants

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]

Resolution- 04 (Ordinary Resolution)

Appointment of Shri P. M. Venkatasubramanian as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	590	85.5

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	14.5

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]*

Resolution – 06 (Ordinary Resolution)

Appointment of Smt. Chitra Murali as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

(i) Voted in favour of the resolution:

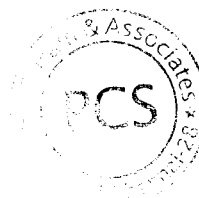
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	590	85.5

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	14.5

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Chartered Accountants

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)

Of the Companies (Management And Administration) Rules, 2014]

Resolution – 07 (Ordinary Resolution)

Confirmation of Shri K. Udaya Bhaskara Reddy as director of the Company liable to retire by rotation.

(i) Voted in favour of the resolution:

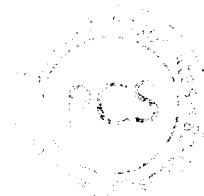
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	690	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)

Of the Companies (Management And Administration) Rules, 2014]

Resolution – 08 (Special Resolution)

To delist the Equity Shares of the Company from the BSE Ltd.

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	690	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]

Resolution – 09 (Special Resolution)

Resolution passed under Section 180(1) (c) of the Companies Act 2013 for Borrowing limits of the Company

(i) Voted in favour of the resolution:

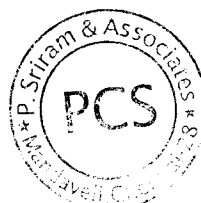
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	690	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





P. Sriram & Associates
Practising Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)
Of the Companies (Management And Administration) Rules, 2014]

Resolution – 10 (Special Resolution)

Resolution passed under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	690	100

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.1-Ordinary Resolution: Adoption of Annual Accounts for the Year ended 31st March 2014

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	3	14	17	690	28877076	28877766	99.99965
Dissent	0	1	1	0	100	100	0.00035
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28877766** Votes were cast Assenting to the Ordinary Resolution constituting **99.99965%** of the votes polled; **100** votes were cast DISSENTING to the Ordinary Resolution constituting **0.00035%** of the votes polled on the Ordinary Resolution.

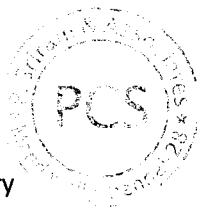
Thus, the Ordinary resolution as contained in item No.1 is passed with requisite majority.

(P.Sriram)

Practising Company Secretary

Scrutinizer

Date: 29.09.2014





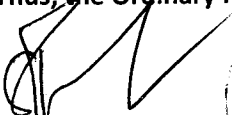
CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.2-Ordinary Resolution: Appointment of Director in place of Shri B. Raj kumar who retires by rotation

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	3	13	16	690	28777576	28778266	99.66
Dissent	0	2	2	0	99600	99600	0.34
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28778266** Votes were cast Assenting to the Ordinary Resolution constituting **99.66%** of the votes polled; **99600** votes were cast DISSENTING to the Ordinary Resolution constituting **0.34%** of the votes polled on the Ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.2 is passed with requisite majority.


(P.Sriram)



Practising Company Secretary

Scrutinizer

Date: 29.09.2014



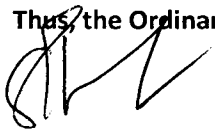
CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

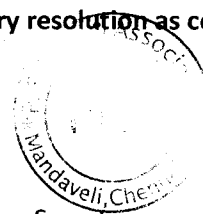
Item No.3- Ordinary Resolution: Appointment of Shri T. M. Nagarajan as a Non – executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	2	14	16	590	28877076	28877176	99.9993
Dissent	1	1	2	100	100	200	0.0007
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28877176** Votes were cast Assenting to the Ordinary Resolution constituting **99.9993%** of the votes polled; **200** votes were cast DISSENTING to the Ordinary Resolution constituting **0.0007%** of the votes polled on the Ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.3 is passed with requisite majority.


(P.Sriram)
Practising Company Secretary



Scrutinizer

Date: 29.09.2014



CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.4- Ordinary Resolution: Appointment of Shri P. M. Venkatasubramanian as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	2	13	15	590	28777576	28778166	99.65
Dissent	1	2	3	100	99600	99700	0.35
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28778166** Votes were cast Assenting to the Ordinary Resolution constituting **99.65%** of the votes polled; **99700** votes were cast DISSENTING to the Ordinary Resolution constituting **0.35%** of the votes polled on the Ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.4 is passed with requisite majority.

(P.Sriram)



Practising Company Secretary

Scrutinizer

Date: 29.09.2014



CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.5- Ordinary Resolution: Appointment of Shri G. R. Sundaravadivel as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	2	14	16	590	28777676	28778266	99.66
Dissent	1	1	2	100	99500	99600	0.34
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28778266** Votes were cast Assenting to the Ordinary Resolution constituting **99.66%** of the votes polled; **99600** votes were cast DISSENTING to the Ordinary Resolution constituting **0.34%** of the votes polled on the Ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.5 is passed with requisite majority.

(P.Sriram)

Practising Company Secretary

Scrutinizer

Date: 29.09.2014



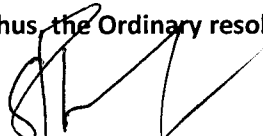
CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

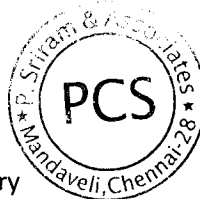
Item No.6- Ordinary Resolution: Appointment of Smt. Chitra Murali as a Non-executive and Independent director of the Company not liable to retire by rotation for a term of five consecutive years

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	2	13	15	590	28777576	28778166	99.65
Dissent	1	2	3	100	99600	99700	0.35
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28778166** Votes were cast Assenting to the Ordinary Resolution constituting **99.65%** of the votes polled; **99700** votes were cast DISSENTING to the Ordinary Resolution constituting **0.35%** of the votes polled on the Ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.6 is passed with requisite majority.


(P.Sriram)



Practising Company Secretary

Scrutinizer

Date: 29.09.2014



CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

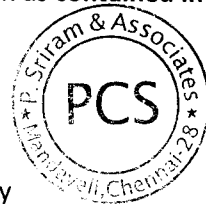
Item No.7- Ordinary Resolution: Confirmation of Shri K. Udaya Bhaskara Reddy as director of the Company liable to retire by rotation.

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	3	13	16	690	28777576	28778266	99.66
Dissent	0	2	2	0	99600	99600	0.34
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28778266** Votes were cast Assenting to the Ordinary Resolution constituting **99.66%** of the votes polled; **99600** votes were cast DISSENTING to the Ordinary Resolution constituting **0.34%** of the votes polled on the Ordinary Resolution.

Thus, the Ordinary resolution as contained in item No.7 is passed with requisite majority.

(P.Sriram)



Practising Company Secretary

Scrutinizer

Date: 29.09.2014



CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.8- Special Resolution: To delist the Equity Shares of the Company from the BSE Ltd.

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	3	12	15	690	28777526	28777526	99.65
Dissent	0	3	3	0	99650	99650	0.35
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28777526** Votes were cast Assenting to the Special Resolution constituting **99.65%** of the votes polled; **99650** votes were cast DISSENTING to the Special Resolution constituting **0.35%** of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.8 is passed with requisite majority.

(P.Sriram)

Practising Company Secretary

Scrutinizer

Date: 29.09.2014





CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.9- Special Resolution: Resolution passed under Section 180(1) (c) of the Companies Act 2013 for Borrowing limits of the Company

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	3	14	17	690	28877076	28877766	99.99965
Dissent	0	1	1	0	100	100	0.00035
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28877766** Votes were cast Assenting to the Special Resolution constituting **99.99965%** of the votes polled; **100** votes were cast DISSENTING to the Special Resolution constituting **0.00035%** of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.9 is passed with requisite majority.

(P.Sriram)

Practising Company Secretary



Scrutinizer

Date: 29.09.2014



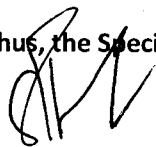
CONSOLIDATED RESULTS OF E-VOTING & POLL AT AGM OF INDBANK MERCHANT BANKING SERVICES LTD HELD ON 27TH SEPTEMBER 2014

Item No.10- Special Resolution: Resolution passed under Section 180(1) (a) of the Companies Act 2013 for Creation of Charge and Mortgage

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E- Voting	Total	Polling papers	E-Votes	Total	
Assent	3	14	17	690	28877076	28877766	99.99965
Dissent	0	1	1	0	100	100	0.00035
Total	3	15	18	690	28877176	28877866	100

Accordingly, out of the **28877866** E-Votes and Ballot Forms polled; **28877076** Votes were cast Assenting to the Special Resolution constituting **99.99965%** of the votes polled; **100** votes were cast DISSENTING to the Special Resolution constituting **0.00035%** of the votes polled on the Special Resolution.

Thus, the Special resolution as contained in item No.10 is passed with requisite majority.


(P.Sriram)

Practising Company Secretary

Scrutinizer

Date: 29.09.2014

