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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/ 78 /2017-18

29.06.2017

The Vice President

National Stock Exchange Limited

"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

The General Manager

Dept. of Corporate Services

BSE Limited

Floor 1, P.J. Towers, Dalal Street
Mumbai - 400 001

Dear Sir,

Intimation under Regulation 30 and 44 of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, we enclose details regarding the voting results on the Agenda Items considered at the Annual General Meeting and Proceedings of the Annual General Meeting held on Wednesday, 28th June 2017 in Chennai.

Please take the same on record.

Thanking You

Yours faithfully,

Deepa Chellam
Company Secretary

Encl : as above





**Indian Overseas Bank
Investor Relations Cell
Central Office**

Proceedings of the 17th Annual General Meeting (AGM) of the Shareholders of Indian Overseas Bank held on Wednesday, 28th June 2017 at 10.00 a.m. at Sathguru Gnanananda Hall, Narada Gana Sabha, Chennai

Total Number of Shareholders who attended the meeting	3011
Total Number of Proxies who attended the meeting	5
No. of Shareholders present in the meeting through Authorised Representative	2

In terms of Regulation 59 of Indian Overseas Bank (Shares and Meetings) Regulations, 2003, Shri T C A Ranganathan, Chairman of the Board, called the meeting to order. The Chairman 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.

The Chairman introduced the Directors present on the dais. He also informed that Shri K Raghu, Chartered Accountant Director and Chairman of the Audit Committee of Board, Ms. Annie George Mathew, Government Nominee Director, Shri Nirmal Chand, RBI Nominee Director, Shri Niranjan Kumar Agarwal, Shareholder Director and Shri Vishnukumar Bansal, Additional Director, could not attend the meeting due to personal / official exigencies.

The Chairman then announced the details of proxies and authorised representatives received by the Bank.

The Chairman thereafter informed that Notice convening the AGM was mailed to shareholders and was also published in 'The Hindu' (Tamil), 'Business Standard' (English and Hindi) on 06.06.2017 and said that with the permission of the Shareholders, the same was taken as read.

The Chairman then addressed the shareholders and briefed them on the general macroeconomic and banking environment, economic outlook, some of the performance highlights of the Bank during the Financial Year 2016-17 and the Turnaround plans of the Bank.

The Chairman then requested Shri R Subramaniakumar, MD & CEO, to address the shareholders. MD & CEO then briefed the Shareholders on the Banking Scenario and outlook, highlights of the Bank's Performance and the green shoots of revival during the year under review and the challenges faced by the Bank as well as important aspects of the Bank's Turnaround Strategy.





The Chairman informed that the Bank had provided e-Voting facility to the shareholders for the AGM and appointed M/s. Central Depository Services (India) Ltd. (CDSL) as e-Voting agency and M/s. R Sridharan & Associates, Practicing Company Secretaries, as Scrutinizer to oversee the e-Voting process. He stated that the e-Voting was held from 9.00 a.m. on 25.06.2017 to 5.00 p.m. on 27.06.2017.

The Chairman then moved the following Resolutions:

1. Adoption of Audited Balance Sheet of the Bank as at 31st March 2017 and the Profit and Loss Account for the year ended 31st March 2017 together with the Directors' Report and Auditors' Report thereon (Ordinary Resolution)
2. Further issue of equity shares by way of public issue, rights issue, shares to employees, preferential issue and / or private placement (Special Resolution)
3. Further issue of shares to employees under SEBI (Share Based Employee Benefits) Regulations, 2014 (Special Resolution)
4. Issue of equity shares on preferential basis to Government of India and related matters (Special Resolution).

Before putting the resolutions to vote through Ballot Paper at the AGM venue, the Chairman invited the shareholders present at the meeting to make their observations, if any, on the agenda items. Some of the Shareholders participated in the discussion and raised various queries and sought clarifications on Accounts and on the proposals for raising capital.

The Chairman thereafter thanked the shareholders for actively participating in the discussion.

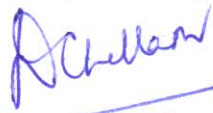
MD & CEO replied to various queries / observations made by the Shareholders.

The Chairman then declared the Annual General Meeting as closed after all the shareholders have cast their votes through Ballot paper at the AGM venue.

Results of the Voting

Based on the Scrutinizer's Report, all the four agenda items viz., Adoption of Accounts and Raising of Capital were passed with requisite majority.

Date: 29.06.2017
Place: Chennai


Deepa Chellam
Company Secretary



Consolidated Scrutiniser's Report

28th June, 2017

The Chairman

INDIAN OVERSEAS BANK,
763 Anna Salai
Chennai – 600 002

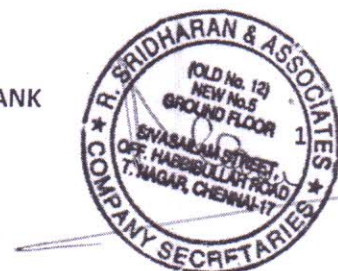
Dear Sir,

Ref: 17th Annual General Meeting of the equity shareholders of Indian Overseas Bank

Indian Overseas Bank, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies (Management and Administration) Rules, 2014, as amended (to the extent applicable), has appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutiniser to conduct the remote e-voting process that commenced from Sunday, 25th June, 2017 (9.00 A.M.) (IST) to Tuesday, 27th June, 2017 (5.00 P.M.) (IST) and to conduct the Polling process relating to the 17th Annual General Meeting of the Shareholders of the Bank, held on Wednesday, 28th June, 2017 at 10.00 A.M. at Sathguru Gnanananda Hall, Narada Gana Sabha, 318 TTK Road, Alwarpet, Chennai 600 018.

We now submit our consolidated Report as under:

1. The remote e-voting period remained open from Sunday, 25th June, 2017 from 9.00 a.m. (IST) to Tuesday, 27th June, 2017 till 5.00 p.m.(IST). The shareholders of the Bank as on the "cut off" date i.e. Wednesday, 21st June, 2017 were entitled to vote as set out in the notice of the AGM of the Bank.
2. After the announcement of the poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
3. Poll Papers were distributed to shareholders who were present at the auditorium and they cast their votes.
4. After the time fixed for closing of the poll, 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 Bank / Registrar and Transfer Agents of the Bank and the authorisations / proxies lodged with the Bank.





5. We have scrutinized and reviewed the voting through polling paper at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K.Satheesh and Ms. A Deepika, who are the witnesses and not in the employment of the Bank. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].
6. 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. The votes cast by Life Insurance Corporation of India and its various schemes, for 26,20,53,524 equity shares held by them which exceeded 10% of the equity share capital of the Bank, was restricted to 24,54,72,892 valid votes constituting 10% of the equity share capital of the Bank.
7. The consolidated result (Remote E-voting and poll) of the said Resolutions are as under:

Item No. 1 - Adoption of audited Balance Sheet of the Bank as at 31st March, 2017 and the Profit and Loss Account for the year ended 31st March 2017, together with the Directors' Report and the Auditors' Report thereon. (Ordinary 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 / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
98	271319734	46	1953072355	2224392089	99.9999

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

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
5	686	4	1307	1993	0.0001



(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	2	6072	6072

RESULT:

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

Item No. 2 – Further issue of shares not exceeding 130,11,23,460 equity shares by way of public issue, rights issue, shares to employees, preferential issue and/or private placement. (Special 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 / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll	% of total number of valid votes cast
76	250163893	40	1953070422	2203234315	99.0487

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll	% of total number of valid votes cast
28	21156627	10	3240	21159867	0.9513



17TH AGM – CONSOLIDATED SCRUTINISER'S REPORT – INDIAN OVERSEAS BANK





(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	2	6072	6072

RESULT:

As the number of votes cast in favour of the resolution was three times more than the votes cast against the resolution, we report that the Special Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 3 - Further issue of shares to employees under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 up to 12,27,00,000 equity shares of face value of Rs. 10/- each under Employee Stock Purchase Scheme. (Special 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 / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll	% of total number of valid votes cast
72	247541264	43	1953071100	2200612364	98.9309

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll	% of total number of valid votes cast
32	23779256	7	2562	23781818	1.0691



(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	2	6072	6072

RESULT:

As the number of votes cast in favour of the resolution was three times more than the votes cast against the resolution, we report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 4 - Issue and allotment of shares on preferential basis to Government of India up to 39,78,30,018 equity shares of face value of Rs. 10/- each for cash at issue price of Rs.27.65 per equity share (including premium of Rs.17.65 per equity share). (Special 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 / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
98	271320101	39	1953070020	2224390121	99.9998

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members / Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
6	419	11	3642	4061	0.0002





(iii) **Invalid Votes:**

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members /Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	2	6072	6072

RESULT:

As the number of votes cast in favour of the resolution was three times more than the votes cast against the resolution, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for the said resolutions are enclosed.

9. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Bank for preserving safely after the Chairman considers, approves and signs the minutes of the 17th Annual General Meeting.

Thanking you,

Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

CS R. Sridharan
CP No. 3239
FCS No. 4775



NAME OF THE COMPANY: IOB-INDIAN OVERSEAS BANK

DATE OF AGM	28-Jun-17
TOTAL NO.OF. SHAREHOLDERS AS ON RECORD DATE	260718
NO.OF. SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR PROXY:	
Promoter & Promoter Group	1
Public	3017
NO.OF. SHAREHOLDERS PRESENT IN THE MEETING THROUGH VIDEO	
Promoter & Promoter Group	Not applicable
Public	Not applicable

1. To discuss, approve and adopt the audited Balance Sheet of the Bank as at 31st March 2017, Profit & Loss Account for the year ended 31st March 2017 together with the Directors' Report and Auditors' Report thereon

Resolution Required: ORDINARY

Whether promoter/ promoter groups are interested in the agenda/resolution?

NO

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1953043242	0	0	0	0	0	0
	POLL		1953043242	100	1953043242	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	1953043242	1953043242	100	1953043242	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	318605095	271270204	85.14	271270204	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	318605095	271270204	85.14	271270204	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	183080591	50216	0.03	49530	686	98.63	1.37
	POLL		30420	0	29113	1307	95.70	4.30
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	183080591	80636	0.04	78643	1993	97.53	2.47
GRAND TOTAL		2454728928	2224394082	90.62	2224392089	1993	99.9999	0.0001



Signature

NAME OF THE COMPANY: IOB-INDIAN OVERSEAS BANK

2.To issue further shares to public

Resolution Required:- Special

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	NO				
				% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1953043242	0	0	0	0	0	0
	POLL		1953043242	100	1953043242	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	1953043242	1953043242	100	1953043242	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	318605095	271270204	85.14	250113618	21156586	92.20	7.80
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	318605095	271270204	85.14	250113618	21156586	92.20	7.80
PUBLIC-NON INSTITUTIONS	E-VOTING	183080591	50316	0.03	50275	41	99.92	0.08
	POLL		30420	0.02	27180	3240	89.35	10.65
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	183080591	80736	0.04	77455	3281	95.94	4.06
GRAND TOTAL		2454728928	2224394182	90.62	2203234315	21159867	99.0487	0.95

3.To consider further issue of shares to Employees

Resolution Required: Special

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	NO				
				% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	1953043242	0	0	0	0	0	0
	POLL		1953043242	100	1953043242	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	1953043242	1953043242	100	1953043242	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	318605095	271270204	85.14	247491666	23778538	91.23	8.766
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	318605095	271270204	85.14	247491666	23778538	91.23	8.766
PUBLIC-NON INSTITUTIONS	E-VOTING	183080591	50316	0.03	49598	718	98.57	1.427
	POLL		30420	0.02	27858	2562	91.58	8.422
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	183080591	80736	0.04	77456	3280	95.94	4.063
GRAND TOTAL		2454728928	2224394182	90.62	2200612364	23781818	98.9309	1.069



Signature

NAME OF THE COMPANY: IOB-INDIAN OVERSEAS BANK

4.To consider issue of shares on preferential basis to Government of India

Resolution Required: Special

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	The issue is proposed to be made to GOI, the major shareholder and Promoter of the Bank							
				(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	1953043242	0	0	0	0	0	0	0	0	0
	POLL		1953043242	100	1953043242	0	100	0	100	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0	0	0
	SUB TOTAL	1953043242	1953043242	100	1953043242	0	100	0	100	0	0
PUBLIC-INSTITUTIONS	E-VOTING	318605095	271270204	85.14	271270204	0	100	0	100	0	0
	POLL		0	0	0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0	0	0
	SUB TOTAL	318605095	271270204	85.14	271270204	0	100	0	100	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	183080591	50316	0.03	49897	419	99.17	0.83	99.17	0.83	0.83
	POLL		30420	0.02	26778	3642	88.03	11.97	88.03	11.97	11.97
	POSTAL BALLOT		0	0	0	0	0	0	0	0	0
	SUB TOTAL	183080591	80736	0.04	76675	4061	94.97	5.03	94.97	5.03	5.03
GRAND TOTAL		2454728928	2224394182	90.62	2224390121	4061	99.9998	0.0002	99.9998	0.0002	0.0002

Signature

