

Registered Office :
1st Floor, Khivraj Complex 1
No. 480, Anna Salai,
Nandanam, Chennai 600035
Phone : 24313094 to 97
Fax : 24313093
Email : registered@indbankonline.com
CIN No. L65191TN1989PLC017883



Indbank
Merchant Banking Services Ltd
(A Subsidiary of Indian Bank)

Ref: Sec/2017-18/ 106

August 10, 2017

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Scrip Code: 511473	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051 Scrip Code: INDBANK
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Dear Sir,

Sub: Submission of Notice of 28th Annual General Meeting and Closure of Register of Members and Share Transfer Books for the purpose of Annual General Meeting

Please find enclosed the notice of 28th Annual General Meeting of members of the company scheduled to be held on Saturday, September 16, 2017 at 11.00 a.m. at Indian Bank Management Academy for Growth and Excellence (IMAGE), MRC Nagar, R.A.Puram, Chennai 600028 .

The Register of Members & Share Transfer Books will be closed from 10th September 2017 to 16th September 2017 (both days inclusive) for the purpose of Annual General Meeting.

Thanking you,

Yours faithfully,

S.S. Deepthi

S S Deepthi
Company Secretary & Compliance Officer



Encl: a/a

NOTICE OF 28TH ANNUAL GENERAL MEETING - 2017

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Company will be held on Saturday the 16th day of September 2017 at 11.00 a.m. at Indian Bank Management Academy for Growth & Excellence (IMAGE), MRC Nagar, Raja Annamalaipuram, Chennai 600 028 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Shri A S Rajeev (DIN 07478424), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. To appoint Shri P A Krishnan (DIN: 07891762), as a Director whose period of office shall be liable to determination by retirement of Directors by rotation and in this regard to consider and if thought fit, to pass with or without modification (s) the following resolution as an **ordinary resolution**

“RESOLVED THAT Shri P A Krishnan (DIN: 07891762), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th July 2017 in terms of Section 161(1) of the Companies Act, 2013 (“Act”), and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 (1) of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation”.

By Order of the Board
For Indbank Merchant Banking Services Ltd
sd/-
S.S.Deepthi
Company Secretary & Compliance Officer

Place : Chennai

Date : 27.07.2017

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member.
2. Proxies should be lodged at the Corporate Office of the Company at 1st Floor, 'Khivraj Complex – I, 480 Anna Salai, Nandanam, Chennai – 600035 at least 48 hours before the commencement of the meeting.
3. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting
4. Members holding shares in physical form are requested to notify to the Company's Registrar and Transfer Agent of any change in their address and update their Bank account details. Members holding shares in electronic form are requested to notify any change of address and update bank account details to their respective depository participants directly.
5. The Register of Members and Share Transfer Books of the company will remain closed from 10.09.2017 to 16.09.2017 (both days inclusive).
6. Re-appointment of Directors: At the ensuing Annual General Meeting, Shri A S Rajeev, Director of the Company retires by rotation under the provision of the Companies Act, 2013 and being eligible, offer himself for reappointment. The details pertaining to Shri A S Rajeev pursuant to the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished below:

Shri A S Rajeev:

Shri A S Rajeev, aged 53 years is a Chartered Accountant with MBA and CAIIB qualifications and currently working as Executive Director, Indian Bank. He has more than 26 years of experience in various positions in the banking industry.

Shri A S Rajeev is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of other Directorships

Name of the company	Directorship
Ind Bank Housing Ltd.	Director
National Payments Corporation of India	Director

Details of Committee Memberships : Nil

7. Members desirous of availing nomination facility for their shareholdings, may file Nomination Forms in respect of their shareholdings. Any member willing to avail this facility may submit the prescribed form to the Registrars & Transfer Agent of the company.
8. Electronic Copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form are being sent to all the members whose email IDs are registered with the Company/Depository Participant (s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode.
9. As a measure of economy, copies of the Annual Report will not be distributed at the annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
10. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.indbankonline.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Chennai for inspection during normal business hours on working days up to the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form; upon making a request for the same, by post free of cost.
12. Members holding shares in electronic form are requested to register their e-mail address with their respective depository participants and members holding shares in Physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agents and participate in the "Green initiative" launched by the Ministry of Corporate Affairs in future.
13. Voting through electronic means:
 - a. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically.
 - b. As consented to act as a scrutinizer, the Board of Directors has appointed Sri. P Sriram, Practicing Company Secretary (Membership No. FCS 4862) as the Scrutinizer for conducting the remote e-voting process and voting in accordance with the law and in a fair and transparent manner.
 - c. The facility for voting shall be made available at meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting.

The instructions for voting electronically are as under:

- (i) The remote e-voting period commences on Wednesday, September 13, 2017 at 10:00 A.M. and ends on Friday, September 15, 2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares as on the cut-off date (record date) of 09.09.2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the remote e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) If you are a first time user follow the steps given below:

	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (For sequence number, refer serial no. printed on the name and address sticker)
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vi) After entering the details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < Company Name > on which you choose to vote.
- (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Any person who acquires shares of the company and becomes a member after dispatch of the notice, but holding shares as on the cutoff date for remote evoting ie. 09.09.2017 may obtain the login ID and password by sending a request to our RTA at the address mentioned elsewhere in this notice.
- (xvii) Note for Non-Individual Shareholders & Custodians:

Non-Individual Shareholders/Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call on 18002005533.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3

Shri P A Krishnan, aged 57 years is a Bachelor of Commerce, Chartered Accountant and currently working as Deputy General Manager/Department Head (Accounts Department/ Investor Services Cell/Subsidiaries) and Chief Financial Officer, Indian Bank was co-opted as a Director on 27.07.2017 on the Board. He has 32 years of experience in various positions in the banking industry. He holds office up to the date of this Annual General Meeting. It is proposed to appoint Shri P A Krishnan as Director whose period of office shall be liable to determination by retirement of Directors by rotation.

Shri P A Krishnan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act 2013 proposing the candidature of Shri P A Krishnan for the office of Director of the Company.

Details of other Directorships

Name of the company	Directorship	Committee
Ind Bank Housing Ltd.	Director	Audit Committee Stakeholder Relationship Committee Nomination & Remuneration Committee



Registered Office: First Floor, Khivraj Complex 1, No.480Anna Salai, Nandanam, Chennai - 600 035

PROXY FORM

DP ID No.	
Client ID No.	

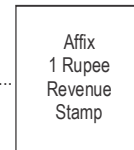
Folio No.	
No. of Shares held	

I/We _____ of _____
 in the district of _____ being a member(s) of INDBANK MERCHANT BANKING
 SERVICES LIMITED, hereby appoint _____ of _____
 in the district of _____ or failing him _____ of _____
 in the district of _____ as my/our Proxy to vote for me/us on my/ our behalf, at the Twenty Eighth
 Annual General Meeting to be held on Saturday, 16th September 2017 at 11.00 a.m. at Indian Bank Management Academy for Growth &
 Excellence, MRC Ngar, Raja Annamalaipuram, Chennai 600028 and at any adjournment thereof.

Signed this.....day of2017.

- Note :
1. The Proxy to be valid must be deposited at the Regd. Office of the Company at First Floor, Khivraj Complex, 1. No.480Anna Salai, Nandanam, Chennai-600 035 not less than 48 hours before the commencement of the meeting.
 2. In the case of a Corporation, the Proxy shall be given under the Common Seal or signed on its behalf by an Attorney or officer of the Corporation.

Signature.....



Registered Office: First Floor, Khivraj Complex 1, No.480Anna Salai, Nandanam, Chennai - 600 035

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

Name of the member attending _____

Name of the Proxy _____

I hereby record my presence at the Twenty Eighth Annual General Meeting to be held on Saturday, 16th September 2017 at 11.00 a.m. at Indian Bank Management Academy for Growth & Excellence, MRC Ngar, Raja Annamalaipuram, Chennai 600028.

DP ID No.	
Client ID No.	
Folio No.	
No. of Shares held	

Electronic Voting Particulars

EVSN : 170808021

User ID and Password : Refer particulars detailed in the Notice

Member's/Proxy's signature

(To be signed at the time of handing over the slip)

NOTE: Please note that no gifts will be given at the Annual General Meeting