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Ref : ISC / 221 / 2015-16

01.07.2015

The Vice President
National Stock Exchange of India Limited
"Exchange Plaza", Bandra Kurla Complex
Bandra East
Mumbai - 400 051.

Dear Sir,

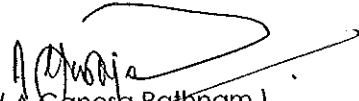
Sub : NSE Symbol : INDIANB – Proceedings of the Ninth Annual General Meeting (AGM) of the Bank held on June 27, 2015 - Compliance with Clause 31(d) of the Listing Agreement.

In compliance to Clause 31(d) of the Listing Agreement, we enclose the proceedings of the Ninth Annual General Meeting of the shareholders of the Bank held on June 27, 2015 at Chennai.

We request you to take on record the same.

Thanking you,

Yours faithfully,


(A Ganesa Rathnam)
Company Secretary

Encl : a/a.



Corporate Office, Investor Services Cell
254-260, Avvai Shanmugam Salai
Royapettah, Chennai – 600014.

**PROCEEDINGS OF THE NINTH ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF INDIAN BANK HELD ON SATURDAY, THE JUNE 27, 2015 AT
IMAGE, MRC NAGAR, RAJA ANNAMALAIPURAM, CHENNAI - 600028.**

1. The Ninth Annual General Meeting (AGM) of shareholders of INDIAN BANK commenced at 10.30 A.M. on June 27, 2015 at IMAGE, MRC Nagar, Raja Annamalaipuram, Chennai - 600 028.
2. The Annual General Meeting was presided over by Shri. Mahesh Kumar Jain, Managing Director & CEO (Additional charge) of the Bank. The following Directors on the Board of the Bank viz., Shri. Vinod Kumar Nagar and Shri. Sriram Ramachandran (Chairman of Audit Committee of the Board) attended the Meeting.
3. 1720 shareholders of the Bank attended the Meeting in person or proxy. With the necessary quorum being present at 10.30 a.m. as required under Regulation 50(i) of Indian Bank (Shares and Meetings) Regulations, 1999, the Chairman called the Meeting to order and commenced the proceedings.
4. Initiating the proceedings of the AGM, the Chairman welcomed the shareholders and introduced the Directors of the Board sitting on the dais.
5. The Chairman informed that the Notice dated May 25, 2015 convening the Meeting and the Annual Accounts for the year ended March 31, 2015 were mailed to all the shareholders of the Bank besides publishing in 'Financial Express', 'Business Standard' (both English), 'Dhinamani' (Tamil) and 'Rajasthan Pathrika' (Hindi) on June 05, 2015 and with the consent of the members present, he took the same as read.
6. The Chairman then highlighted the achievements of the Bank during the year 2014-15.
7. The Chairman then moved the resolution to discuss, approve and adopt the Balance Sheet of the Bank as at March 31, 2015, the Profit and Loss Account of the Bank for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. The Resolution was proposed by Shri. Pinni Sreenivasulu and seconded by Shri. Ramalingam Vidyashankar, shareholders of the Bank.
8. 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) Limited as e-Voting agency and M/s S N Ananthasubramanian & Co., Practicing Company Secretaries as Scrutinizer to oversee the e-Voting process. He stated that the e-Voting was held from June 24, 2015 to June 26, 2015 and added that in terms of the Ministry of Corporate Affairs guidelines, it had become necessary to conduct the poll at the Meeting in respect of the items on the Agenda of the AGM.
9. The Chairman invited the shareholders to make their observations and seek clarifications on the accounts. The shareholders complimented the Bank for its achievements during 2014-15.
10. The Chairman and Managing Director replied / clarified to the various queries / clarifications raised / sought by some of the shareholders.

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11. The Chairman then took up the second item of the Agenda with regard to declaration of dividend and informed that the Board of Directors of the Bank has proposed a dividend of ₹ 4.20 (42%) per Equity Share of face value ₹ 10/- each for the year 2014-15. The Resolution declaring dividend was proposed by Shri. S Padmanabhan and seconded by Shri. L V Rajarathnam, shareholders of the Bank.
12. The Chairman requested the shareholders to cast their votes on the Agenda items and informed that the consolidated results would be ported on Bank's website and also that of the Stock Exchanges viz., NSE and BSE.
13. The Chairman then declared the Ninth Annual General Meeting as closed.

RESULTS OF THE POLL:

BASED ON THE REPORTS OF THE SCRUTINIZERS BOTH THE RESOLUTIONS WERE PASSED WITH REQUISITE MAJORITY.

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