

K.P.MOHANA KUMAR FCS
Company secretary in Practice

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Scrutinizer's Report

To

Shri. S. Santhanakrishnan
Chairman
The Catholic Syrian Bank Limited
Thrissur-680020

Dear sir,

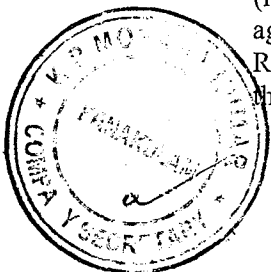
Annual General Meeting of the Equity Shareholders of The Catholic Syrian Bank Limited held on Friday, the 23rd September, 2016 at Kousthubham Auditorium, Thrissur at 10.00 a.m.

I, K.P. MOHANA KUMAR, Company secretary in Practice, appointed as Scrutinizer vide resolution of the Board of Directors of the Bank, for the purpose of scrutinizing the remote e-voting and voting at the Annual General Meeting on the resolutions contained in the Notice dated 10th August, 2016 for the 95th Annual General Meeting of the Equity Shareholders of The Catholic Syrian Bank Limited(hereinafter referred to as 'the Bank'), held on 23rd September, 2016 at Thrissur, submit my report as under:

(i) The members of the Bank as on the cut-off date i.e. 16th September, 2016, were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1,2,3,4,5,11 and Special Business being Item Nos. 6,7,8,9,10,12) as set out in the Notice of the 95th Annual General Meeting of the Bank.

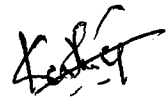
(ii) The remote e-voting period remained open from 9.00 a.m on Monday, the 19th September, 2016 till 5.00 p.m on Thursday, the 22nd September, 2016. Further, the Bank has allowed voting by ballot/polling paper for the members who attended the meeting(venue voting) and who have not exercised their right to vote through remote e-voting, upto 11.30 a.m on 23rd September, 2016. The Bank has not opted to allow any E-voting facility to the members attending the meeting, to cast their votes electronically at the venue of the meeting.

(iii) The Bank had appointed Central Depository Services(India) Limited-CDSL as the Operating agency for E-voting purposes. The Bank had also appointed S.K.D.C CONSULTANTS LTD as RTAs. EVSN(Electronic Voting Sequence Number)-160826049 had been allotted for e-voting at the Bank's Annual general meeting.



(iv) After conclusion of the Annual General Meeting and ballot voting, the locked ballot boxes were subsequently opened in the presence of two witnesses viz 1.Mr. T.M.Ramachandran and 2.Miss.Keerthy and the ballot papers were diligently scrutinized. The said witnesses have signed below signifying their confirmation of the ballot box having been opened in their presence.

Signature 
Name **Ramachandran TM**

Signature 
Name **KEERTHY MOHAN**

(v) The votes cast through electronic means through remote e-voting were unblocked on 23rd September 2016 at 1.00 p.m in presence of two witnesses viz 1.Mr. T.M.Ramachandran and 2.Miss.Keerthy , who are not in the employment of the Bank. They have signed below signifying their confirmation of the e-votes having been unblocked in their presence.

Signature: 
Name: **Ramachandran TM**

Signature: 
Name: **KEERTHY MOHAN**

(vi) Final voting report on E-voting was generated from the official e-voting website www.evotingindia.com, following the prescribed procedure, which was duly checked and validated by me. Report on ballot voting at the General meeting was prepared manually, which was also duly checked and validated by me. From the said two reports, a Consolidated Voting Report was prepared, which is attached and forms part of this Report.

Given below is the consolidated summary of results of remote e-voting and voting at general meeting through ballot:

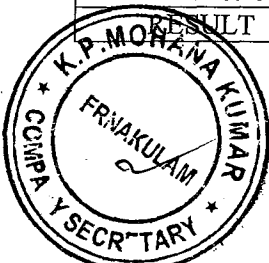
ORDINARY BUSINESS

Item No. 1

Ordinary Resolution

Consideration and adoption the Audited financial statements together with the report of the Board of Directors and Auditors, for the year ended 31.03.2016

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
By ballot	23671531	3232	1072	23675835
Total votes	43132994	3232	1072	43137298
RESULT	PASSED			



Item No. 2**Ordinary Resolution**

Appointment of Mr. Alok Kochhar(DIN 07336899)as an Independent Director of the Bank in place of Shri. K. Subrahmanya Sarma (DIN 01505787) who retires by rotation and does not seek re-appointment.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
By ballot	23670837	3226	1772	23675835
Total votes	43132300	3226	1772	43137298
RESULT	PASSED			

Item No. 3**Ordinary resolution**

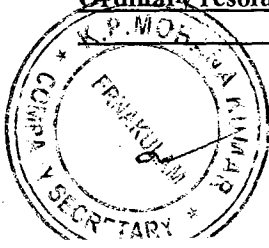
Appointment of M/s R.G.N.Price & Co., Chartered Accountants, Cochin as statutory auditors and fixation of their remuneration.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
By ballot	23671431	2632	1772	23675835
Total votes	43132894	2632	1772	43137298
RESULT	PASSED			

SPECIAL BUSINESS**Item No. 4****Ordinary resolution**

Authorising the Board of Directors to appoint Branch Auditors for the year 2016-17 and to fix their remuneration .

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
By Ballot	23671331	2732	1772	23675835
Total votes	43132794	2732	1772	43137298
RESULT	PASSED			

Item No. 5**Ordinary resolution**

Appointment of Shri. Madhavan Karunakaran Menon (DIN 00008542) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	11301232	10492705	-	21793937
Voting at General Meeting				
By Ballot	17415241	6258822	1772	23675835
Total votes	28716473	16751527	1772	45469772
RESULT	PASSED			

Item No. 6

Special resolution

Re-appointment of Shri. Sumeer Bhasin (DIN 00952238) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	18121813	1733027	-	19854840
Voting at General Meeting				
By Ballot	19500484	4173579	1772	23675835
Total votes	37622297	5906606	1772	43530675
RESULT	PASSED			

Item No. 7

Special resolution

Re-appointment of Smt. Radha Unni (DIN 03242769) as an Independent Director of the Bank.

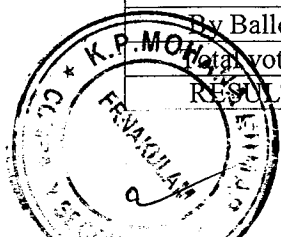
Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19461463	1939097		21400560
Voting at General Meeting				
By Ballot	23671270	2793	1772	23675835
Total votes	43132733	1941890	1772	45076395
RESULT	PASSED			

Item No. 8

Special resolution

Re-appointment of Shri. M. Madhavan Nambiar (DIN 03487311) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19461463			19461463
Voting at General Meeting				
By Ballot	23671270	2813	1752	23675835
Total votes	43132733	2813	1752	43137298
RESULT	PASSED			



Item No. 9**Special resolution****Re-appointment of Shri. S. Ramakrishnan (DIN 02255401) as an Independent Director of the Bank.**

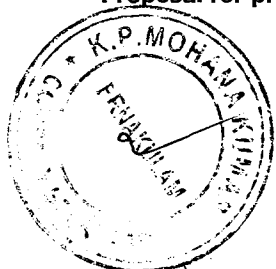
Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	10856788	10937149	-	21793937
Voting at General Meeting				
By Ballot	17415043	6259060	1712	23675815
Total votes	28271831	17196209	1712	45469752
RESULT	NOT PASSED			

Item No. 10**Special resolution****Re-appointment of Shri. Bobby Jos C (DIN 03270042) as an Independent Director of the Bank.**

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	18688019	773444	-	19461463
Voting at General Meeting				
By Ballot	23670158	3905	1752	23675815
Total votes	42358177	777349	1752	43137278
RESULT	PASSED			

Item No. 11**Ordinary resolution****Revision of terms and conditions of appointment of Shri. Anand Krishnamurthy (DIN 01514838), Managing Director & CEO of the Bank.**

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19132463	329000		19461463
Voting at General Meeting				
By Ballot	23670937	3126	1752	23675815
Total votes	42803400	332126	1752	43137278
RESULT	PASSED			

Item No. 12**Special resolution****Proposal for preferential allotment/private placement of equity shares**

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	19132463	329000		19461463
Voting at General Meeting				
By Ballot	23671222	2841	1752	23675815
Total votes	42803685	331841	1752	43137278
RESULT	PASSED			

All the above mentioned resolutions, except Resolution No. 9 are passed with requisite majority. The Special Resolution No 9 was not passed.

This is for your appropriate action and doing the needful in the matter.

Thank You.

Yours faithfully,


K.P. MOHANA KUMAR, FCS (M.No.2356)
Company Secretary in Practice
C.P. No.8148

Scrutinizer
Scrutiniser Entity ID-78117



Place: Thrissur
Date: 23rd September, 2016



Consolidated Voting Report

Annual General Meeting of the Equity Shareholders of The Catholic Syrian Bank Limited
held on Friday, the 23rd September, 2016 at Kousthubham Auditorium, Thrissur at 10.00
a.m.

ORDINARY BUSINESS

Item No. 1

Ordinary Resolution

Consideration and adoption the Audited financial statements together with the report of the Board of Directors and Auditors, for the year ended 31.03.2016

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
2.By ballot-Members	9451442	3232	1072	9455746
3.By ballot-Proxies	14220089	-	-	14220089
4. Sub-Total(2+3)	23671531	3232	1072	23675835
5. Total votes(1+4)	43132994	3232	1072	43137298
RESULT	PASSED			

Item No. 2

Ordinary Resolution

Appointment of Mr. Alok Kochhar(DIN 07336899)as an Independent Director of the Bank in place of Shri. K. Subrahmanya Sarma (DIN 01505787) who retires by rotation and does not seek re-appointment.

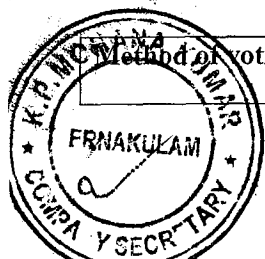
Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
2.By ballot-Members	9450748	3226	1772	9455746
3.By ballot-Proxies	14220089	-	-	14220089
4. Sub-Total(2+3)	23670837	3226	1772	23675835
5. Total votes(1+4)	43132300	3226	1772	43137298
RESULT	PASSED			

Item No. 3

Ordinary resolution

Appointment of M/s R.G.N.Price & Co., Chartered Accountants, Cochin as statutory auditors and fixation of their remuneration.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
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1.Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
2.By ballot-Members	9451342	2632	1772	9455746
3.By ballot-Proxies	14220089	-	-	14220089
4. Sub-Total(2+3)	23671431	2632	1772	23675835
5. Total votes(1+4)	43132894	2632	1772	43137298
RESULT	PASSED			

SPECIAL BUSINESS

Item No. 4

Ordinary resolution

Authorising the Board of Directors to appoint Branch Auditors for the year 2016-17 and to fix their remuneration .

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19461463	-	-	19461463
Voting at General Meeting				
2.By ballot-Members	9451242	2732	1772	9455746
3.By ballot-Proxies	14220089	-	-	14220089
4. Sub-Total(2+3)	23671331	2732	1772	23675835
5. Total votes(1+4)	43132794	2732	1772	43137298
RESULT	PASSED			

Item No. 5

Ordinary resolution

Appointment of Shri. Madhavan Karunakaran Menon (DIN 00008542) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	11301232	10492705	-	21793937
Voting at General Meeting				
2.By ballot-Members	3195152	6258822	1772	9455746
3.By ballot-Proxies	14220089	-	-	14220089
4. Sub-Total(2+3)	17415241	6258822	1772	23675835
5. Total votes(1+4)	28716473	16751527	1772	45469772
RESULT	PASSED			

Item No. 6

Special resolution

Re-appointment of Shri. Sumeer Bhasin (DIN 00952238) as an Independent Director of the Bank.



Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	18121813	1733027	-	19854840
Voting at General Meeting				
2.By ballot-Members	5280395	4173579	1772	9455746
3.By ballot-Proxies	14220089	-	-	14220089
4. Sub-Total(2+3)	19500484	4173579	1772	23675835
5. Total votes(1+4)	37622297	5906606	1772	43530675
RESULT	PASSED			

Item No. 7

Special resolution

Re-appointment of Smt. Radha Unni (DIN 03242769) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19461463	1939097		21400560
Voting at General Meeting				
2.By ballot-Members	9451181	2793	1772	9455746
3.By ballot-Proxies	14220089			14220089
4. Sub-Total(2+3)	23671270	2793	1772	23675835
5. Total votes(1+4)	43132733	1941890	1772	45076395
RESULT	PASSED			

Item No. 8

Special resolution

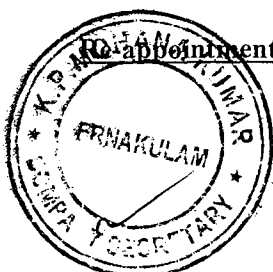
Re-appointment of Shri. M. Madhavan Nambiar (DIN 03487311) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19461463			19461463
Voting at General Meeting				
2.By ballot-Members	9451181	2813	1752	9455746
3.By ballot-Proxies	14220089			14220089
4. Sub-Total(2+3)	23671270	2813	1752	23675835
5. Total votes(1+4)	43132733	2813	1752	43137298
RESULT	PASSED			

Item No. 9

Special resolution

Re-appointment of Shri. S. Ramakrishnan (DIN 02255401) as an Independent Director of the Bank.



Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	10856788	10937149	-	21793937
Voting at General Meeting				
2.By ballot-Members	3194954	6259060	1712	9455726
3.By ballot-Proxies	14220089			14220089
4. Sub-Total(2+3)	17415043	6259060	1712	23675815
5. Total votes(1+4)	28271831	17196209	1712	45469752
RESULT	NOT PASSED			

Item No. 10

Special resolution

Re-appointment of Shri. Bobby Jos C (DIN 03270042) as an Independent Director of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	18688019	773444	-	19461463
Voting at General Meeting				
2.By ballot-Members	9450069	3905	1752	9455726
3.By ballot-Proxies	14220089			14220089
4. Sub-Total(2+3)	23670158	3905	1752	23675815
5. Total votes(1+4)	42358177	777349	1752	43137278
RESULT	PASSED			

Item No. 11

Ordinary resolution

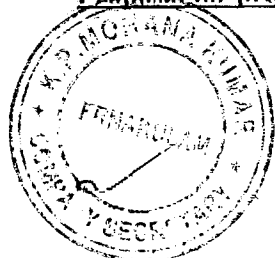
Revision of terms and conditions of appointment of Shri. Anand Krishnamurthy (DIN 01514838), Managing Director & CEO of the Bank.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19132463	329000		19461463
Voting at General Meeting				
2.By ballot-Members	9450848	3126	1752	9455726
3.By ballot-Proxies	14220089			14220089
4. Sub-Total(2+3)	23670937	3126	1752	23675815
5. Total votes(1+4)	42803400	332126	1752	43137278
RESULT	PASSED			

Item No. 12

Special resolution

Proposal for preferential allotment/private placement of equity shares



Method of voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
1.Remote E-voting	19132463	329000		19461463
Voting at General Meeting				
2.By ballot-Members	9451133	2841	1752	9455726
3.By ballot-Proxies	14220089			14220089
4. Sub-Total(2+3)	23671222	2841	1752	23675815
5. Total votes(1+4)	42803685	331841	1752	43137278
RESULT	PASSED			

All the above mentioned resolutions, except Resolution No. 9 are passed with requisite majority. The Special Resolution No 9 was not passed.


K.P. MOHANA KUMAR, FCS (M.No.2356)

Company Secretary in Practice

Scrutinizer

C.P. No.8148

Scrutiniser Entity ID-78117


Signed by: S. SANTHANAKRISHNAN
CHAIRMAN

Place: Thrissur

Date: 23rd September, 2016

