

**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

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**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
M/s. The Catholic Syrian Bank Limited**

To

**The Chairman**

The Extra-ordinary General Meeting of the Equity Shareholders of **M/s. The Catholic Syrian Bank Limited** held on Thursday, 19<sup>th</sup> February, 2015 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur - 680001.

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the Extra-ordinary General Meeting of the Equity Shareholders of M/s. The Catholic Syrian Bank Limited.

I, CS Sivakumar P., Company Secretary in Practice, holding Membership Number: FCS-3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 has been appointed as Scrutinizer for the Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the Extra-ordinary General Meeting of the Equity Shareholders of M/s. The Catholic Syrian Bank Limited (CIN: U65191KL1920PLC000175), held on Thursday, 19<sup>th</sup> February, 2015 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur - 680001.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the electronic voting to the shareholders of the Company from Thursday, 12<sup>th</sup> February 2015 (9.30 A.M.) to Saturday, 14<sup>th</sup> February 2015 (5.30 P.M.). M/s. SKDC Consultants Limited is the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on 14<sup>th</sup> February, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 16<sup>th</sup> February, 2015 attached herewith.

At the Extra-ordinary General Meeting, the Company facilitated the members present in the meeting who could not participate in the e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer Report in Form MGT-13 dated 19<sup>th</sup> February, 2015 attached herewith.

*A. Ardan*

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The result of the E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
SPECIAL BUSINESS						
1	Adoption of new set of Articles of Association	E-voting	6461789	100	0	0
		Poll	4356132	99.99	438	0.01
		Total	10817921	99.99	438	0.01
2	Re-classification of Authorised capital	E-voting	6461789	100	0	0
		Poll	4356060	99.96	1643	0.04
		Total	10817849	99.98	1643	0.02
3	Increase in the limits of investment by FII/ registered FPIs/ QFI to 49% of the paid up equity share capital of the Bank	E-voting	6461789	100	0	0
		Poll	4357332	99.99	504	0.01
		Total	10819121	99.99	504	0.01
4	Increase in limits of investment by NRIs to 24% of the paid up equity share capital of the Bank	E-voting	6458955	99.96	2834	0.04
		Poll	4356136	99.96	1577	0.04
		Total	10815091	99.99	1577	0.01
5	Increase in Foreign Direct Investment Limits	E-voting	6461655	100	134	0
		Poll	4356132	99.96	1571	0.04
		Total	10817787	99.99	1571	0.01
6	Increase of Subscribed Capital by issue of further shares on Rights Basis	E-voting	6461789	100	0	0
		Poll	4357459	99.99	238	0.01
		Total	10819248	99.99	238	0.01
7	Issue of Bonds/ Non-Convertible Debentures (NCD) on a Private Placement basis	E-voting	6459089	99.96	2700	0.04
		Poll	4356377	99.98	726	0.02
		Total	10815466	99.97	3426	0.03



*S. Sankar*



8	Further issue of shares	E-voting	6461789	100	0	0
		Poll	4353807	99.98	971	0.02
		<b>Total</b>	<b>10815596</b>	<b>99.99</b>	<b>971</b>	<b>0.01</b>

All the Resolutions stand passed under E-Voting and Poll as Ordinary/Special Resolutions with requisite majority as specified under the Companies Act, 2013.

I hereby confirm that I am maintaining the Registers received from the Service Provider and Registrar and Share Transfer Agents electronically, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

Thanking You

Yours faithfully

*S. Sivakumar*

CS Sivakumar P

Company Secretary in Practice

FCS. 3050; CP 2210



Thrissur  
19.02.2015

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16.02.2015

To

**The Chairman**

The Catholic Syrian Bank Ltd  
St. Mary's College Road, Post Box No. 502  
Thrissur, Kerala - 680020

Sir,

**Sub: Report of the Scrutinizer on Electronic Voting**

I, CS sivakumar p., Company Secretary in Practice, holding Membership Number: FCS-3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 1<sup>st</sup> Floor, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of The Catholic Syrian Bank Limited (CIN U65191KL1920PLC000175) as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the proposed Extra Ordinary General Meeting of the Company to be held on 19<sup>th</sup> February, 2015.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from Thursday, 12<sup>th</sup> February 2015 (9 30 AM) to Saturday 14<sup>th</sup> February 2015 (5 30 PM). Further the e-voting period was completed three days prior to the date of meeting, as per the above Rule.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 14<sup>th</sup> February, 2015, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.

*S. Sathya Kumar*

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The following is the summary of e-voting result:

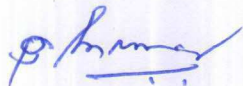
			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolu- tion No.	Subject Matter of Resolution	Total No. of shares through E- voting	No. of Votes through E- voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E- voting
<b>SPECIAL BUSINESS</b>							
1	Adoption of new set of Articles of Association	6461789	6461789	100	14.28	0	0
2	Re-classification of Authorised capital	6461789	6461789	100	14.28	0	0
3	Increase in limits of investment by FII/registered FPIs/QFI to 49% of the paid up equity share capital of the Bank	6461789	6461789	100	14.28	0	0
4	Increase in limits of investment by NRIs to 24% of the paid up equity share capital of the Bank	6461789	6458955	99.96	14.27	2834	0.04
5	Increase in Foreign Direct Investment Limits	6461789	6461655	100	14.28	134	0
6	Increase of Subscribed Capital by issue of further shares on Rights Basis	6461789	6461789	100	14.28	0	0
7	Issue of Bonds/ Non- Convertible Debentures (NCD)	6461789	6459089	99.96	14.27	2700	0.04

*A. Sankar*



	on a Private Placement basis						
8	Further issue of shares	6461789	6461789	100	14.28	0	0

Thank you  
Yours faithfully



CS. sivakumar p.  
FCS: 3050; CP: 2210

Witnesses to the unblocking of votes:

1. Tracy Caesar  
Kuruplavu Road  
Kochi - 682001  
Kerala
2. Aparna Madhusudan  
B-101, Shanti Enclave  
Ponneth Temple Road  
Kadavanthara  
Kochi-682020  
Kerala







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**FORM No. MGT-13**  
**Report of Scrutinizer**

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

To

**The Chairman**

The Extra-ordinary General Meeting of the Equity Shareholders of **M/s. The Catholic Syrian Bank Limited** held on Thursday, 19<sup>th</sup> February, 2015 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur - 680001.

Dear Sir,

I, CS sivakumar p., Company Secretary in Practice, holding Membership Number: FCS-3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extra-ordinary General Meeting of the Equity Shareholders of M/s. The Catholic Syrian Bank Limited (CIN: U65191KL1920PLC000175), held on Thursday, 19<sup>th</sup> February, 2015 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur - 680001 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
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 as under:

*A. Anbarasu*



**(a) Resolution 1**

**Adoption of new set of Articles of Association**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	4356132	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	438	0.01

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
13	1942

**(b) Resolution 2**

**Re-classification of the Authorized Capital**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	4356060	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
08	1643	0.04

*A. Subhan*





(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
07	809

(c) **Resolution 3**

**Increase in the limits of investment by FIIs/ registered FPIs/ QFIs to 49 % of the paid up equity share capital of the Bank**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	4357332	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	504	0.01

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
06	676

(d) **Resolution 4**

**Increase in the limits of investment by NRIs to 24% of the paid up equity share capital of the Bank**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	4356136	99.96

*A. Sankar*



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	1577	0.04

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
06	799

**(e) Resolution 5**

**Increase in Foreign Direct Investment Limits**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	4356132	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
06	1571	0.04

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
07	809

**(f) Resolution 6**

**Increase of Subscribed Capital by issue of further shares on Rights Basis**

*S. Anwar Khan*





(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	4357459	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	238	0.01

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
08	815

**(g) Resolution 7**

**Issue of Bonds/ Non-Convertible Debentures (NCD) on a Private Placement basis**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	4356377	99.98

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	726	0.02

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
08	1409



**(h) Resolution 8**

**Further issue of shares**

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	4353807	99.98

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	971	0.02


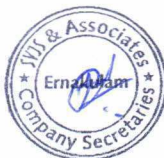
(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
08	3734

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully



CS Sivakumar P.  
FCS: 3050; CP: 2210.

Thrissur  
19.02.2015