

**Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the Annual General Meeting of Corporation Bank held on 29<sup>th</sup> June, 2019**

To  
The **Chairman** of the Meeting  
**Corporation Bank**  
Mangaluru

Meeting: **Annual General Meeting**

Date and Time: **Saturday, 29<sup>th</sup> June, 2019 at 10.30 a.m.**

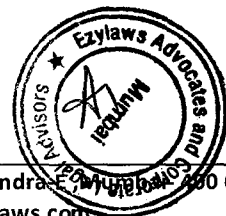
Venue: **Millennium Building, Corporation Bank, Head Office, Mangaladevi Temple Road, Pandeshwar, Mangaluru- 575001**

Dear Sir,

1. I, Ankur Kumar of M/s Ezy Laws, Advocate & Corporate Legal Advisors have been appointed as a scrutinizer by:
  - i. The Board of Directors of the Corporation Bank (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (**Rules**) and
  - ii. The Chairman of the Annual General Meeting (**AGM**) on voting by Poll under the provision of Regulation 61A of Corporation Bank (Shares and Meetings) Regulations, 1998 on the resolution contained in the notice to the Annual General Meeting of the members of the Bank held on Saturday, 29<sup>th</sup> June 2019 at 10.30 a.m. at Millennium Building, Corporation Bank, Head Office, Mangaladevi Temple Road, Pandeshwar, Mangaluru - 575001.



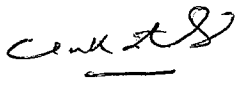

2. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relevant SEBI circular in this regard.
3. The management of the Bank is responsible to ensure the compliance with the requirement under Regulation 61A of Corporation Bank (Shares and Meetings) Regulations, 1998, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. My responsibility as the scrutinizer of the Poll and e-voting process is restricted to make the scrutinizer report of the vote cast "in favour" or "against" the resolution stated herewith, w.r.t. remote e-voting based on the report generated on remote e-voting system provided by Karvy Fintech Private Limited ('**Karvy**') the authorised agency engaged by Bank to provide e-voting facilities.
4. The Karvy had provided a system for recording the votes of the Members electronically on the item of the business sought to be transacted in the AGM of the Bank, which was held on Saturday, 29<sup>th</sup> June, 2019.
5. The Karvy had set up electronic voting facility on their website, <https://evoting.karvy.com>. The Bank had uploaded the item of the business to be transacted at the AGM on the website of the Bank and also on Karvy's said website to facilitate its members to cast their vote through Remote E-Voting.
6. The cut-off date for the dispatch of the Notice of the AGM was **31<sup>st</sup> May, 2019** and as on that date there were **89,810** members of the Bank.
7. The Bank had sent the Notice of the AGM and e-voting details by **email** to **68,428** members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered email Ids with the RTA.



8. In respect of **21,382** members, whose email Ids are not available, the Notices were sent by **registered parcel**.
9. In respect of **324** cases, where the transmission through email had failed, the Bank had sent the Notice of the AGM and E-voting details through physical form by registered post on **3<sup>rd</sup> June, 2019**.
10. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rules.
11. The Bank has completed the dispatch of the Notices to the members on **3<sup>rd</sup> June, 2019**.
12. As prescribed in clause (v) of sub rule 4 of the Rule 20, the Bank also issued notice, which was published more than 21 days before the date of the AGM in three newspapers namely- Financial Express (English Edition), Jansatta (Hindi Edition) and Hosa Digantha (Kannada Edition) on **7<sup>th</sup> June , 2019**. The notice published in the newspapers carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20, as amended.
13. **Monday, 24<sup>th</sup> June, 2019** was the **Cut-off date** for the purpose of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members at AGM.
14. As prescribed by the Rules, the remote e-voting facility was kept open for three days from **Wednesday, 26<sup>th</sup> June, 2019 at 9.00 am to Friday, 28<sup>th</sup> June, 2019 at 5.00 pm**.
15. At the end of remote e-voting period on **28<sup>th</sup> June, 2019 at 5.00 pm**, the evoting portal of Karvy was blocked forthwith.



16. At the venue of the AGM of the Bank held on 29<sup>th</sup> June, 2019, the facility to vote through electronic means (insta poll) had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.
17. On 29<sup>th</sup> June, 2019, after counting of the votes conducted at the venue of the AGM through electronic means (insta polls) , the votes cast through remote e-voting was duly unblocked by me as a scrutinizer in the presence of Mr. P. Venkatesh Shenoy (DPID IN301135-26284095) and Mr. Ranjit Karkera ( DPID- IN 30216410427049) who are not in the employment of the Bank , who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20 , as amended. They have signed below in confirmation of the votes being unblocked in their presence.

	
Mr. P. Venkatesh Shenoy	Mr. Ranjit Karkera

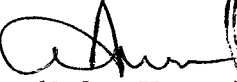
18. The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.
19. It was observed that
- 298 Members had cast their votes through remote e-voting.
  - 340 Members had cast their votes through electronic means (insta poll) at the venue of the AGM.
20. Pursuant to provision of Section 3 (2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, voting rights of shareholders other than the Central Government shall be restricted to 10% of the total voting rights of all shareholders of Bank.



21. I have issued Scrutinizer's report dated 29<sup>th</sup> June, 2019 alongwith Mrs. Varalakshmi P **on the poll** done through electronic means (insta poll) at the venue of the AGM, on the resolution contained in the notice to the AGM.
22. Thereafter, as requested by management, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the members and the poll done through electronic means (insta poll) at the venue of the AGM and the combined report on the results of remote e-voting together with that of Poll with respect to item on the agenda as set out in the notice of the AGM dated 30<sup>th</sup> May, 2019 is enclosed.
23. Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 1 and the Special Resolution as contained in Item no. 2 of the 22nd AGM notice dated 30<sup>th</sup> May, 2019 stand passed under remote e-voting and polling conducted through electronic means (insta poll) at the 22nd AGM with the requisite majority and hence deemed to be passed as on the date of the 22nd Annual General Meeting.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signed the Minutes of the AGM.

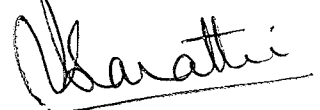
Thanking You,  
Yours faithfully,

  
(Ankur Kumar)  
Advocate  
MAH/5718/2011



Place: Mangaluru  
Date: 29<sup>th</sup> June, 2019

I have received the report :



Signed by **Smt. P.V. Bharathi**  
MD & CEO (Chairman of the meeting)  
Place: Mangaluru  
Date: 29<sup>th</sup> June, 2019

## Consolidated Results of E-Voting & Poll at the 22<sup>nd</sup> AGM

### Item No. 1 - Ordinary Resolution

Ordinary Resolution to discuss, approve and adopt the Audited Stand Alone and Consolidated Balance Sheet of the Bank as at 31st March, 2019, Stand Alone and Consolidated Profit and Loss Account of the Bank for the year ended 31st March, 2019 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.

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
<b>Assent</b>	324	294	<b>618</b>	5605838283	259782778	<b>5865621061</b>	<b>99.9996</b>
<b>Dissent</b>	16	2	<b>18</b>	20459	1610	<b>22069</b>	<b>0.0004</b>
<b>Abstain</b>	0	2	<b>2</b>	0	154187	<b>154187</b>	
<b>Invalid</b>	0	0	<b>0</b>	0	0	<b>0</b>	
<b>Total</b>	<b>340</b>	<b>298</b>	<b>638</b>	<b>5605858742</b>	<b>259939275</b>	<b>5865798017</b>	<b>100.00</b>

Based on the aforesaid results, the Ordinary Resolution as contained in Item no. 1 of the 22<sup>nd</sup> AGM notice dated 30<sup>th</sup> May, 2019 stand passed with the requisite majority and hence deemed to be passed as on the date of the 22<sup>nd</sup> AGM.

  
(Ankur Kumar)

Advocate

MAH/5718/2011



Place: Mangaluru

Date: 29<sup>th</sup> June, 2019

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**Item No. 2 - Special Resolution**

“Consent of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called “**the Board**” which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot in one or more tranches (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of offer document(s)/prospectus or such other document(s), in India or abroad :

- a) Such number of equity shares of the face value of Rs. 2 each for cash (whether at a discount or premium to the market price or issue price or floor price) which together with the existing Paid-up Equity share capital shall be within the total authorized capital of Rs. 3000 crore of the bank, being the ceiling in the Authorised Capital of the Bank as per Section 3(2A) of the Act, or to the extent of enhanced Authorised Capital as per the Amendment (if any ), that may be made to the Act in future, in such a way that the Government of India shall at all times hold not less than 51% of the paid-up Equity share capital of the Bank;
- b) Such number of perpetual debt instruments, Non-Convertible Debentures including but not limited to Subordinated Debentures, Bonds, Perpetual Non-Cumulative Preference Shares and/or other debt securities/ Preference Shares (cumulative or non-cumulative) etc., on a private placement/public issue basis, in one or more tranches which may classify for TIER I or TIER II Capital as identified and classified by RBI;

to one or more of the members, employees of the Bank, Indian nationals, Non-Resident Indians (“**NRIs**”), Companies, private or public, Investment Institutions, Limited Liability Partnerships (**LLPs**) Societies, Trusts, Research Organizations, Qualified Institutional Buyers (“**QIBs**”) like Foreign Institutional Investors (“**FIIs**”), Banks, Financial Institutions, Indian

Mutual Funds, Alternate Investment Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are eligible to invest in equity/preference shares/securities of the Bank as per extant regulations/guidelines or any combination of the above, as may be deemed appropriate by the Bank for an amount not exceeding Rs. **5000 Crore** (Rupees Five Thousand Crore only) in one or more tranches”

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes*	Total	Poll	Remote E-Votes	Total	
<b>Assent</b>	324	292	<b>616</b>	5605838283	237289522	<b>5843127805</b>	<b>99.6136</b>
<b>Dissent</b>	16	6	<b>22</b>	20459	22644753	<b>22665212</b>	<b>0.3864</b>
<b>Abstain</b>	0	1	<b>1</b>	0	5000	<b>5000</b>	-
<b>Invalid</b>	0	0	<b>0</b>	0		<b>0</b>	-
<b>Total</b>	<b>324</b>	<b>298</b>	<b>638</b>	<b>5605858742</b>	<b>259939275</b>	<b>5865798017</b>	<b>100.00</b>

*\*One shareholders voted both in favour and against the resolution partially.*

Based on the aforesaid results, the Special Resolution as contained in Item no. 2 of the 22nd AGM notice dated 30<sup>th</sup> May, 2019 stand passed with the requisite majority and hence deemed to be passed as on the date of the 22nd AGM.



(Ankur Kumar)



Advocate

MAH/5718/2011

Place: Mangaluru

Date: 29<sup>th</sup> June, 2019