

PROCEEDINGS OF THE FOURTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SYNDICATEBANK HELD ON TUESDAY, THE 25th June 2013 AT SYNDICATE BANK GOLDEN JUBILEE AUDITORIUM, MANIPAL – 576 104

1. The Fourteenth Annual General Meeting (AGM) of shareholders of SyndicateBank commenced at 11.00 a.m. on Tuesday, the 25th June, 2013 at SyndicateBank Golden Jubilee Auditorium, Manipal – 576 104.
2. In terms of Regulation 59(i) of the SyndicateBank (Shares and Meetings) Regulations, 1998, Sri M G Sanghvi, Chairman and Managing Director of Syndicate Bank chaired the meeting.
3. The meeting was attended by the following Directors on the Board:
 - Sri Ravi Chatterjee - Executive Director
 - Sri M Anjaneya Prasad – Executive Director
 - Sri Dinkar S Punja
 - Sri Dilip Kumar Saxena – Chairman of the Audit Committee
 - Sri Jagish Raj Shrimali
 - Sri Ramesh L Adige
 - Sri C R Nasser Ahamed
 - Sri Anand K Pandit
4. Government of India, holding 66.17% shares in the Bank, was represented by Sri Govind Ram, Department of Financial Services, Ministry of Finance.
5. Necessary Quorum being present in terms of Regulation 58 (1) of SyndicateBank (Shares and Meetings) Regulations, 1998, the Chairman and Managing Director commenced the proceedings.
6. 724 (698 in person and 26 by proxies) shareholders were present at the meeting.
7. Initiating the proceedings of the Fourteenth Annual General Meeting, the Chairman and Managing Director welcomed the shareholders and introduced the Directors on the Dias.
8. The Chairman and Managing Director requested Sri M Anjaneya Prasad, Executive Director, to read the notice of AGM. At the request of the Chairman and Managing Director, Executive Director read out the Notice convening the Meeting.
9. The Chairman and Managing Director highlighted the achievements of the Bank in different areas during the year 2012-13 as detailed hereunder. He also

informed the shareholders that the Bank has proposed a Dividend of ₹ 6.70 per share (67%) for the year 2012-13.

- a. Global Business grew by 18.06 per cent to ₹ 334779 crore in 2012-13 as against ₹283558 crore in 2011-12.
 - b. Global Deposits grew by 17.36 per cent to ₹185356 crore in 2012-13 as against ₹157941 crore in 2011-12, whereas global advances grew by 18.95 per cent to ₹149423 crore in 2012-13 as against ₹125617crore in 2011-12.
 - c. Net Profit of the Bank grew by 52.61 per cent to ₹2004.42 crore in 2012-13 as against ₹1313.39 crore in 2011-12.
 - d. The Return on Assets (ROA) improved to 1.07 per cent in 2012-13 as against 0.81 per cent in 2011-12.
 - e. The Earning per share (EPS) of the Bank improved to ₹33.30 as at March 31, 2013 as against ₹22.89 as at March 31, 2012.
 - f. Net NPA percentage to Net Advances declined to 0.76 per cent in 2012-13 as against 0.96 per cent in 2011-12. Gross NPA percentage to Gross Advances declined to 1.99 per cent in 2012-13 from 2.53 per cent in 2011-12.
 - g. The Provision Coverage Ratio of the Bank improved from 80.06 per cent as at March 31, 2012 to 83.41 per cent as at March 31, 2013.
 - h. Priority Sector Advances registered a growth of 12.21 per cent (₹46437 crore) during 2012-13 and constituted 44.62 per cent to the Adjusted Net Bank Credit (ANBC), as against the mandatory requirement of 40 per cent.
 - i. Credit to Agriculture increased by 15.78 per cent to ₹20156 crore and constituted 19.37 per cent of Adjusted Net Bank Credit (ANBC), as against the mandatory requirement of 18 per cent.
 - j. Net Interest Margin (NIM) of the Bank stood at 3.19 per cent in 2012-13 as against 3.43 per cent in 2011-12.
 - k. Book value per share improved to ₹175.12 as at March 31, 2013 from ₹150.13 as at March 31, 2012.
10. The Chairman and Managing Director then moved a resolution to discuss, approve and adopt the Balance Sheet of the Bank as at 31.03.2013, Profit and Loss Account of the Bank for the year ended 31.03.2013, 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 Ms Gowri R Naik Shareholder (DPID IN 301926 CLID - 30632727) and seconded by Sri Vikram Baliga (Folio SYN 323073) and the same was taken up for discussion.
11. The Chairman and Managing Director invited the shareholders to seek clarifications/ ask questions if any, on the agenda. The shareholders responded by complimenting the Bank for its achievements during the year 2012-13.
12. The following shareholders spoke on the occasion:

a. Shri Premanand Bhat (DPID IN 301135 CLID 26016319)

- The Shareholder congratulated the Bank for impressive performance.
- He wanted to know the reasons for non-appreciation in market value of Bank's share.
- He wanted to know whether reconstruction of NPAs has been documented.
- He requested for opening of separate counters for senior citizens
- He also requested the Bank to set up memorial in the memory of founding fathers of the Bank.

b. Shri P K Bhandary (DPID – IN 301926 CLID 30824629)

- The shareholder complimented the Bank for its performance.
- He said though the book value per share has improved during the year ended 31.03.2013, share of the Bank is not performing well in the market
- He wanted that steps be taken for improving the image of the Bank, improving ambiances and visibility of ATMs,
- He said while operating profit of the Bank has increased only by 3.07%, Net Profit has increased by 53.85% mainly on account of MAT reversal.
- He also wanted an assurance from the Bank with regard to disclosures on Unsecured and written off assets.
- Delay in renewal of Debit cards by the Branches.

c. Shri A M Nayak (DPID IN 301696 CLID 12383485)

- The shareholder wanted to do away with the redundant MIS statements from branches & advised as regards newspaper advertisements

d. Shri Ammunje Vasudeva Nayak (Folio SYN 109068)

- The shareholder wanted the bank to reduce the cost by keeping the shareholders copy of Annual Report of the Bank at the branches instead of sending to them.
- He wanted to know as to whether symbol of the Bank can be changed.

13. The Chairman and Managing Director, in his reply, thanked the shareholders for complimenting the Bank for its performance during the year ended 31.03.2013. He then responded to the observations made / queries raised by the shareholders:-

- The market value of the share is purely determined by market conditions/operations, which is beyond the control of the Bank and Bank has nothing to do with it. The fundamentals of the Bank are strong. The Bank has taken steps to improve its financials and also visibility and has projected growth plan for the current financial year.

- Bank has no control over the stock market and shares are traded purely on demand and supply; Performance of the Bank is good; Earning Per Share (EPS) has improved considerably.
 - He informed that MAT credit claimed by the Bank has been certified by Statutory Central Auditors of the Bank and has been done in strict compliance of statutory provisions.
 - The amount of tax reversal has partly been utilized for making more provisions for standard /restructured assets, wage revision (as is), etc. Provision Coverage Ratio has increased to 83.41% and is one of the Best among the Public Sector banks.
 - Accounts have been classified strictly in accordance with the provisions of RBI Guidelines. Reconstructed accounts are of ₹ 9,100 Crore and disclosures as required under RBI guidelines have strictly been adhered to.
 - Operating Profit was low due to severe competition.
 - Accounts have been prudentially written off to avail tax benefits, but follow up for recovery of the loan amount is continued.
 - Founders day are being celebrated every year and their memories are cherished.
 - Guidelines with regard to renewal / Issue of Debit cards will be reiterated.
 - Steps will be taken for improving the visibility of ATMs. 600 ATMs are being planned to be opened with in a period of 6 -12 months.
 - The Bank sent around 56000 soft copies of Annual Report 2012-13 through email to those shareholders who have registered their email ids in this regard. Since dispatch of Annual Reports is a statutory requirement, the same cannot be done away with. He appealed to the shareholders to come forward and register their email ids for receipt of Annual reports of the Bank through email in order to reduce the cost.
 - Suggestion with regard to change of symbol is noted.
 - The Bank has very sound systems and procedures in place. The Bank has highly skilled manpower to manage its day-to-day affairs.
14. After discussion, the House passed the following resolution unanimously by show of hands:

“RESOLVED THAT the Balance Sheet of the Bank as at 31.03.2013, Profit and Loss Account of the Bank for the year ended 31.03.2013, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the accounts and Auditors Report on the Balance Sheet and accounts be and is hereby adopted.”



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15. The Chairman and Managing Director then took up second item on the Agenda with regard to declaration of Dividend for discussion. The Chairman and Managing Director explained that the Board has recommended a dividend of ₹ 6.70 per share (67%) for the financial year 2012-13. The resolution was proposed and seconded by Ms. Jayanthi (SYN 028293) and Mr. Panduranga Kini (DPID IN 302148 CLID 10511128), respectively

The House passed the following resolution unanimously by show of hands:

“RESOLVED THAT pursuant to the recommendations of the Board of Directors, Dividend of ₹6.70 per share (67%) for the year 2012-13 be and is hereby declared out of the current profits of the Bank, for the year ended 31.03.2013”.

“RESOLVED FURTHER THAT dividend, as proposed by the Board of Directors be paid to those shareholders holding shares as at the end of business on 17.06.2013”

16. The Chairman and Managing Director then took up the third item in the Agenda with regard to Capital issue by way of QIP / Rights Issue.

17. The Chairman and Managing Director informed the meeting that in order to cater to its increasingly growing business level in the continually changing business scenario as well as to comply with the Basel-III norms, the bank needs additional capital , particularly for implementation of BASEL-III norms. After evaluating the various available alternatives as well as taking into consideration the Reserve Bank of India's guidelines permitting the Banks to access capital market for raising their capital through different types of Tier-I and Tier-II instruments, the Bank has planned to access capital market for raising capital upto the extent of ₹1500 Crore (Rupees One thousand five hundred crore only) by issuing equity shares by way of Qualified Institutional Placement (QIP) / Rights Issue in one or more tranches and subject to terms and conditions as may be felt to be in the best interest of the Bank. It was further informed that apart from the approval of the shareholders, the issue of equity shares by way of Qualified Institutional Placement (QIP) would be subject to compliance of all statutory, regulatory or any other applicable guidelines in this regard.

18. The Following Resolution as proposed and seconded by Mr. Kudroli Altaf Ahmed (DPID In 301135 CLID 26283479) and K Ganapayya Shetty(SYN 474564), respectively was put to vote and passed unanimously by show of hands:-

“RESOLVED THAT pursuant to Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (“the Act”), Banking Regulations Act, 1949 “the Regulation Act”), SyndicateBank (Shares and Meetings) Regulations, 1998 (Bank's Regulations), the applicable provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2009 ("ICDR Regulations"), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended from time to time and in accordance with applicable rules, regulations, guidelines, circulars and clarifications issued by Government of India ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") and/or any other competent authorities and subject to any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force), the Listing Agreements entered into by the Bank with stock exchanges where the equity shares of the Bank are listed, any approval, consent, permission or sanction of SEBI and/ or Central Government as applicable and required, approvals, consents, permissions or sanctions of other concerned authorities, within or outside India, and such terms, conditions and modifications as may be prescribed by any of them while granting such approvals, consent, permissions or sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board), consent of the Bank be and is hereby granted to the Board to create, offer, issue and allot by way of a Qualified Institutional Placement under Chapter VIII of ICDR Regulations, such number of Equity Shares of the Bank to Qualified Institutional Buyers as defined under Chapter VIII of ICDR Regulations, whether they be holders of the shares of the Bank or not / Rights Issue under Chapter IV of ICDR Regulations to the existing shareholders, as may be decided by the Board in their discretion and permitted under the applicable laws and regulations, for an aggregate amount not exceeding ₹1500 Crore (Rupees One Thousand Five Hundred Crore only) at such time or times, at such price or prices including premium in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/ or other advisor(s) as the Board may in its absolute discretion deem fit or appropriate."

"RESOLVED FURTHER THAT the Equity Shares issued shall rank pari passu with the existing shares of the Bank including dividend."

"RESOLVED FURTHER THAT

- a) the relevant date for determination of price of Equity Shares shall be the date of the meeting at which the Board decides to open the proposed issue of Equity Shares, or such other time as may be

permitted under ICDR Regulations from time to time;

- b) The allotment of Equity Shares shall be completed within 12 months from the date of this Resolution approving the proposed issue or such other time as may be permitted under ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the draft as well as final offer document(s) determining the form and manner of the issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, premium amount on issue as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint Lead Managers, Legal Advisors, Underwriters, Bankers, Advisors as may be necessary and all such agencies as may be involved or concerned in such offering of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and to seek the listing of Equity Shares issued such on the stock exchanges where the Equity Shares of the Bank are listed.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to form a Committee of Directors to delegate all or any of its powers to Committee of Directors / Chairman and Managing Director / Executive Directors / Company Secretary / other person authorized by the Board to give effect to the aforesaid Resolutions and is authorized to take such steps and to do all such acts, deed, matters and things and accept any alteration(s) or amendment(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- i. Approving the draft / final offer documents and filing the same with any other authority or persons as may be required;
- ii. Approving the issue price, the number of Equity Shares to be allotted, the basis of allocation and allotments of Equity Shares;
- iii. Arranging the delivery and execution of all contracts, agreements and

all other documents, deeds and instruments as may be required or desirable in connection with the issue of Equity Shares;

- iv. Opening such bank accounts as may be required for the offering;
- v. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transaction;
- vi. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- vii. Making applications for listing of the Equity Shares of the Bank on the stock exchange(s) where the equity shares of the Bank are listed.

19. The Chairman and Managing Director informed the shareholders Pursuant to the notice dated 15th May 2013 convening the 14th Annual General Meeting of the Bank and in terms of Regulation 66 of SyndicateBank (Shares & Meetings) Regulations, 1998, Bank received only one valid Nomination of Shri Atul Ashok Galande for Election of One Director from amongst shareholders of the Bank other than Central Government. In terms of Regulation 66 of the Syndicate Bank (Shares and Meetings) Regulations, 1998, Shri Atul Ashok Galande is deemed to have been elected and as indicated in the Notice convening the meeting, he assumes charge from 26th June 2013. Election of one Director was informed to Stock Exchanges on 14.06.2013 and also published in Business Line (All editions) and Udayavani (Karnataka) on 15.06.2013. In view of this, item no.4 pertaining to Election of one Director from amongst shareholders other than the Central Government is not being taken up at this meeting.

20. The Chairman and Managing Director welcomed Shri Atul Ashok Galande to the Board.

21. The Chairman and Managing Director declared the Meeting as closed.

Place: Manipal
Date: 25.06.2013



(M G SANGHVI)

CHAIRMAN AND MANAGING DIRECTOR

