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Company Secretaries

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CONSOLIDATED SCRUTINISER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies
(Management and Administration) Rules, 2014

To,
Shri V G Kannan
Chairman of the Meeting
Indian Institute of Banking & Finance
Kohinoor City, Commercial II
Tower-1, 2nd Floor, Kiroil Road, Kurla (w),
Mumbai-400070

Dear Sir,

Subject: Scrutinizer's Report on Remote E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and E-Voting / Voting by Ballot at the 92nd Annual General Meeting of Indian Institute of Banking and Finance held on Friday, 23rd August, 2019

1. The Indian Institute of Banking and Finance ('Institute' or 'IIBF') at their Council Meeting No. GC/19-20/02 held on 24th June, 2019 appointed the undersigned as the Scrutiniser to ensure that the conduct of process of remote e-voting, e-voting and physical voting through Ballot at the 92nd Annual General Meeting to be held on Friday, 23rd August, 2019 on the resolutions as contained in the Notice dated 19th July, 2019 to be carried out in a fair and transparent manner.
2. The Management of the Institute is responsible to ensure that the compliance of the requirements of the Companies Act, 2013 and rules made there under, relating to remote e-voting, e-voting at AGM and physical ballot on the resolutions as contained in the aforesaid notice is undertaken. Our responsibility as a Scrutiniser is to scrutinise and ensure that the voting done through remote e-voting, e-voting at AGM and Physical Ballot is done in a fair and transparent manner and to make a Consolidated Scrutinisers Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-





voting system of National Securities Depository Ltd (NSDL), the agency engaged by the Institute to provide remote e-voting and e-voting facilities and through physical ballots.

3. Further to the above, I submit my Consolidated Scrutinisers Report as follows:
 - 3.1. As required under Section 101 and 102 of the Companies Act, 2013, the Notice for the 92nd Annual General Meeting was despatched by permitted electronic and physical means for seeking approval of the Voting members by 31st July, 2019.
 - 3.2. By virtue of their existing Articles of Association, the voting rights are available to only Associate, Fellow and Institutional Members, who were members as on the cut-off date.
 - 3.3. The members eligible to vote were provided with the facility of remote e-Voting facility offered by NSDL and e-voting at the AGM Venue. Further, the Institute also provided for voting by ballot for the members present at the AGM Venue, to those who wished to avail the same.
 - 3.4. The Notices sent by the Institute (physical and electronic) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - 3.5. The Institute published an Advertisement in Indian Express & New Indian Express (English) in English Language and in Navshakti in Marathi Language on 1st August, 2019 providing the details of the despatch of Notice, details of cut-off date and e-voting facilities provided by the Institute, as required under Rule 20 of Companies (Management and Administration) Rules, 2014.
 - 3.6. The cut-off date for determining the eligibility of members for casting their votes by remote e-voting/ e-voting and voting by ballot at the AGM was Friday, 16th August, 2019. Only those members, whose names were registered as on the cut-off date and being eligible were entitled to vote.





- 3.7. The facility of remote e-voting for all eligible voting members commenced from Tuesday, 20th August, 2019 at 9.00 AM and ended on 22nd August, 2019 at 5.00 PM and the NSDL e-voting platform was blocked by NSDL thereafter. Only remote e-votes casted during this period have been considered for scrutiny.
- 3.8. At the 92nd AGM, first the voting conducted through physical ballot at the meeting and thereafter through the e-voting (at AGM) and remote e-voting was unblocked in the presence of two witnesses, who are not in employment of the Institute – Ms. Maithili Padiyar and Ms. Kiran Loke and whose signatures are appended below:

Ms. Maithili Padiyar

Ms. Kiran Loke

- 3.9. A summary of the votes cast by the members through remote e-voting/ e-voting at the AGM and ballots at the 92nd AGM with their pattern of voting is attached as an **Annexure - I** to this Report.
- 3.10. The Results of the voting (including remote e-voting, e-voting at AGM and voting by ballot) is as follows:

No	Particulars	Type of Resolution	Result
1	To consider, receive and adopt the Audited Financial Statements of the Institute for the Financial Year ending 31st March, 2019 and reports of the Governing Council and the Auditors thereon	Ordinary	Unanimously



2	To elect a member of the Council in place of, Shri V G Kannan (DIN: 03443982) who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.	Ordinary	Unanimously
3	To elect a member of the Council in place of Dr A S Ramasastry (DIN: 06916673) who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.	Ordinary	Unanimously
4	To elect a member of the Council in place of Smt Smita Sandhane (DIN: 07637529) who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.	Ordinary	Unanimously
5	Appointment of M/s Mukund Chitale & Co., Chartered Accountants as Statutory Auditors for a period of 5 years and to fix their remuneration.	Ordinary	Unanimously
6	Appointment of Shri Rajnish Kumar (DIN: 05328267) , as a President of the Institute from the conclusion of the 92 nd AGM till the conclusion of the 93 rd AGM.	Ordinary	Unanimously
7	Appointment of Smt Malvika Sinha (DIN: 08373142) as a Council Member liable to retire by rotation.	Ordinary	With Requisite Majority
8	Appointment Shri Rajnish Kumar (DIN: 05328267) who was appointed in casual vacancy as a Council Member liable to retire by rotation.	Ordinary	With Requisite Majority





9	Appointment Shri Alok Kumar Choudhary (DIN: 08480476) who was appointed in casual vacancy as a Council Member liable to retire by rotation.	Ordinary	With Requisite Majority
10	Appointment of Shri V G Mathew (DIN: 05332797) who was appointed in casual vacancy as a Council Member liable to retire by rotation.	Ordinary	With Requisite Majority
11	Appointment Shri R A Sankara Narayanan (DIN: 0520407) who was appointed in casual vacancy as a Council Member liable to retire by rotation.	Ordinary	Unanimously
12	Appointment of Prof G Sivakumar (DIN: 07537575) who was appointed as a Council Member liable to retire by rotation.	Ordinary	Unanimously
13	Appointment of Shri Harideesh Kumar B (DIN: 07167694) who was appointed as a Council Member liable to retire by rotation.	Ordinary	Unanimously
14	Ratification of appointment of Shri Mukesh Kumar Jain (DIN: 03275253) in casual vacancy as a Council Member in place of Smt. Usha Ananthasubramanian.	Ordinary	Unanimously
15	Ratification of appointment of Shri Rajkiran Rai G (DIN: 07427647) in casual vacancy as a Council Member in place of Shri M K Jain.	Ordinary	Unanimously
16	Ratification of appointment of Shri Pallav Mohapatra (DIN: 02300885) in casual vacancy as a Council Member in place of Shri R P Marathe.	Ordinary	Unanimously

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17	Ratification of appointment of Shri J Packirisamy (DIN: 08253946) in casual vacancy as a Council Member in place of Shri Kishor Kharat.	Ordinary	With Requisite Majority
18	Revision in the remuneration of Dr J N Misra (DIN: 06807266) , Chief Executive Officer of the Institute.	Special	With Requisite Majority
19	Re-appointment of Dr J N Misra (DIN: 06807266) as a Chief Executive Officer of the Institute	Special	Unanimously

4. Based on the above the Resolution No 1 to 19 may be deemed to have been passed unanimously/with the requisite majority as on date of AGM i.e. 23rd August, 2019. The Register, all other papers and relevant records relating to electronic voting and Ballot mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the CEO for safe keeping thereon.

Thank You



D. A. Kamat
(Scrutiniser for remote e-voting and voting at AGM)
FCS 3843
CP 4965
Place: Mumbai
Date: 23rd August, 2019

Countersigned by
For, Indian Institute of Banking & Finance

Dr. J. N. Misra
CEO

(Authorised by Chairman of the AGM)



ANNEXURE - I
TO CONSOLIDATED SCRUTINISER REPORT FOR 92nd AGM

The summary of votes cast through remote e-voting and voting (electronically and physically) at the 92nd AGM for each of the resolutions is as follows:

Resolution No. 1: To consider, receive and adopt the Audited Financial Statements of the Institute for the Financial Year ending 31st March, 2019 and reports of the Governing Council and the Auditors thereon.

No	Particulars	No. of Members who voted	No. Of Votes cast
i.	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii.	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v.	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	43 (100%)	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Resolution No. 2: To elect a member of the Council in place of, **Shri V G Kannan (DIN: 03443982)** who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i.	Votes cast Electronically (remote e-voting and at AGM)	30	2261





ii.	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	1	1
	<i>Reason for Invalid Vote: Votes cast by Interested Director</i>		
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	42	2721
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2721
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Resolution No. 3: To elect a member of the Council in place of **Dr A S Ramasastry (DIN: 06916673)** who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.

No	Particulars	No. Of Members who voted	No. Of Votes cast
I	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	43	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		





Resolution No. 4: To elect a member of the Council in place of **Smt Smita Sandhane (DIN: 07637529)** who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	1	1
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	42	2721
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2721
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Resolution No. 5: Appointment of **M/s Mukund Chitale & Co., Chartered Accountants** as Statutory Auditors for a period of 5 years and to fix their remuneration.

No	Particulars	No. Of Members who voted	No. Of Votes cast
I	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
Iv	Less: Invalid Votes (e-voting and ballots)	0	0

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v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

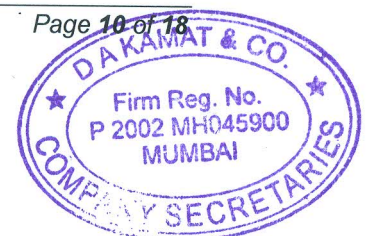
Resolution No. 6: Appointment of **Shri Rajnish Kumar (DIN: 05328267)**, as a President of the Institute from the conclusion of the 92nd AGM till the conclusion of the 93rd AGM.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	29	2260
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	42	2721
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	42	2721
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2721
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 7: Appointment of **Smt Malvika Sinha (DIN: 08373142)** as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes casted

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i	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2672
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	50
RESULT: Passed with Requisite Majority			

Resolution No. 8 Appointment **Shri Rajnish Kumar (DIN: 05328267)** who was appointed in casual vacancy as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	1	1
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2672
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	50
RESULT: Passed with Requisite Majority			



Resolution No. 9: Appointment **Shri Alok Kumar Choudhary (DIN: 08480476)** who was appointed in casual vacancy as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	0	
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION		2672
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2672
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	50
	RESULT: Passed with Requisite Majority		

Resolution No. 10: Appointment of **Shri V G Mathew (DIN: 05332797)** who was appointed in casual vacancy as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	30	2260
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2721
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2721





Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2671
Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	50
RESULT: Passed with Requisite Majority		

Resolution No. 11: Appointment **Shri R A Sankara Narayanan (DIN: 0520407)** who was appointed in casual vacancy as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes cast
I	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
Iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 12: Appointment of **Prof G Sivakumar (DIN: 07537575)** who was appointed as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes cast

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I	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
Iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 13: Appointment of **Shri Harideesh Kumar B (DIN: 07167694)** who was appointed as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	29	2260
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	42	2721
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	42	2721
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2721
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

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Resolution No. 14: Ratification of appointment of **Shri Mukesh Kumar Jain (DIN: 03275253)** in casual vacancy as a Council Member in place of Smt. Usha Ananthasubramanian.

No	Particulars	No. Of Members who voted	No. Of Votes cast
I	Votes cast Electronically (remote e-voting and at AGM)	30	2261
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
Iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 15: Ratification of appointment of **Shri Rajkiran Rai G (DIN: 07427647)** in casual vacancy as a Council Member in place of Shri M K Jain.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	30	2260
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	42	2721
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	42	2721





Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2721
Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously		

Resolution No. 16: Ratification of appointment of **Shri Pallav Mohapatra (DIN: 02300885)** in casual vacancy as a Council Member in place of Shri R P Marathe.

No	Particulars	No. Of Members who voted	No. Of Votes cast
I	Votes cast Electronically (remote e-voting and at AGM)	30	2261
Ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
Iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2722
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42 (100%)	2722
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 17: Ratification of appointment of **Shri J Packirisamy (DIN: 08253946)** in casual vacancy as a Council Member in place of Shri Kishor Kharat.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	30	2261

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ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2722
iv	Less: Invalid Votes (e-voting and ballots)	0	
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION		2672
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2672
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	50
RESULT: Passed with Requisite Majority			

Resolution No. 18: Revision in the remuneration of **Dr J N Misra (DIN: 06807266)**, Chief Executive Officer of the Institute.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	29	2260
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	43	2721
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	43	2721
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2671
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	50
RESULT: Passed with Requisite Majority			





Resolution No. 19: Re-appointment of Dr J N Misra (DIN: 06807266) as a Chief Executive Officer of the Institute

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	29	2260
ii	Votes cast through Ballot at AGM	13	461
iii	TOTAL VOTES CAST	42	2721
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	42	2721
	Assent Received from Total Valid Votes (% of Total Valid Votes)	42	2721
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Thank You



D. A. Kamat
(Scrutiniser for remote e-voting and voting at AGM)
FCS 3843
CP 4965
Place: Mumbai
Date: 23rd August, 2019