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CONSOLIDATED SCRUTINISER REPORT

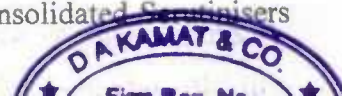
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies
(Management and Administration) Rules, 2014

To,
Shri Rajeev Rishi
President
Indian Institute of Banking & Finance
Kohinoor City, Commercial II
Tower-1, 2nd Floor, Kirod 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 91st Annual General Meeting of Indian Institute of Banking and Finance held on Saturday, 21st July 2018

1. The Indian Institute of Banking and Finance ('Institute' or 'IIBF') at their Council Meeting No. GC/18-19/002 held on 15th June, 2018 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 91th Annual General Meeting to be held on Saturday, 21st July 2018 on the resolutions as contained in the Notice dated 15th June, 2018 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 91st Annual General Meeting was despatched by permitted electronic and physical means for seeking approval of the Voting members by 29th June, 2018
- 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 30th June, 2018 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 Saturday, 14th July, 2018. 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 Wednesday, 18th July, 2018 at 9.00 AM and ended on 20th July, 2018 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 91th 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 91st 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	Ordinary	Unanimously





	ending 31st March, 2018 and reports of the Governing Council and the Auditors thereon.		
2	To elect a member of the Council in place of, Shri Shyam Srinivasan (DIN: 02274773) 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 Shri Rajeev Rishi (DIN: 03557148) 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 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
5	Appointment of Shri Rajeev Rishi (DIN: 03557148) , as a President of the Institute from the conclusion of the 91 st AGM till the conclusion of the 92 nd AGM	Ordinary	Unanimously
6	Appointment of Mrs. Zarin Daruwala (DIN: 00034655) who was appointed as an Additional Director as a Council member liable to retire by rotation	Ordinary	Unanimously



7	Appointment Shri Sunil Mehta (DIN: 07430460) who was appointed in casual vacancy as a Council Member liable to retire by rotation	Ordinary	Unanimously
8	Appointment Dr. K L Dhingra (DIN: 00388194) who was appointed in casual vacancy as a Council Member liable to retire by rotation	Ordinary	Unanimously
9	Appointment of Shri Pawan Kumar Bajaj (DIN: 03291906) who was appointed in casual vacancy as a Council Member liable to retire by rotation	Ordinary	Unanimously
10	Appointment Shri Melwyn Rego (DIN: 00292670) who was appointed in casual vacancy as a Council Member liable to retire by rotation	Ordinary	With requisite majority
11	Appointment of Smt. Smita Sandhane (DIN: 07637529) who was appointed in casual vacancy as a Council Member liable to retire by rotation.	Ordinary	Unanimously
12	Appointment of Shri R P Marathe (DIN: 07271376) who was appointed in casual vacancy as a Council Member liable to retire by rotation.	Ordinary	With requisite majority
13	Appointment of Shri Rajnish Kumar (DIN:05328267) in casual vacancy as a Council Member in place of Smt. Arundhati Bhattacharya	Ordinary	Unanimously
14	Appointment of Shri V G Mathew (DIN: 05332797) in casual vacancy as a Council Member in place of	Ordinary	Unanimously



	Shri. K Ventakaraman.		
15	Appointment of Shri Kishor Kharat (DIN: 07266945) in casual vacancy as a Council Member in place of Shri. Kishore Kumar Sansi.	Ordinary	Unanimously

4. Based on the above the Resolution No 1 to 15 may be deemed to have been passed unanimously/with the requisite majority as on date of AGM i.e. 21st July, 2018. 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: 21st July 2018

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 91ST AGM

The summary of votes cast through remote e-voting and voting (electronically and physically) at the 91st 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, 2018 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)	22	1538
ii.	Votes cast through Ballot at AGM	10	656
iii.	TOTAL VOTES CAST	32	2194
iv.	Less: Invalid Votes (e-voting and ballots)	0	0
v.	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	32	2194
	Assent Received from Total Valid Votes (% of Total Valid Votes)	32	2194 (100%)
	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 Shyam Srinivasan (DIN: 02274773)** 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)	22	1538





ii.	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	32	2194
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	31	2193
	Assent Received from Total Valid Votes (% of Total Valid Votes)	31	2193 (100%)
	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 **Shri Rajeev Rishi (DIN: 03557148)** 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)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	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 **Dr. A S Ramasastrri (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)	19	1287
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	29	1943
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	29	1943
	Assent Received from Total Valid Votes (% of Total Valid Votes)	29	1943 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Resolution No. 5: Appointment of **Shri Rajeev Rishi (DIN: 03557148)**, as the President of the Institute from the conclusion of the 91st AGM till the conclusion of the 92nd AGM in 2019.”

No	Particulars	No. Of Members who voted	No. Of Votes cast
I	Votes cast Electronically (remote e-voting and at AGM)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
Iv	Less: Invalid Votes (e-voting and ballots)	0	0





v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 6: Appointment of Mrs. Zarin Daruwala (DIN: 00034655) 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)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 7: Appointment of Shri Sunil Mehta (DIN: 07430460) as a Council Member appointed 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)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 8 Appointment of **Dr. K L Dhingra (DIN: 00388194)** 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)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			





Resolution No. 9: Appointment of **Shri Pawan Kumar Bajaj (DIN: 03291906)** 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)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Resolution No. 10: Appointment of **Shri Melwyn Rego (DIN: 00292670)** as a Council Member liable to retire by rotation.

No	Particulars	No. Of Members who voted	No. Of Votes casted
i	Votes cast Electronically (remote e-voting and at AGM)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
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	29	2142





	RESOLUTION		
	Assent Received from Total Valid Votes (% of Total Valid Votes)	28	2137 (99.78%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	5 (0.22%)
	RESULT: Passed with Requisite Majority		

Resolution No. 11: Appointment of **Smt. Smita Sandhane (DIN: 07637529)** 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)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
	RESULT: Passed Unanimously		

Resolution No. 12: Appointment of **Shri R P Marathe (DIN: 07271376)** 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)	18	1387
ii.	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	28	2043
iv.	Less: Invalid Votes (e-voting and ballots)	0	0
v.	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	28	2043
	Assent Received from Total Valid Votes (% of Total Valid Votes)	27	2038 (99.78%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	1	5 (0.22%)
RESULT: Passed with requisite majority			

Resolution No. 13: Appointment of Shri Rajnish Kumar (DIN:05328267), as a Council Member in casual vacancy

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143
	Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			





Resolution No. 14: Appointment of **Shri V G Mathew (DIN: 05332797)** as a Council Member in casual vacancy.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	19	1486
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	29	2142
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	29	2142
	Assent Received from Total Valid Votes (% of Total Valid Votes)	29	2142 (100%)
	Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously			

Resolution No. 15: Appointment of **Shri Kishor Kharat (DIN: 07266945)** as a Council Member in casual vacancy.

No	Particulars	No. Of Members who voted	No. Of Votes cast
i	Votes cast Electronically (remote e-voting and at AGM)	20	1487
ii	Votes cast through Ballot at AGM	10	656
iii	TOTAL VOTES CAST	30	2143
iv	Less: Invalid Votes (e-voting and ballots)	0	0
v	TOTAL VALID VOTES RECEIVED FOR THE RESOLUTION	30	2143





Assent Received from Total Valid Votes (% of Total Valid Votes)	30	2143 (100%)
Dissent Received from Total Valid Votes (% of Total Valid Votes)	0	0
RESULT: Passed Unanimously		

DETAILS OF INVALID VOTES

RESOLUTION NO	NO OF VOTES INVALID	REASON
2	1	Voting undertaken by Interested Director
10	1	Voting undertaken by Interested Director

Thank You



D. A. Kamat
(Scrutiniser for remote e-voting and voting at AGM)
FCS 3843
CP 4965
Place: Mumbai
Date: 21st July 2018