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SECL/IC/ 1137 / 2011-12

22-June-2011

The Secretary
Bombay Stock Exchange Ltd.,
25, P. J. Towers, Dalal Street,
Mumbai – 400 001

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East) Mumbai – 400 051

Sub: Allotment of equity shares under Qualified Institutions Placement to Qualified Institutional Buyers and Preferential Issue to our Foreign Promoters

We wish to inform you that the Investors Committees at its meeting held on June 22, 2011 at Chennai, approved the following:

1. The allotment of 15,000,014 equity shares to Qualified Institutional Buyers shares at a Price of Rs 342.09 per shares; and
2. The allotment of 13,257,349 equity shares to our Foreign Promoters, ING Mauritius Holdings and ING Mauritius Investments I at a Price of Rs 344.23 per shares.

This is for your information and records.

Yours truly,

For ING Vysya Bank Ltd

(M V S Appa Rao)
Company Secretary



ING Vysya Bank Limited

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Issued on June 22, 2011

RESOLUTION PASSED BY THE INVESTORS' COMMITTEE AT ITS FIRST MEETING (01/2011-12) HELD ON 22-JUNE-2011 AT CHENNAI DEALING WITH ALLOTMENT OF EQUITY SHARES TO QUALIFIED INSTITUTIONAL BUYERS (QIBS) AND TO ING MAURITIUS HOLDINGS AND ING MAURITIUS INVESTMENTS I ("ING GROUP").

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), (hereinafter referred to as the "**Act**"), the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), the provisions of all other applicable laws and regulations applicable thereunder, provisions of the Memorandum and the Articles of Association of the Bank, subject to the post facto approval of Reserve Bank of India as required in terms of their letter no. DBOD No PSBD 19203/16.01.077/2010-11 dated 13 June, 2011 and pursuant to the resolution passed by the shareholders of the Bank through Postal Ballot, whose results was declared by the Chairman on June 08, 2011 based on the report submitted by the Scrutinizer and the Placement Document dated 16 June, 2011, and having received necessary subscription amounts from all the investors in the accounts opened with ING Vysya Bank Ltd., Mumbai, specially for this purpose, the approval of the Committee be and is hereby accorded for the issue and allotment of 15,000,014 equity shares of the Bank of face value of Rs. 10/- each ("**Equity Shares**"), bearing distinctive numbers 121,308,434 to 136,308,447 to applicants as per the list placed on the table at a price of Rs. 342.09 per Equity Share (including a premium of Rs. 332.09 per Equity Share), against receipt of full payment of application monies in the escrow accounts, aggregating approximately to Rs. 513.14 Crore, in accordance with the confirmation of allocation note and the details provided in the application forms submitted by them;

RESOLVED FURTHER THAT, pursuant to Section 81(1A) and all other applicable provisions of the Act, the provisions of Chapter VII of the SEBI Regulations, the provisions of all other applicable laws and regulations applicable thereunder, provisions of the Memorandum Articles of Association of the Bank, pursuant to the approval of Reserve Bank of India obtained in terms of their letter no. DBOD No PSBD 19203/16.01.077/2010-11 dated 13 June, 2011 and pursuant to the resolution passed by the shareholders of the Bank through Postal Ballot, whose results was declared by the Chairman on June 08, 2011 based on the report submitted by the Scrutinizer, and having received necessary subscription amounts from all the investors in the account opened with ING Vysya Bank Ltd., Mumbai, specially for the this purpose, ING Mauritius Holdings and ING Mauritius Investments I, be and are hereby allotted 10,306,908 and 2,950,441 Equity Shares, respectively, bearing distinctive numbers 136,308,448 to 149,565,796 as per the list placed on the table for cash at price of Rs. 344.23 per Equity Share (including a premium of Rs. 334.23 per Equity Share), aggregating approximately to Rs. 456.36 Crore;

RESOLVED FURTHER THAT the Equity Shares allotted as above shall, subject to the provisions of the Memorandum and Articles of Association of the Bank, rank *pari passu* with



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the existing Equity Shares and shall be entitled to such dividends and corporate benefits, if any declared by the Bank after the allotment;

RESOLVED FURTHER THAT the Equity Shares be credited to the dematerialized accounts of the allottees through their depository participants as advised by the allottees, after obtaining in-principle approvals from the stock exchanges and the Managing Director and CEO, the Chief Financial Officer, the Corporate Secretary and the Deputy Company Secretary be and are hereby severally authorized to take appropriate action for the same;

RESOLVED FURTHER THAT that the Bank do apply for the in-principle/final listing and trading approvals of the Stock Exchanges for the Equity Shares to be allotted by the Bank as above and the Managing Director and CEO, the Chief Financial Officer, the Corporate Secretary and the Deputy Company Secretary be and are hereby severally authorized to file necessary return of allotment, sign and apply for the in-principle/final listing and trading approvals, other necessary papers and documents and to do all other acts and deeds necessary for the listing of the above Equity Shares with the stock exchanges and the common seal of the Bank, if necessary, be affixed on the required documents in the presence of any of the persons specified above, and make necessary disclosures, if any, to the stock exchanges in accordance with the terms of the listing agreements and the relevant SEBI Regulations, as may be required and also inform other regulatory authorities about the allotment, wherever necessary."

CERTIFIED TRUE COPY
For ING Vysya Bank Ltd.

Corporate Secretary

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