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CIN: L85110KA1930PLC000124

SECL/EGM2015 / /2014-15

8 Jan 2015

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
1st Floor, Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 001

Dear Sir,

Sub: Outcome of the Extraordinary General Meeting of the Shareholders of the Bank

This is to inform you that an Extraordinary General Meeting (EGM) of the Bank was held on 7th January 2015 at 4.00 p.m. at 'The Auditorium', ING Vysya House, 22, M G Road, Bengaluru - 560001.

The said EGM had been convened under the provisions of Section 44A of the Banking Regulation Act, 1949, for the members to consider the proposal for amalgamation of the Bank with Kotak Mahindra Bank Limited

The resolution contained in the Notice of the EGM was approved through ballot by the majority in terms of Section 44A of the Banking regulation Act, 1949 at the said EGM and was declared as passed.

Please find enclosed the Scrutinizer's Report, for your information and records.

Thanking You,

Yours faithfully,
For ING Vysya Bank Limited


(M V S Appa Rao)
Corporate Secretary

Encl.: as above

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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Report of the Scrutinizer

To,
The Chairman
Extraordinary General Meeting of the Equity Shareholders of
ING Vysya Bank Limited
Held on 7th January 2015 at 4:00 p.m. at
'The Auditorium', ING Vysya House, 22, M G Road, Bengaluru - 560001.

Dear Sir,

I, S P Nagarajan, Company Secretary in whole-time practice, have been appointed as Scrutinizer for the purpose of scrutinising the ballot process and ballots and reporting on the results of the attached resolution (Annexure A) seeking approval to the Scheme of Amalgamation of ING Vysya Bank Limited with Kotak Mahindra Bank Limited under Section 44A of the Banking Regulation Act, 1949 which is required to be passed by a majority in number representing two-thirds in value of the members present either in person or by proxy at the General Meeting.

For the purpose, an Extraordinary General Meeting of the Equity Shareholders of ING Vysya Bank Limited had been convened on 7th January 2015 at 4:00 p.m. at 'The Auditorium', ING Vysya House, 22, M G Road, Bengaluru - 560001.

I submit the report as under:

1. After the time fixed for the closing of the ballot by the Chairman, 11 (eleven) ballot boxes kept for ballot were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Bank. / Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the ballot is as under:

Resolution - Approval of Scheme of amalgamation of ING Vysya Bank Limited with Kotak Mahindra Bank Limited (Full Text of the Resolution - Annexure A)



Sr. No.	Particulars	No. of shareholders	No. of shares
A	Total Participation		
	Shareholders / Authorised Representatives present in Person	823	112977299
	Shareholders present by Proxies	7295	57147652
B	Total	8118	170124951
	Valid Ballot Forms	7637	170009657
	Invalid Ballot Forms	178	12114
	Members Attended but did not vote	303	103180

	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares by Value
Total valid votes cast "In Favour"	7228	89.04	164837511	96.89

5. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR", "AGAINST", and those attended but did not vote, those whose votes were declared invalid for the resolution as enclosed.
6. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,



Yours faithfully

S P Nagarajan
ACS No.10028
CP No.4738

Place: Bengaluru
Dated: 8th January 2015
Encl: as above

I Accept

M. Damodaran
Chairman of the Meeting
ING Vysya Bank Limited
(Presiding Officer for the
Extraordinary General
Meeting
held on 7th January 2015)

RESOLUTION - APPROVAL OF THE SCHEME OF AMALGAMATION OF ING VYSYA BANK LIMITED WITH KOTAK MAHINDRA BANK LIMITED

“RESOLVED that pursuant to the provisions of Section 44A of the Banking Regulation Act, 1949 and Reserve Bank of India’s guidelines for merger/amalgamation of private sector banks dated May 11, 2005 (hereinafter referred to as the **“RBI Guidelines”**), the Memorandum and Articles of Association of ING Vysya Bank Limited (hereinafter referred to as the **“Transferor Bank”**), any other applicable provisions of any other law for the time being in force, and any directions, guidelines or regulations, if any, of Reserve Bank of India (hereinafter referred to as **“RBI”**) and of all other relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of all appropriate authorities, institutions or bodies, if required and to the extent applicable, and subject to such terms and conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Transferor Bank (hereinafter referred to as **“the Board”**, which expression shall be deemed to include any Committee(s) constituted/to be constituted or any other person authorised/ to be authorised by the Board/Committee to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the consent and approval of the Members of the Transferor Bank be and is hereby accorded to the amalgamation of Transferor Bank with Kotak Mahindra Bank Limited (hereinafter referred to as the **“Transferee Bank”**) in accordance with a Scheme of Amalgamation (hereinafter referred to as **“the Scheme”**) as sanctioned by the RBI.

RESOLVED FURTHER that pursuant to the provisions of Section 44A of the Banking Regulation Act, 1949 and the RBI Guidelines and in accordance with the matters stated in the aforesaid Resolution:

- I. The draft of the Scheme circulated to the Members with the Notice for this Meeting, be and is hereby approved.
- II. The Board be and is hereby empowered and authorised to, acting jointly with the Board of Directors of the Transferee Bank (including any Committee or any person authorized by it), make modifications and alterations to the Scheme including those as may be required or suggested by the relevant authority/authorities and to do all acts, matters, deeds and things and to take all steps and give such directions as may be necessary, expedient, incidental, ancillary or desirable as the Board in its absolute discretion may deem fit for giving effect to the Scheme or for its implementation including any required regulatory applications and negotiation, finalisation and execution of any agreements or documents incidental or ancillary to the Scheme and modifications/alterations thereto and also to settle any questions or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and to take all steps which are incidental and ancillary thereto in this connection”.



PRESS RELEASE

BANGALORE, 8th January 2015

Shareholders approve merger of ING Vysya Bank with Kotak Bank

BANGALORE, 8th January 2015: ING Vysya Bank Ltd held its Extraordinary General Body Meeting on January 7, 2015, for seeking approval of the shareholders for the Scheme of Amalgamation of ING Vysya Bank Limited (ING Vysya Bank) with Kotak Mahindra Bank Ltd (Kotak Bank). The amalgamation was approved by 89.04% of members present, representing 96.89% of value.

The amalgamation is subject to the approval of Reserve Bank of India (RBI), Competition Commission of India (CCI) and such other approvals as may be required. The share exchange ratio has been fixed at 725 equity shares of Kotak Bank for every 1000 equity shares of ING Vysya Bank Ltd.

Commenting on the EGM, Mr. Shailendra Bhandari, presently Managing Director and CEO said, "I am very pleased with today's vote approving our pending merger and the continued confidence and support we've received from our shareholders. We are looking forward to completing the merger process and starting a new chapter, which paves the way for superior growth of the combined entity."

Deputy CEO and CEO designate Mr. Uday Sareen said, "We are delighted that shareholders have shown overwhelming support by approving the transaction. We believe the merged entity will benefit our customers, employees and shareholders by enhancing our long-term value and competitive position."

For further information please contact: ING Vysya Bank Vinu Lal, Tel: (0)80 25005072 vinu.lal@ingvysyabank.com	Adfactors PR Diana Mary John 09916300649 diana.john@adfactorspr.com
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About ING Vysya Bank

ING Vysya Bank Ltd is a premier private sector bank with retail, private and wholesale banking platforms that serve over two million customers. With over 80 years of history in India and leveraging ING's global financial expertise, the bank offers a broad range of innovative and established products and services, across its 547 branches. The Bank, which has close to 10,000 employees, is also listed in Bombay Stock Exchange Limited and National Stock Exchange of India Limited. ING Vysya Bank was ranked among top 5 Most Trusted Brands among private sector banks in India in the Economic Times Brand Equity – Nielsen survey 2011.

For more information, visit www.ingvysyabank.com

ING is a global financial institution of Dutch origin, offering banking, investments, life insurance and retirement services to meet the needs of a broad customer base. With more than 82,000 employees, ING serves over 61 million private, corporate and institutional customers in over 40 countries in Europe, North America and Latin America, Asia and Australia.