

Secretarial Department
Phone (Gen) : 080 – 25005754
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E mail : sharecare@ingvysyabank.com
CIN: L85110KA1930PLC000124

SECL/Postal Ballot/ **691** /2014-15

September 04, 2014

~~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: Intimation pursuant to Clause 35A of the Listing Agreement

Please find enclosed the Intimation under clause 35A of the Listing Agreement in relation to declaration of results of Postal Ballot on September 04, 2014.

The voting results are disclosed in the enclosure in the format prescribed under clause 35A of the Listing Agreement.

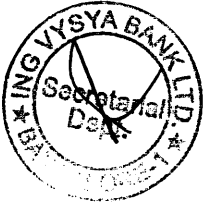
This is for your kind information and records.

Thanking you,

Yours faithfully,

(M V S Appa Rao)
Corporate Secretary

Encl: As above



ING Vysya Bank Limited
 Regd. & Corp. Office, No.22, M.G.Road, Bangalore – 560 001
sharecare@ingvysyabank.com | www.ingvysyabank.com
 CIN: L85110KA1930PLC000124

Intimation pursuant to Clause 35A of the Listing Agreement in relation to Postal Ballot Exercise of ING Vysya Bank Limited

SLNO	DESCRIPTION					
A	DATE OF AGM			Not Applicable		
B	BOOK CLOSURE DATE			July 18, 2014		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			30626		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			Not Applicable, NO. OF SHAREHOLDERS VOTED THROUGH EITHER POSTAL BALLOT OR THROUGH E-VOTING - 615		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	NA	NA	NA	NA	NA
	PUBLIC	NA	NA	NA	NA	NA
	TOTAL	NA	NA	NA	NA	NA
E	No. of shareholders attended the meeting through Video conferencing : Not Applicable on Postal Ballot					



In case of Postal Ballot and E-voting:

1. Special Resolution – Consent for borrowing powers of the Board beyond the aggregate of paid up capital and free reserves of the Bank pursuant to Section 180(1) (c) of Companies Act, 2013

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	81309779	37088683	45.61%	37088683	0	100%	0%
Public – Institutional holders	82540325	48859020	59.19%	48859020	0	100%	0%
Public-Others	26073099	2139332	8.21%	2133520	5812	99.73%	0.27%
Total	189923203	88087035		88081223	5812		

2. Special Resolution – Issue of Securities through private placement

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	81309779	37088683	45.61%	37088683	0	100%	0%
Public – Institutional holders	82540325	48859020	59.19%	48859020	0	100%	0%
Public-Others	26073099	2134948	8.19%	2127981	6967	99.67%	0.33%
Total	189923203	88082651		88075684	6967		



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

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spnec818.com

Scrutinizer's Report - Consolidated

The Chairman
ING VYSYA BANK LIMITED
ING Vysya House',
No. 22, M. G. Road,
Bangalore - 560 001

Dear Sir,

1. I, S P Nagarajan, Company Secretary in practice, having been appointed as a scrutinizer by **ING VYSYA BANK LIMITED** (the Bank) for the purpose of scrutinizing the postal ballot voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, hereby issue a combined report on the postal ballot - physical and e-voting - on the resolution contained in the Notice of the Postal Ballot of **ING VYSYA BANK LIMITED** dated 22nd July 2014.

Item Number of the Notice - Special Resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Item No. 1 Consent for borrowing powers of the Board beyond the aggregate of paid up capital and free reserves of the Bank pursuant to Section 180(1)(c) of Companies Act, 2013.	88081223	99.99	5812	0.01	88087035	100
Item No. 2 Issue of Securities through private placement.	88075684	99.99	6967	0.01	88082651	100



There were 112 invalid Postal Ballot Forms totaling 50,223 Votes.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the two Special Resolutions under Section 180 (1) (c) and Section 42 of the Companies Act, 2013 respectively through Postal Ballot under Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956) including e-voting specified under Section 108 of the Companies Act, 2013, read with rules thereunder, with regard to the Item Numbers mentioned in the Notice of the Postal Ballot as PASSED with requisite majority by the Shareholders of the Bank.

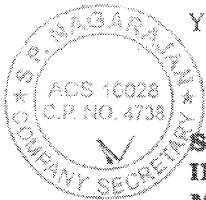
I further report that the Corporate Secretary of the Bank, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on Thursday, 4th September 2014 at 5:30 p.m. at the Registered Office at 'ING Vysya House', No. 22, M. G. Road, Bangalore - 560 001 and also the results of the postal ballot may be displayed at the Registered Office and also communicated to the Stock Exchange on which the Bank's Equity Shares are listed as stated in the Notice of Postal Ballot.

I further report that as per the Companies (Management and Administration) Rules, 2013, the Bank has complied with all the provisions of the Rules. I further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, DP ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers which were in my safe custody have been handed over to the Bank for needful.

I hereby thank the Bank for providing me an opportunity to act as the Scrutinizer for the Postal Ballot (both Physical and by Electronic Voting System).

Thanking You

Yours Faithfully,



S. P. NAGARAJAN

ING VYSYA BANK LIMITED'S SCRUTINIZER FOR E- VOTING AND POSTAL BALLOT
MEMBERSHIP NO. ACS 10028
CP.NO.4738

Place: Bangalore
Date: 04.09.2014

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

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
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Scrutinizer's Report - E-Voting
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014]

The Chairman
ING VYSYA BANK LIMITED
'ING Vysya House',
No. 22, M. G. Road,
Bangalore - 560 001

Dear Sir,

1. I, S P Nagarajan, a Company Secretary in practice, was appointed by **ING VYSYA BANK LIMITED** (the Bank) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014] (Rules) on the resolutions contained in Postal Ballot Notice.
2. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Monday, 1st September 2014 (9.00 AM) to Tuesday, 2nd September 2014 (6.00 PM)
 - ii. The members of the Bank as on the "cut-off" date i.e. 18th July, 2014, were entitled to vote on the resolutions (item Nos. 1 and 2 as set out in the Postal Ballot Notice)
 - iii. The votes cast were unblocked on 3rd September 2014 in the presence of 2 witnesses, Ms. Priyanka Sethia & Ms. Pallavi B Kaveri, Member of Institute of Company Secretaries of India who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Ms. Priyanka Sethia
Membership No: A34049


Name: Ms. Pallavi B Kaveri
Membership No: A29196



- iv. Thereafter the details containing *inter alia* of Equity Share Holders, who voted "for", "against" the resolutions, that was put to vote, was generated from the e-voting website <http://evoting.karvy.com> and based on such report generated, the result of the e-voting is as under:

SPECIAL BUSINESS:

Item No. 1:

Reference to the Companies Act, 2013	Description of the resolution	Type of Resolution
180 (1) (c)	Consent for borrowing powers of the Board beyond the aggregate of paid up capital and free reserves of the Bank pursuant to Section 180(1)(c) of Companies Act, 2013.	Special Resolution

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
163	49963068	100

(ii) Voted **in favour** of the resolution

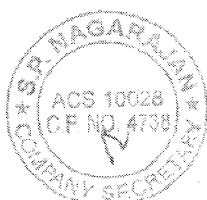
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
161	49963065	99.999

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	3	0.001

(iv) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 2:

Reference to the Companies Act, 2013	Description of the resolution	Type of Resolution
42	Issue of Securities through Private Placement	Special Resolution

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
163	49963068	100

(ii) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
162	49963066	99.999

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2	0.001

(iv) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



S. P. NAGARAJAN
COMPANY SECRETARY

I hereby thank the Bank for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Thanking You

Yours Faithfully,




S.P. NAGARAJAN
ING VYSYA BANK LIMITED'S SCRUTINIZER FOR E- VOTING
MEMBERSHIP NO. ACS 10028
CP.NO.4738

Place: Bangalore
Date: 04.09.2014

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

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www.spncs818.com

Scrutinizer's Report – Postal Ballot – Physical Voting
[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the
Companies (Management and Administration) Rules, 2014]

The Chairman
ING Vysya Bank Limited
'ING Vysya House',
No. 22, M. G. Road,
Bangalore – 560 001

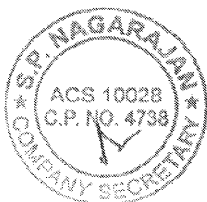
Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **"ING Vysya Bank Limited"** (hereinafter referred to as 'the Bank') on 22nd July 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers – physical documents - in respect of the following resolution:

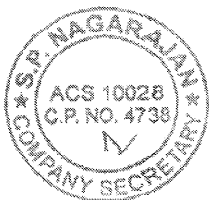
Reference to the Companies Act, 2013	Description of the resolutions	Type of Resolution
180 (1) (c)	Consent for Borrowing Power of the Board beyond the aggregate of paid up capital and free reserves of the Bank pursuant to Section 180(1)(c) of Companies Act, 2013.	Special Resolution
42	Issue of Securities through Private Placement	Special Resolution

I submit my report as detailed hereunder:

1. The notice dated 22nd July 2014 under Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), regarding Postal Ballot was issued individually to all the shareholders and the notices were dispatched on 1st August 2014 by e-mail and courier.



2. The postal ballot notice dispatched to the shareholders stated that all postal ballot forms received up to the closure of working hours on 2nd September 2014 the last date and time fixed by the Bank for receipt of the forms, according to Section 110 of the Companies Act, 2013 will be considered.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. Particulars of all the postal ballot forms received from the members were entered in a register separately maintained for the purpose.
5. All the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.
6. All postal ballot forms received up to Tuesday, 2nd September 2014 up to the close of working hours (18.00 hrs) were scrutinized by me.
7. The postal ballot envelopes were opened on 3rd September 2014 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Bank /list of beneficiaries as on 18th July, 2014.
8. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.
9. I have handed over the postal ballot forms and related papers/registers and records to the Corporate Secretary of the Bank along with the Reports.



10. The results of the postal ballot forms are as follows:

Table-A:

Resolution Number 1

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	452	82368190
• Valid Postal Ballot Forms	409	38123967
• Invalid Postal Ballot Forms	43	22912

Resolution Number 2

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	452	82368190
• Valid Postal Ballot Forms	383	38119583
• Invalid Postal Ballot Forms	69	27311

• **Reasons for invalid entries:**

✓	Unsigned Postal Ballot
✓	Discrepancy in signature
✓	Votes cast both in favour and also against the resolution
	The ballot paper is received in torn or defaced or mutilated condition to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds

Consequently Invalid Postal Ballots were not taken into account for voting.



The particulars of the valid postal ballot forms received depicting the assent and dissent of the shareholders for the purpose of seeking their approval for the above referred resolutions by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), read with the Companies (Management and Administration) Rules, 2013 are elucidated herein below:

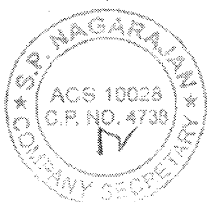
Table E:

Resolution Number 1

Particulars	Consent for Borrowing Power of the Board beyond the aggregate of paid up capital and free reserves of the Bank pursuant to Section 180(1)(c) of Companies Act, 2013		
	No. of Ballot Forms	No of shares (votes)	% on total shares (votes) received
Assent	363	38118158	99.98
Dissent	46	5809	0.02
Total	409	38123967	100

Resolution Number 2

Particulars	Issue of Securities through private placement		
	No. of Ballot Forms	No of shares (votes)	% on total shares (votes) received
Assent	331	38112618	99.98
Dissent	52	6965	0.02
Total	383	38119583	100

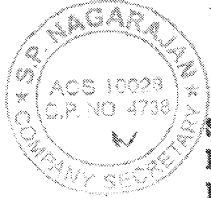


S. P. NAGARAJAN
COMPANY SECRETARY

I hereby thank the Bank for providing me an opportunity to act as the Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,



S.P. NAGARAJAN
ING VYSYA BANK LIMITED'S SCRUTINIZER FOR POSTAL BALLOT
MEMBERSHIP NO. 10028
CP.NO.4738

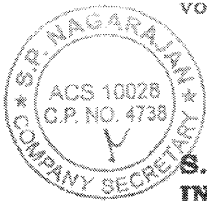
Place: Bangalore
Date: 04.09.2014

ING VYSYA BANK LIMITED

SUMMARY OF POSTAL BALLOT

RESOLU TION NUMBER	PARTICULARS	NO. OF POSTAL BALLOT FORMS RECEIVED (1)	NO. OF INVALID POSTAL BALLOT FORMS (2)	NO.OF VALID POSTAL BALLOT FORMS (1-2)	TOTAL VOTES RECEIVED	NO. OF VOTES IN FAVOUR	NO.OF VOTES AGAINST
1	Consent for Borrowing Power of the Board beyond the aggregate of paid up capital and free reserves of the Bank pursuant to Section 180(1)(c) of Companies Act, 2013	452	43	409	82368190	38118158*	5809
2	Issue of Securities through private placement	452	69	383	82368190	38112618*	6965

*After complying with Section 12(2) of the Banking Regulation Act, 1949 which provides that no shareholder holding shares in a banking company shall, in respect of any shares held by him, exercise voting rights (on poll) in excess of ten per cent of the total voting rights of all the shareholders of the banking company.



S.P. NAGARAJAN
ING VYSYA BANK LIMITED'S SCRUTINIZER FOR POSTAL BALLOT
MEMBERSHIP NO. 10028
CP.NO.4738

Place: Bangalore
Date: 04.09.2014