KVB Karur Vysya Bank
Smart way to bank

IRC: F-48: 83 : 961 :2016 22.07.2016

The Manager,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra- Kurla Complex,
Bandra (East),
Mumbai 400 051

Sir,

Reg: Outcome of the Annual General Meeting and disclosure under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015

This is to inform you that the 97th Annual General Meeting of the members of the Bank was held on 21st July 2016 at 10.00 A.M at the Registered Office of the Bank.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015, we enclose a copy of the voting results of the 97th Annual General Meeting along with Scrutinizer's report.

It may please be noted that all the resolutions were ordinary resolutions and passed by majority.

Please take on record of the same.

Yours faithfully,

R Kannan
Company Secretary &
Deputy General Manager

KVB 100 YEARS OF SMART BANKING

THE KARUR VYSYA BANK LIMITED
Investor Relations Cell, Registered & Central Office,
Erode Road, LNS Post, Karur - 639 002
✆ : 04324 - 269444 D: 227133
Fax: 225700/205595
email: kvbshares@kvbmail.com
Website: www.kvb.co.in
CIN : L65110TN1916PLC001295

| THE KARUR VYSYA BANK LTD<br>97TH ANNUAL GENERAL MEETING | | |
|---|---|---|
| Details of Voting Results | | |
| Sr. no | Particulars | Details |
| 1 | Date of AGM | 21.07.2016 |
| 2 | Total number of shareholders as on record date (cut-off date for voting that is July, 14 2016) | 78605 |
| 3 | No. of Persons present in the meeting either in person or through proxy | |
| | Promoters and Promoter's Group | 12 |
| | Public | 552 |
| 4 | No. of Shareholders attended the meeting through video conferencing | |
| | Promoters and promoter's Group | Not Applicable |
| | Public | Not Applicable |



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| Resolution required : (Ordinary/Special) **Agenda No: 01** | Ordinary - Adoption of the Audited Balance Sheet and Profit & Loss Account for the year ended March 31,2016 and the reports of the Board of Directors of the Bank and Auditors thereon. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| Public – Non-Institutions | E-Voting | 65781334 | 5502075 | 8.36 | 5502039 | 36 | 100.00 | 0.00 |
| | Poll | | 678076 | 0.71 | 674280 | 3796 | 99.44 | 0.56 |
| | Physical Ballot | | 13136059 | 19.97 | 13136034 | 25 | 100.00 | 0.00 |
| | Total | 65781334 | 19316210 | 29.04 | 19312353 | 3857 | 99.98 | 0.02 |
| Total | | 121864454 | 52631241 | 43.19 | 52627384 | 3857 | 99.99 | 0.01 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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|---|---|
| Resolution required : (Ordinary/Special) **Agenda No: 02** | Ordinary - Declaration of Final Dividend on equity shares. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| Public – Non-Institutions | E-Voting | 65781334 | 5502363 | 8.37 | 5502303 | 60 | 100.00 | 0.00 |
| | Poll | | 676786 | 0.71 | 672990 | 3796 | 99.44 | 0.56 |
| | Physical Ballot | | 13135071 | 19.97 | 13135046 | 25 | 100.00 | 0.00 |
| | Total | 65781334 | 19314220 | 29.04 | 19310339 | 3881 | 99.98 | 0.02 |
| Total | | 121864454 | 52629251 | 43.19 | 52625370 | 3881 | 99.99 | 0.01 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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| Resolution required : (Ordinary/Special) **Agenda No: 03** | Ordinary - Appointment of Director in the place of Shri A J Suriyanarayana who retires by rotation and being eligible, offers himself for reappointment. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | Yes |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| Public – Non-Institutions | E-Voting | 65781334 | 5500558 | 8.36 | 5490505 | 10053 | 99.82 | 0.18 |
| | Poll | | 677130 | 0.71 | 673334 | 3796 | 99.44 | 0.56 |
| | Physical Ballot | | 13135065 | 19.97 | 13110485 | 24580 | 99.81 | 0.19 |
| | Total | 65781334 | 19312753 | 29.04 | 19274324 | 38429 | 99.80 | 0.20 |
| Total | | 121864454 | 52627784 | 43.19 | 52589355 | 38429 | 99.93 | 0.07 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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| Resolution required : (Ordinary/Special) **Agenda No: 04** | Ordinary - Appointment of Director in the place of Shri M K Venkatesan who retires by rotation and being eligible, offers himself for reappointment. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | Yes |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31822632 | 14354 | 99.96 | 0.05 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31822632 | 14354 | 99.95 | 0.05 |
| Public – Non-Institutions | E-Voting | 65781334 | 5500758 | 8.36 | 5490656 | 10102 | 99.82 | 0.18 |
| | Poll | | 675512 | 0.71 | 672316 | 3196 | 99.53 | 0.47 |
| | Physical Ballot | | 13135065 | 19.97 | 13110490 | 24575 | 99.81 | 0.19 |
| | Total | 65781334 | 19311335 | 29.04 | 19273462 | 37873 | 99.80 | 0.20 |
| Total | | 121864454 | 52626366 | 43.18 | 52574139 | 52227 | 99.90 | 0.10 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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|---|---|
| Resolution required : (Ordinary/Special) **Agenda No: 05** | Ordinary - Appointment of Statutory Auditors and fixing of their remuneration. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31733614 | 103372 | 99.68 | 0.32 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31733614 | 103372 | 99.68 | 0.32 |
| Public – Non-Institutions | E-Voting | 65781334 | 5500986 | 8.36 | 5499984 | 1002 | 99.98 | 0.02 |
| | Poll | | 651349 | 0.67 | 647581 | 3768 | 99.42 | 0.56 |
| | Physical Ballot | | 13135065 | 19.97 | 13134940 | 125 | 100.00 | 0.00 |
| | Total | 65781334 | 19287400 | 29.00 | 19282505 | 4895 | 99.97 | 0.03 |
| Total | | 121864454 | 52602431 | 43.16 | 52494164 | 108267 | 99.79 | 0.21 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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|---|---|
| Resolution required : (Ordinary/Special) **Agenda No: 06** | Ordinary - Appointment of Branch Auditors of the Bank and fixing their remuneration. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31805486 | 31500 | 99.90 | 0.10 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31805486 | 31500 | 99.90 | 0.10 |
| Public – Non-Institutions | E-Voting | 65781334 | 5500075 | 8.36 | 5499074 | 1001 | 99.98 | 0.02 |
| | Poll | | 672439 | 0.70 | 668671 | 3768 | 99.44 | 0.56 |
| | Physical Ballot | | 13135065 | 19.97 | 13134940 | 125 | 100.00 | 0.00 |
| | Total | 65781334 | 19307579 | 29.03 | 19302685 | 4894 | 99.97 | 0.03 |
| Total | | 121864454 | 52622610 | 43.18 | 52586216 | 36394 | 99.93 | 0.07 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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| Resolution required : (Ordinary/Special) **Agenda No: 07** | Ordinary - Appointment of Shri B Swaminathan as Part-time Chairman (Non-Executive Independent) of the Bank. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31750320 | 86666 | 99.73 | 0.27 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31750320 | 86666 | 99.73 | 0.27 |
| Public – Non-Institutions | E-Voting | 65781334 | 5501945 | 8.36 | 5496753 | 5192 | 99.91 | 0.09 |
| | Poll | | 675596 | 0.71 | 671598 | 3998 | 99.41 | 0.59 |
| | Physical Ballot | | 13135065 | 19.97 | 13129916 | 5149 | 99.96 | 0.04 |
| | Total | 65781334 | 19312606 | 29.04 | 19298267 | 14339 | 99.93 | 0.07 |
| Total | | 121864454 | 52627637 | 43.19 | 52526632 | 101005 | 99.81 | 0.19 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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|---|---|
| Resolution required : (Ordinary/Special) **Agenda No: 08** | Ordinary - Appointment of Shri M V Srinivasamoorthi as a Non-Executive Director of the Bank. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | Yes |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| Public – Non-Institutions | E-Voting | 65781334 | 5501507 | 8.36 | 5495021 | 6486 | 99.88 | 0.12 |
| | Poll | | 681171 | 0.71 | 677173 | 3998 | 99.41 | 0.59 |
| | Physical Ballot | | 13135065 | 19.97 | 13112716 | 22349 | 99.83 | 0.17 |
| | Total | 65781334 | 19317743 | 29.04 | 19284910 | 32833 | 99.83 | 0.17 |
| Total | | 121864454 | 52632774 | 43.19 | 52599941 | 32833 | 99.94 | 0.06 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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|---|---|
| Resolution required : (Ordinary/Special) **Agenda No: 09** | Ordinary - Appointment of Smt CA K L Vijayalakshmi as a Non-Executive Independent Director of the Bank. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| Public – Non-Institutions | E-Voting | 65781334 | 5502335 | 8.37 | 5498803 | 3532 | 99.94 | 0.06 |
| | Poll | | 676855 | 0.71 | 672857 | 3998 | 99.41 | 0.59 |
| | Physical Ballot | | 13135065 | 19.97 | 13130016 | 5049 | 99.96 | 0.04 |
| | Total | 65781334 | 19314255 | 29.04 | 19301676 | 12579 | 99.93 | 0.07 |
| Total | | 121864454 | 52629286 | 43.19 | 52616707 | 12579 | 99.98 | 0.02 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

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|---|---|
| Resolution required : (Ordinary/Special) **Agenda No: 10** | Ordinary - Appointment of Dr K S Ravichandran as a Non-Executive Independent Director of the Bank. |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes Against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 2601278 | 82268 | 3.16 | 82268 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 1395777 | 53.66 | 1395777 | 0 | 100.00 | 0.00 |
| | Total | 2601278 | 1478045 | 56.82 | 1478045 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Physical Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 53481842 | 31836986 | 59.53 | 31836986 | 0 | 100.00 | 0.00 |
| Public – Non-Institutions | E-Voting | 65781334 | 5500358 | 8.36 | 5497164 | 3194 | 99.94 | 0.06 |
| | Poll | | 680998 | 0.71 | 677000 | 3998 | 99.41 | 0.59 |
| | Physical Ballot | | 13134965 | 19.97 | 13129916 | 5049 | 99.96 | 0.04 |
| | Total | 65781334 | 19316321 | 29.04 | 19304080 | 12241 | 99.94 | 0.06 |
| Total | | 121864454 | 52631352 | 43.19 | 52619111 | 12241 | 99.98 | 0.02 |

THE KARUR VYSYA BANK LIMITED IRC CO KARUR

**CS SOLAIYAPPAN S**
B.Com., D.B.M., ACS,
Practising Company Secretary

# REPORT OF SCRUTINIZER

To

The Chairman,
The Karur Vysya Bank Limited,
Central Office, Erode Road,
Karur – 639 002.

Dear Sir,

**Report of the Scrutinizer pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015.**

I, S. Solaiyappan, Practising Company Secretary, having office at No 25/11-A4, Guru Ragavendra Nagar, Yerikkarai Road, Reddiyur, Salem - 636 004 being appointed as the Scrutinizer by the Board of Directors of The Karur Vysya Bank Ltd., (the Bank) for the purpose of scrutinizing the voting and remote e-voting process in a fair and transparent manner in respect of the below mentioned Resolutions placed at the 97th Annual General Meeting(Meeting) of the Equity shareholders of the Bank held on 21st July, 2016 at 10 A.M. at the Registered and Central Office of the Bank, Erode Road, Karur - 639 002, submit my report as under:

1. (i) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and in Compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank has provided the remote e-voting facility to its members holding shares in physical or dematerialized form as on the cut off date to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice. The Bank has engaged the services of National Security Depository Services Limited (NSDL) for the purpose of providing e-voting facility to all its members.

CS SOLAIYAPPAN. S CP 3573 Practising Company Secretary

Office & Resi. Address : No. 25/11A-4, Guru Raghavendra Nagar,Yerikkarai Road, Reddiyur, Salem - 636 004.
Tel : 0427-2441050, Mobile : 94426-20009 & 98431-50006, e-mail : solaioffice@yahoo.co.in, solaioffice@gmail.com

(ii) Further for those members, who do not have access to e-voting facility, the Bank has offered to them Physical Ballot Form to send their assent or dissent in writing on physical ballot through post to facilitate e-voting provided under Section 108 of the Companies Act, 2013.

(iii) Further in terms of the Companies (Management and Administration) Amendment Rules, 2015, the Bank has also offered the facility of voting by way of physical ballot at the venue of the Annual General Meeting to the Members who attended the meeting on 21.07.2016 and who have not cast their votes by remote e-voting or physical ballot, for all the businesses specified in the Notice.

2. The equity shareholders holding shares as on 14thJuly 2016, being the "cut off date" were entitled to vote on the Resolutions stated in the Notice of the 97th Annual General Meeting of the Bank.

3. In accordance with the Notice of the 97th Annual General Meeting of the Bank dated 09/06/2016 sent to the shareholders and the 'Advertisement' published pursuant to the Rule 20 (4) (V) of the Companies (Management and Administration) Amendment Rules, 2015 on 29th June 2016 in Business Standard all over India editions in English and 29th June 2016 in Dinamalar Trichy edition, in Tamil (Vernacular Language), the E-voting opened at 10.00 A.M. on 16th July 2016 and remained open up to 5.00 P.M. on 20th July 2016.

4. As stated in para 1(ii) with respect to the voting by Physical Ballot, the Physical Ballot Forms were dispatched to the Shareholders of the Bank with the Notice of the 97th Annual General Meeting of the Bank along with the self addressed postage prepaid envelopes to enable the members desiring to exercise their votes by means of Physical Ballot through post. As per the instruction contained in the Notice, the members are required to send the Physical Ballot Forms to reach the Scrutinizer not later than 5.00 P.M. on 20.07.2016, which is the last date and time.

5. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Physical Ballot Forms provided at the Meeting to all those members who were present at the Meeting but have not cast their votes by availing the remote e - voting or physical ballot voting through Post.



6. (i) After the conclusion of voting at the Meeting, the locked Ballot Boxes were unlocked in my presence and the Physical Ballot Forms were diligently scrutinized and reconciled with the Records maintained by the Registrar and Transfer Agents of the Bank.

   (ii) I, thereafter, first counted the votes polled at the Meeting and also counted the votes received through physical ballot forms (postal) and later unblocked the votes cast through remote e-voting at 2.42 P.M. on 21st July, 2016 in the presence of Mr. L Vinoth Kumar and Mr. Prasana Aditya P who are not the employees of the Bank and who have signed below as witnesses to the unblocking of the votes and downloaded from the e-voting system provided by National Securities Depository Limited (NSDL) as per the procedure laid down in terms of the Companies (Management and Administration) Amendment Rules, 2015. I have taken the assistance of Mr. L Vinoth Kumar, who is well versed with the electronic voting system and who is not an employee of the Bank.

7. (i) In the Physical Ballot Voting thorugh post 14 Forms for 93708 Shares were found defective and therefore they were not taken into consideration and rejected.

   (ii) Further since one shareholder hold 1530 shares have cast votes both by physical ballot through post and through physical ballot at the venue of AGM, I have considered the voting done through physical ballot through post only and the physical ballot done at the AGM is treated as invalid and rejected.

   (iii) Further two shareholders holding 275 Shares dropped the voting done by physical ballot through post in the ballot box kept at the AGM venue and therefore the voting done is rejected.

   (iv) In the Physical Ballot Voting at the venue of the Meeting, 77 Forms for 187138 Shares were found defective for the reason neither signing and not marked and therefore they were not taken into consideration and rejected.

8. I, having collated the votes received through remote e-voting and physical ballot process ( through post) and also the votes cast at the Annual General Meeting, have furnished the details of votes polled in "Favour" or "Against" in respect of the Resolutions set forth in the Notice convening the 97th AGM, in the Annexure enclosed.



9. All the relevant records of remote electronic voting, physical ballot forms through post and ballot forms at the meeting venue and the Register will remain in my custody until the Chairman considers, approves and signs the minutes of the 97th Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of the Bank for safe custody.

Thanking You,

Yours faithfully

**CS SOLAIYAPPAN S**
**SCRUTINIZER**
Place: Karur
Date: 22.07.2016

CS S. SOLAIYAPPAN
PRACTISING COMPANY SECRETARY
ACS 1573 CP 3573
25/11A4, Guru Raghavendra Nagar,
Yerikkarai Road, Reddiyur,
SALEM - 636 004.

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com) in our presence at 2.42 P.M. on 21st July, 2016.

1. Signature:

   Name & Address:

   L Vinoth Kumar,
   No. 25/11 A-4, Guru Raghavendra Nagar,
   Yerikkari Road, Reddyur,
   Salem 636 004.

2. Signature:

   Name & Address:

   Prasana Aditya P,
   No. 25/11 A-4, Guru Raghavendra Nagar,
   Yerikkari Road, Reddyur,
   Salem 636 004.

Countersigned by the Chairman

## ANNEXURE

The Result of the total voting through Remote E-Voting, Physical Ballot (Post) and Physical Ballot Forms at the Annual General Meeting.

| No. of Resolution | Particulars of Resolution | Manner of Voting | No. of Votes Cast | | Total Shares | %Votes Cast | |
|---|---|---|---|---|---|---|---|
| | | | Favour | Against | No. of Shares | % For | % Against |
| 1 | Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution)** | Remote E-voting | 37421293 | 36 | 37421329 | 100.00 | 0.00 |
| | | Physical Ballot (Post) | 14531811 | 25 | 14531836 | 100.00 | 0.00 |
| | | Ballot Form at the AGM | 674280 | 3796 | 678076 | 99.44 | 0.56 |
| | | Total | 52627384 | 3857 | 52631241 | 99.99 | 0.01 |
| 2 | Declaration of Final Dividend on Equity Shares. **(Ordinary Resolution)** | Remote E-voting | 37421557 | 60 | 37421617 | 100.00 | 0.00 |
| | | Physical Ballot (Post) | 14530823 | 25 | 14530848 | 100.00 | 0.00 |
| | | Ballot Form at the AGM | 672990 | 3796 | 676786 | 99.44 | 0.56 |
| | | Total | 52625370 | 3881 | 52629251 | 99.99 | 0.01 |



| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3 | Appointment of Director in place of Shri A J Suriyanarayana who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)** | Remote E-voting | 37409759 | 10053 | 37419812 | 99.97 | 0.03 |
| | | Physical Ballot (Post) | 14506262 | 24580 | 14530842 | 99.83 | 0.17 |
| | | Ballot Form at the AGM | 673334 | 3796 | 677130 | 99.44 | 0.56 |
| | | Total | 52589355 | 38429 | 52627784 | 99.93 | 0.07 |
| 4 | Appointment of Director in place of Shri M K Venkatesan who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)** | Remote E-voting | 37395556 | 24456 | 37420012 | 99.93 | 0.07 |
| | | Physical Ballot (Post) | 14506267 | 24575 | 14530842 | 99.83 | 0.17 |
| | | Ballot Form at the AGM | 672316 | 3196 | 675512 | 99.53 | 0.47 |
| | | Total | 52574139 | 52227 | 52626366 | 99.90 | 0.10 |
| 5 | Appointment of Statutory Auditors and fixing their remuneration. **(Ordinary Resolution)** | Remote E-voting | 37315866 | 104374 | 37420240 | 99.72 | 0.28 |
| | | Physical Ballot (Post) | 14530717 | 125 | 14530842 | 100.00 | 0.00 |
| | | Ballot Form at the AGM | 647581 | 3768 | 651349 | 99.42 | 0.58 |
| | | Total | 52494164 | 108267 | 52602431 | 99.79 | 0.21 |



| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 6 | Appointment of Branch Auditors of the Bank and fixing their remuneration. **(Ordinary Resolution)** | Remote E-voting | 37386828 | 32501 | 37419329 | 99.91 | 0.09 |
| | | Physical Ballot (Post) | 14530717 | 125 | 14530842 | 100.00 | 0.00 |
| | | Ballot Form at the AGM | 668671 | 3768 | 672439 | 99.44 | 0.56 |
| | | Total | 52586216 | 36394 | 52622610 | 99.93 | 0.07 |
| 7 | Appointment of Shri. B. Swaminathan as Part - time Chairman (Non - Executive Independent) of the Bank. **(Ordinary Resolution)** | Remote E-voting | 37329341 | 91858 | 37421199 | 99.75 | 0.25 |
| | | Physical Ballot (Post) | 14525693 | 5149 | 14530842 | 99.96 | 0.04 |
| | | Ballot Form at the AGM | 671598 | 3998 | 675596 | 99.41 | 0.59 |
| | | Total | 52526632 | 101005 | 52627637 | 99.81 | 0.19 |
| 8 | Appointment of Shri M V Srinivasamoorthi as a Non - Executive Non-Independent Director of the Bank. **(Ordinary Resolution)** | Remote E-voting | 37414275 | 6486 | 37420761 | 99.98 | 0.02 |
| | | Physical Ballot (Post) | 14508493 | 22349 | 14530842 | 99.85 | 0.15 |
| | | Ballot Form at the AGM | 677173 | 3998 | 681171 | 99.41 | 0.59 |
| | | Total | 52599941 | 32833 | 52632774 | 99.94 | 0.06 |



| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 9 | Appointment of Smt. CA K L Vijayalakshmi as an Independent Director of the Bank. **(Ordinary Resolution)** | Remote E-voting | 37418057 | 3532 | 37421589 | 99.99 | 0.01 |
| | | Physical Ballot (Post) | 14525793 | 5049 | 14530842 | 99.97 | 0.03 |
| | | Ballot Form at the AGM | 672857 | 3998 | 676855 | 99.41 | 0.59 |
| | | Total | 52616707 | 12579 | 52629286 | 99.98 | 0.02 |
| 10 | Appointment of Shri. Dr K S Ravichandran as an Independent Director of the Bank. **(Ordinary Resolution)** | Remote E-voting | 37416418 | 3194 | 37419612 | 99.99 | 0.01 |
| | | Physical Ballot (Post) | 14525693 | 5049 | 14530742 | 99.97 | 0.03 |
| | | Ballot Form at the AGM | 677000 | 3998 | 680998 | 99.41 | 0.59 |
| | | Total | 52619111 | 12241 | 52631352 | 99.98 | 0.02 |

CS S. SOLAIYAPPAN
PRACTISING COMPANY SECRETARY
ACS 1573 CP 3573
25/11A4, Guru Raghavendra Nagar,
Yerikkarai Road, Reddiyur,
SALEM - 636 004.

# e-Voting Module

NSDL

## *Result File :104177*

| EVEN | ISIN | ISIN_NAME | START_DATE | END_DATE | RESULT_DATE | STATUS | EVEN_RATIO |
|---|---|---|---|---|---|---|---|
| 104177 | INE036D01010 | THE KARUR VYSYA BANK LIMITED EQ | 16-07-2016 | 20-07-2016 | 23-07-2016 | U | 1.00 |

| EVEN | RESOLUTION_ID | OPTION_ID | OPTION_NAME | VOTER_COUNTS | VOTE_COUNTS |
|---|---|---|---|---|---|
| 104177 | 1 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 471 | 37421293.000 |
| 104177 | 1 | 2 | I/We dissent to the resolution(Against/ No) | 4 | 36.000 |
| 104177 | 10 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 459 | 37416418.000 |
| 104177 | 10 | 2 | I/We dissent to the resolution(Against/ No) | 12 | 3194.000 |
| 104177 | 2 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 472 | 37421557.000 |
| 104177 | 2 | 2 | I/We dissent to the resolution(Against/ No) | 2 | 60.000 |
| 104177 | 3 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 458 | 37409759.000 |
| 104177 | 3 | 2 | I/We dissent to the resolution(Against/ No) | 14 | 10053.000 |
| 104177 | 4 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 452 | 37395556.000 |
| 104177 | 4 | 2 | I/We dissent to the resolution(Against/ No) | 20 | 24456.000 |
| 104177 | 5 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 457 | 37315866.000 |
| 104177 | 5 | 2 | I/We dissent to the resolution(Against/ No) | 14 | 104374.000 |
| 104177 | 6 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 459 | 37386828.000 |
| 104177 | 6 | 2 | I/We dissent to the resolution(Against/ No) | 8 | 32501.000 |
| 104177 | 7 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 451 | 37329341.000 |
| 104177 | 7 | 2 | I/We dissent to the resolution(Against/ No) | 19 | 91858.000 |
| 104177 | 8 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 458 | 37414275.000 |
| 104177 | 8 | 2 | I/We dissent to the resolution(Against/ No) | 13 | 6486.000 |
| 104177 | 9 | 1 | I/We assent to the resolution(For/ Yes/ Favour) | 462 | 37418057.000 |
| 104177 | 9 | 2 | I/We dissent to the resolution(Against/ No) | 12 | 3532.000 |

| EVEN | USER_ID | USER_NAME | RESOLUTION_ID | OPTION_I | HOLDING | VOTES | CAST_VOTE_DATE |
|---|---|---|---|---|---|---|---|

M/S SOLAIYAPPAN. S CP 3573 Practising Company Secretary