



IRC: F-48:126:1533:2016

27.10.2016

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: Postal Ballot Proceedings - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby submit the minutes of the Declaration of result of Postal Ballot regarding passing of the resolutions as set out in the Postal Ballot Notice dated September 19, 2016 by the members of the Bank.

Please take on record of the same under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,

Srinivasarao M
Chief Manager &
Asst. Company Secretary



THE KARUR VYSYA BANK LIMITED

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MINUTES OF THE DECLARATION OF RESULT OF POSTAL BALLOT HELD ON THURSDAY 27TH OCTOBER 2016 AT 09.45 A.M AT THE REGISTERED OFFICE OF THE KARUR VYSYA BANK LIMITED, ERODE ROAD, LNS POST, KARUR-639002

Present:

Shri B SWAMINATHAN	-	CHAIRMAN
Shri K VENKATARAMAN	-	MD & CEO
Shri G RAJASEKARAN	-	DIRECTOR
Shri A J SURIYANARAYANA	-	DIRECTOR
Shri M V SRINIVASMOORTHY	-	DIRECTOR
Shri SRINIVASARAO M	-	ASST. COMPANY SECRETARY
Shri CS S SOLAIYAPPAN	-	SCRUTINIZER FOR THE POSTAL BALLOT

Background

The Board of Directors of the bank in the meeting held on 19th September 2016 decided to seek the consent of the members of the Bank through Postal Ballot process to the following resolutions.

Item No.1: Ordinary Resolution for Sub Division of 1(One) Equity Share of face value of ₹ 10/- each into 5 (Five) equity shares face value of ₹ 2/- each

Item No.2: Ordinary Resolution for Alteration of Capital Clause in the Memorandum of Association of the Bank

Item No.3: Special Resolution for Alteration of Article 3 and Article 25 of the Articles of Association of the Bank

Pursuant to Section 110 of the Companies Act, 2013 and the rules made thereunder, the Bank had sent Postal Ballot Notice along with Postal Ballot form to the members of the Bank whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Monday, the 19th September, 2016 i.e., "the cut-off date", seeking their approval.





The Bank had sent postal ballot notice dated 19.09.2016 to the members in electronic form to the email addresses registered with their Depository Participants (in case of shares held in electronic form) /M/s SKDC Consultant Services Limited, Coimbatore (in case of physical shareholding) on 26th September 2016.

For those shareholders whose email addresses are not registered, physical copies of Postal Ballot Notice, Postal Ballot Form and a postage prepaid self-addressed Business Reply Envelope was despatched through Registered Post. Voting rights reckoned on the paid up value of shares registered in the name(s) of members as on 19th September 2016.

The dispatch of aforesaid notice to the members of the bank was completed on 26.09.2016 and the newspaper advertisement to this effect was published in English and Tamil on 27.09.2016.

The Board of Directors in their meeting held on 19.09.2016, appointed Shri CS S Solaiyappan, Practicing Company Secretary, Salem, as Scrutinizer to receive and Scrutinize the completed Postal Ballot forms received from the members and for conducting the Postal Ballot process in a fair and transparent manner.

Pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder, the Bank has also provide remote e voting facility to the members through National Securities Depository Limited (NSDL) and necessary passwords for casting votes have been obtained from NSDL and intimated to the shareholders along with the postal ballot forms.

The Members were requested to return the Physical Postal Ballot forms duly completed along with the Assent (For) or Dissent (Against), so as to reach the Scrutinizer not later than the close of the working hours upto 05.00 P.M. on 26.10.2016. In case of Electronic voting, members were requested to cast their votes electronically upto 05.00 P.M. on 26.10.2016.

After due scrutiny of all the Postal ballot forms received upto the close of working hours (05.00 P.M.) on 26.10.2016 (Being the last date fixed for e-voting and voting by Postal Ballot) Shri CS S Solaiyappan, Scrutinizer submitted the report as under:





No. of Resolution	Particulars of Resolution	Manner of Voting	No. of Votes Cast		Total Shares	%Votes Cast	
			For	Against	No. of Shares	% For	% Against
1	Sub-division of 1 (One) Equity Share of face value of ₹ 10/- each into 5 (Five) Equity Shares of face value of ₹ 2/- each, pursuant to the provisions of Section 61 of the Companies Act, 2013. (Ordinary Resolution)	E-voting	37764660	3612	37768272	99.990	0.010
		Postal Ballot	7317894	74840	7392734	98.988	1.012
		Total	45082554	78452	45161006	99.826	0.174
2	Alteration of the Capital Clause 5 of the Memorandum of Association of the Bank, pursuant to the provisions of Sections 61 and 13 of the Companies Act, 2013. (Ordinary Resolution)	E-voting	37765166	2731	37767897	99.993	0.007
		Postal Ballot	7334902	54036	7388938	99.269	0.731
		Total	45100068	56767	45156835	99.874	0.126
3	Alteration of Articles 3 and 25 of the Articles of Association of the Bank pertaining to the amendments of the Authorised Capital and Qualification of Shares for Directors respectively, pursuant to the provisions of Section 14 of the Companies Act, 2013. (Special Resolution)	E-voting	37764684	5168	37769852	99.986	0.014
		Postal Ballot	7333095	55843	7388938	99.244	0.756
		Total	45097779	61011	45158790	99.865	0.135

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The Chairman after receiving the Scrutinizer's Report announced that all the following resolutions proposed in the Postal Ballot notice dated 19.09.2016, were duly passed by the members with the requisite majority and directed that the resolutions be recorded in the Minute Book recording the proceedings of the General Meetings of the Bank. Further Chairman stated that the effective date of passing of the resolutions is 27th October 2016 i.e. the date of declaration of result.

Item No.1: Ordinary Resolution for Sub Division of 1(One) Equity Share of face value of ₹ 10/- each into 5 (Five) equity shares face value of ₹2/- each:

“RESOLVED THAT pursuant to the provisions of Sections 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Bank and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authorities or bodies, the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Bank, such that each equity share having a face value of ₹ 10/- (Rupees Ten only) each be sub-divided into 5 Equity Shares having a face value of ₹ 2/- each fully paid-up with effect from the Record Date (as determined by the Board).”

“RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Bank, the Authorised, Issued, Subscribed and Paid-up Capital of face value of ₹ 10/- each, shall stand sub-divided into requisite number of equity of shares of face value of ₹ 2/- each from the Record Date and on sub-division, 5 (Five Only) Equity Shares of face value of ₹ 2/- each shall be allotted in lieu of existing 1 (one) Equity Share of ₹ 10/- each face value subject to the terms of the Memorandum and Articles of Association of the Bank and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each of the Bank”.

“RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Bank may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate of the Bank, in lieu of such existing issued share certificate(s) subject to the provisions of

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the Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective demat accounts of the beneficial owners with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Bank before sub-division as on the Record Date.”

“RESOLVED FURTHER THAT the balance options of Equity Shares of ₹ 10/- each face value available under KVB ESOS 2011 scheme shall be proportionately converted into options for Equity Shares of face value of ₹ 2/- each.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank (which expression shall also include a Committee thereof) be and is hereby authorised to fix the Record Date and to take such steps as may be considered necessary or expedient for giving effect to the said resolutions.”

“RESOLVED FURTHER that the Board of Directors of the Bank (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to MD & CEO, the Company Secretary/Asst. Company Secretary or any other officer(s) of the Bank severally for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Bank and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No.2: Ordinary Resolution for Alteration of the Capital Clause in the Memorandum of Association of the Bank

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 5 of the Memorandum of Association of the Bank be and is hereby amended and substituted with the following new Clause viz.,



The Authorised Share Capital of the Bank is ₹ 200,00,00,000/- (Rupees Two hundred Crore only) divided into 100,00,00,000 (One Hundred Crore only) equity shares of ₹ 2/- each with power to increase, reduce or modify the said Capital from time to time.”

“RESOLVED FURTHER that the Board of Directors of the Bank (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to MD&CEO, the Company Secretary/Asst. Company Secretary or any other Officer(s) of the Bank severally for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Bank and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No.3: Special resolution for Alteration in the Articles of Association of the Bank

“RESOLVED THAT pursuant to the provisions of Section 14 and applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Article 3 and Article 25 of the Articles of Association of the Bank be and are hereby amended and substituted by the following new Articles.”

ARTICLE 3:

3. The Authorised Capital of the Bank shall be as stated in Clause 5 of the Memorandum of Association of the Bank.

ARTICLE 25:

25. The qualification of every director shall be, his/her holding in his / her own name, not less than 2,500 Equity Shares of ₹ 2/- each in the share capital of the Bank.


Provided that nothing in this article shall apply to the Directors appointed by Reserve Bank of India.

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Provided further that the Executive Chairman or Managing Director/Chief Executive Officer shall not be required to hold any qualification shares.

“RESOLVED FURTHER that the Board of Directors of the Bank (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to MD&CEO, the Company Secretary/Asst. Company Secretary or any other officer(s) of the Bank severally for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Bank and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”



Chairman

Date: 27.10.2016

Place: Karur

