

Voting Results for the 95<sup>th</sup> Annual General Meeting of the Bank held on 23.07.2014

Date of the Annual General Meeting	23 <sup>rd</sup> July, 2014
Total number of shareholders	71,647
Number of shareholders present in the Annual General Meeting in person or through proxy	214
a) Promoter and Promoter Group	9
b) Public	205
Number of shareholders who attended the meeting through Video Conferencing	Not Applicable

(Agenda – wise)

Item No	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of voting (show of hands / Poll / Postal Ballot / E voting)
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon	Ordinary	Postal Ballot & E voting. Carried by Majority
2	Declaration of Dividend on equity shares	Ordinary	Postal Ballot & E voting. Carried by Majority
3	Appointment of Director in place of Shri A J Suriyanarayana who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Postal Ballot & E voting. Carried by Majority
4	Appointment of Auditors and fixing of their remuneration	Ordinary	Postal Ballot & E voting. Carried by Majority
5	Appointment of Branch Auditors of the Bank and fixing their remuneration	Ordinary	Postal Ballot & E voting. Carried by Majority
6	Re-appointment of Shri K P Kumar as (Part-time) Non-Executive – Independent Chairman of the Bank	Ordinary	Postal Ballot & E voting. Carried by Majority
7	Re-appointment of Shri K Venkataraman as MD&CEO of the Bank	Ordinary	Postal Ballot & E voting. Carried by Majority
8	Appointment of Shri K K Balu as an Independent Director of the Bank	Ordinary	Postal Ballot & E voting. Carried by Majority
9	Appointment of Shri N S Srinath as an Independent Director of the Bank	Ordinary	Postal Ballot & E voting. Carried by Majority
10	Appointment of Shri B Swaminathan as an Independent Director of the Bank	Ordinary	Postal Ballot & E voting. Carried by Majority
11	Appointment of Dr V G Mohan Prasad as an Independent Director of the Bank	Ordinary	Postal Ballot & E voting. Carried by Majority
12	Alteration of Articles of Association of the Bank	Special	Postal Ballot & E voting. Carried by requisite Majority





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 (3) (xi) of the Companies (Management and Administration) Rules, 2014.**

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I, S. Solaiyappan, Practising Company Secretary, having office at No 25/11-A4, Guru Ragavendra Nagar, Opp to Sivaya Nagar 1<sup>st</sup> Main Street, 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 voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 95<sup>th</sup> Annual General Meeting of the Equity shareholders of the Bank to be held on 23<sup>rd</sup> July 2014 at 10 a.m. at the Registered and Central Office, Erode Road, Karur 639 002, submit my report as under:

1. In accordance with the Notice of the 95<sup>th</sup> Annual General Meeting of the Bank dated 15/06/2014 sent to the shareholders and the 'Advertisement' published pursuant to the Rule 20 (3) (V) of the Companies (Management and Administration) Rules, 2014 on 10/07/2014 in "Business Standard" in English and Dinamalar in Tamil, the E-voting opened at 9.30 a.m. on 16<sup>th</sup> July 2014 and remained open up to 5.30 p.m. on 18<sup>th</sup> July 2014.
2. The equity shareholders holding shares as on 20<sup>th</sup> June 2014, "cut off date" were entitled to vote on the resolutions stated in the Notice of the 95<sup>th</sup> Annual General Meeting of the Bank.
3. The votes were unblocked /considered at 12.11 p.m. on 21st July 2014 in the presence of Mr. L Vinoth Kumar and Mr. K Meivannan , who are not employees of the Bank and who have signed below as witnesses to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For and Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) and the same are being handed over to the Company Secretary of the Bank.
5. The Bank has also provided to the shareholders, who do not have access to the e-voting facility, to send their assent or dissent in writing on a postal ballot, in terms of the mandatory provisions of Clause 35 B of the Listing Agreement entered into with the National Stock Exchange. The postal ballot forms were dispatched to the shareholders along with the Notice of the 95<sup>th</sup> Annual General Meeting of the Bank along with the postage pre-paid, self addressed envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 20.06.2014. The last date for receipt of the physical ballot forms was on 18.07.2014 at 5.30 p.m. The physical Ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Bank.





6. In tune with the instructions contained in the Instructions given for e-voting and postal ballot voting sent along with the Notice dated -15.06.2014, in respect of members who have voted in both modes (i.e. Physical Form and through E-voting), I have considered only e-voting by not reckoning the voting done through Physical Ballot Form. The number of such cases comes to Three (3).
7. 6 (six) Ballot forms, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately.
8. I have collated the votes received through E-voting and through Postal Ballot Process and the same has been furnished hereunder.

The result of the e-voting and the ballot forms (received by post/hand delivery) are as under:

Resolution	Particulars	Mode	Votes in		Total Shares	Votes Casted	
			Favour	Against	Shares	% For	% Against
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)	E-voting	12891731	437	12892168	99.997	0.003
		Ballot	11967074	1184	11968258	99.99	0.01
		<b>Total</b>	<b>24858805</b>	<b>1621</b>	<b>24860426</b>	<b>99.993</b>	<b>0.007</b>
2	Declaration of Dividend on equity shares (Ordinary Resolution)	E-voting	12867588	35147	12902735	99.728	0.272
		Ballot	11968258	0	11968258	100	0
		<b>Total</b>	<b>24835846</b>	<b>35147</b>	<b>24870993</b>	<b>99.859</b>	<b>0.141</b>
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)	E-voting	12428175	474560	12902735	96.322	3.678
		Ballot	11966333	1815	11968148	99.985	0.015
		<b>Total</b>	<b>24394508</b>	<b>476375</b>	<b>24870883</b>	<b>98.085</b>	<b>1.915</b>
4	Appointment of Auditors and fixing of their remuneration (Ordinary Resolution)	E-voting	12590820	311748	12902568	97.584	2.416
		Ballot	11968036	222	11968258	99.998	0.002
		<b>Total</b>	<b>24558856</b>	<b>311970</b>	<b>24870826</b>	<b>98.746</b>	<b>1.254</b>
5	Appointment of Branch Auditors of the Bank and fixing their remuneration (Ordinary Resolution)	E-voting	12590870	311748	12902618	97.584	2.416
		Ballot	11968036	222	11968258	99.998	0.002
		<b>Total</b>	<b>24558906</b>	<b>311970</b>	<b>24870876</b>	<b>98.746</b>	<b>1.254</b>

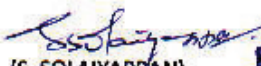


6	Re-appointment of Shri K P Kumar as (Part-Time) Non-Executive - Independent Chairman of the Bank (Ordinary Resolution)	E-voting	12859569	43141	12902710	99.666	0.334
		Ballot	11966212	1936	11968148	99.984	0.016
		Total	24825781	45077	24870858	99.819	0.181
7	Re-appointment of Shri K Venkataraman as MD & CEO of the Bank (Ordinary Resolution)	E-voting	12901153	1582	12902735	99.988	0.012
		Ballot	11966671	1477	11968148	99.988	0.012
		Total	24867824	3059	24870883	99.988	0.012
8	Appointment of Shri K K Balu as an Independent Director of the Bank (Ordinary Resolution)	E-voting	12900604	1371	12901975	99.989	0.011
		Ballot	11965075	3073	11968148	99.974	0.026
		Total	24865679	4444	24870123	99.982	0.018
9	Appointment of Shri N S Srinath as an Independent Director of the Bank (Ordinary Resolution)	E-voting	12898952	3081	12902033	99.976	0.024
		Ballot	11964935	3073	11968008	99.974	0.026
		Total	24863887	6154	24870041	99.975	0.025
10	Appointment of Shri B Swaminathan as an Independent Director of the Bank (Ordinary Resolution)	E-voting	9409041	3492817	12901858	72.928	27.072
		Ballot	11964935	3073	11968008	99.974	0.026
		Total	21373976	3495890	24869866	85.943	14.057
11	Appointment of Dr V G Mohan Prasad as an Independent Director of the Bank (Ordinary Resolution)	E-voting	12900528	1630	12902158	99.987	0.013
		Ballot	11964925	3083	11968008	99.974	0.026
		Total	24865453	4713	24870166	99.981	0.019
12	Alteration of Articles of Association of the Bank (Special Resolution)	E-voting	12901007	941	12901948	99.993	0.007
		Ballot	11963922	4336	11968258	99.964	0.036
		Total	24864929	5277	24870206	99.979	0.021

9. All relevant records of electronics voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 95<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of The Karur Vysya Bank Ltd., for safe custody.

Thanking You,

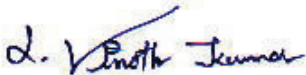
Yours faithfully

  
(S. SOLAIYAPPAN)  
SCRUTINIZER  
21.07.2014

**S. SOLAIYAPPAN**  
PRACTISING COMPANY SECRETARY  
ACS 1573 CP 3573  
25/11A4, Guru Raghavendra Nagar,  
Yerikkurai Road, Reddlyur,  
SALEM - 636 004.



We the undersigned witnesseth that the votes were unblocked/ considered from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) in our presence at 12.11 p.m. on 21<sup>st</sup> July 2014 at the office of the Scrutinizer at Salem.

1. Signature: 

Name & Address:

L Vinoth Kumar,  
25/11 A-4, Guru Raghavendra Nagar,  
Yerikkari Road, Reddyur,  
Salem 636 004.

2. Signature: 

Name & Address:

K. Meivannan,  
25/11 A-4, Guru Raghavendra Nagar,  
Yerikkari Road, Reddyur,  
Salem 636 004.

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## Ballot Details

Voting Results as of today.

**EVSN** 140625002 for The Karur Vysya Bank Limited  
**ISIN** INE036DD1010:KARURVYSYA  
**Nominal Value** 10  
**Voting Rights** 1  
**Total Folios Voted** 234

Res. No.				Total
1	12891731 (12.02%)	437 (0.00%)		12892168
2	12867588 (11.99%)	35147 (0.03%)		12902735
3	12428175 (11.58%)	474560 (0.44%)		12902735
4	12590820 (11.73%)	311748 (0.29%)		12902568
5	12590870 (11.73%)	311748 (0.29%)		12902618
6	12859589 (11.99%)	43141 (0.04%)		12902710
7	12901153 (12.02%)	1582 (0.00%)		12902735
8	12900604 (12.02%)	1371 (0.00%)		12901975
9	12898952 (12.02%)	3081 (0.00%)		12902033
10	9409041 (8.77%)	3492817 (3.26%)		12901858
11	12900528 (12.02%)	1630 (0.00%)		12902158
12	12901007 (12.02%)	941 (0.00%)		12901948

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THE KARUR VYSYA BANK LIMITED

Voting details for the business transacted at the Annual General meeting held on 23rd July, 2014

Resolution No	Promoter/ Public	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
<b>Resolution No 1 - Ordinary Resolution</b> Adoption of the audited Balance Sheet & Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.00	
	Public - Institutional holders	40873152	13369525	32.735	13369525	0	100.00	
	Public - Others	63744749	9351858	14.166	9350237	1621	99.98	0.02
	Grand Total	107293729	24860426	23.170	24858805	1621	99.99	0.01
<b>Resolution No 2 - Ordinary Resolution</b> Declaration of Dividend on equity shares	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.00	
	Public - Institutional holders	40873152	13380025	32.735	13345025	35000	99.74	0.26
	Public - Others	63744749	9351925	14.166	9351778	147	100.00	0.00
	Grand Total	107293729	24870993	23.180	24835846	35147	99.86	0.14
<b>Resolution No 3 - Ordinary Resolution</b> Appointment of Director in place of Shri A J Suriyanarayana who retires by rotation and being eligible offers himself for re-appointment	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.00	
	Public - Institutional holders	40873152	13380025	32.735	12906855	473170	96.46	3.54
	Public - Others	63744749	9351815	14.166	9348610	3205	99.97	0.03
	Grand Total	107293729	24870883	23.180	24394508	476375	98.08	1.92
<b>Resolution No 4 - Ordinary Resolution</b> Appointment of Auditors and fixing of their remuneration	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.00	
	Public - Institutional holders	40873152	13380025	32.735	13068277	311748	97.67	2.33
	Public - Others	63744749	9351758	14.166	9351536	222	100.00	0.00
	Grand Total	107293729	24870826	23.180	24558856	311970	98.75	1.25



THE KARUR VYSYA BANK LIMITED

Resolution No	Promoter/ Public	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
<b>Resolution No 5 - Ordinary Resolution</b>  Appointment of Branch Auditors of the Bank and fixing their remuneration	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.00	
	Public - Institutional holders	40873152	13380025	32.735	13068277	311748	97.67	2.33
	Public - Others	63744749	9351808	14.166	9351586	222	100.00	0.00
	Grand Total	107293729	24870876	23.180	24558906	311970	98.75	1.25
<b>Resolution No 6 - Ordinary Resolution</b>  Re-appointment of Shri K P Kumar as (Part-Time) Non-Executive - Independent Chairman of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13380025	32.735	13337455	42570	99.682	0.32
	Public - Others	63744749	9351790	14.166	9349283	2507	99.97	0.03
	Grand Total	107293729	24870858	23.180	24825781	45077	99.82	0.18
<b>Resolution No 7 - Ordinary Resolution</b>  Re-appointment of Shri K Venkataraman as MD & CEO of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13380025	32.735	13380025	0	100.000	
	Public - Others	63744749	9351815	14.166	9348756	3059	99.97	0.03
	Grand Total	107293729	24870883	23.180	24867824	3059	99.99	0.01
<b>Resolution No 8 - Ordinary Resolution</b>  Appointment of Shri K K Balu as an Independent Director of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13379465	32.735	13380025	0	100.000	
	Public - Others	63744749	9351615	14.166	9346611	4444	99.95	0.05
	Grand Total	107293729	24870123	23.179	24865679	4444	99.98	0.02





THE KARUR VYSYA BANK LIMITED

Resolution No	Promoter/ Public	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
<b>Resolution No 9 - Ordinary Resolution</b>  Appointment of Shri N S Srinath as an Independent Director of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13379465	32.735	13380025	0	100.000	
	Public - Others	63744749	9351533	14.166	9344819	6154	99.93	0.07
	Grand Total	107293729	24870041	23.179	24863887	6154	99.98	0.02
<b>Resolution No 10 - Ordinary Resolution</b>  Appointment of Shri B Swaminathan as an Independent Director of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13379465	32.735	9889049	3490976	73.909	26.09
	Public - Others	63744749	9351358	14.166	9345884	4914	99.94	0.05
	Grand Total	107293729	24869866	23.179	21373976	3495890	85.94	14.06
<b>Resolution No 11 - Ordinary Resolution</b>  Appointment of Dr V G Mohan Prasad as an Independent Director of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13379465	32.735	13380025	0	100.000	
	Public - Others	63744749	9351658	14.166	9346385	4713	99.94	0.05
	Grand Total	107293729	24870166	23.180	24865453	4713	99.98	0.02
<b>Resolution No 12 - Special Resolution</b>  Alteration of Articles of Association of the Bank	Promoter and Promoter Group	2675828	2139043	79.939	2139043	0	100.000	
	Public - Institutional holders	40873152	13379465	32.735	13380025	0	100.000	
	Public - Others	63744749	9351698	14.166	9345861	5277	99.94	0.06
	Grand Total	107293729	24870206	23.180	24864929	5277	99.98	0.02

