



The Karnataka Bank Ltd.

(Regd. & Head Office: Mahaveera Circle, Kankanady Mangaluru - 575 002.)

PROCEEDINGS OF THE 91st ANNUAL GENERAL MEETING OF THE MEMBERS OF THE KARNATAKA BANK LTD (THE BANK/THE COMPANY) HELD ON 16th JULY 2015 AT 11.30 AM AT THE REGISTERED & HEAD OFFICE OF THE BANK, MAHAVEERA CIRCLE, KANKANADY, MANGALURU-575002.

482 members and eight proxies were present in the meeting.

Details of attendance of Directors:

Messrs	Designation
Ananthkrishna	Chairman
P Jayarama Bhat	Managing Director & CEO
S V Manjunath	Independent Director and Chairman of the Nomination and Remuneration Committee
D Harshendra Kumar	Independent Director and the chairman of Stakeholders Relationship Committee
Dr H Ramamohan	Independent Director
T R Chandrasekaran	Independent Director and Chairman of the Audit Committee.
Ashok Haranahalli	Independent Director
Mrs Usha Ganesh	--do--
Rammohan Rao Belle	--do--
B A Prabhakar	--do--

Company Secretary Mr Y V Balachandra was also present. All the Directors and the Company Secretary were seated with the Chairman of the meeting.

In attendance: Messrs Mahabaleshwara M S, Chief General Manager, Jairama Hande P, Senior General Manager, Upendra Prabhu N, Dr. Meera L B Aranha, Raghurama(CFO), Raghavendra Bhat M and Chandrashekar Rao B, General Managers.

Messrs S S Kamath, Srinivasa Kamath and Parineeth Rau, Partners M/s Kamath & Rau, Chartered Accountants, Mangaluru and Mr C S Gopalakrishna, Ms Abarna Bhaskar, Partners M/s Abarna & Ananthan, the Statutory Central Auditors of the Bank and Mr Ullas Kumar Melinamogaru, Prop. M/s Ullas Kumar Melinamogaru & Associates, Secretarial Auditor of the Bank were also present.

In terms of Article 32(a) of the Articles of Association of the Bank, Shri Ananthkrishna, Chairman, presided over the meeting. After ascertaining that necessary quorum was present, he called the meeting to order.

The Chairman welcomed the members and proxy holders/representatives of companies/institutions to the meeting. With the consent of the members present, the notice convening the meeting was taken as read. He announced that the Register of Directors and Key Managerial

Personnel and their shareholding maintained pursuant to Section 170 of the Companies Act, 2013 was open for inspection by the members till the conclusion of the meeting as per Section 171 of the Companies Act, 2013. The certificate from the auditors dated 22.05.2015 on the implementation of the Karnataka Bank Employees Stock Options Scheme 2006(ESOS 2006) in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 and the resolutions passed by the members were also placed at the meeting.

The Chairman congratulated Mr Jayarama Bhat, MD & CEO upon his re-appointment as MD & CEO of the Bank , as approved by RBI, for a further period of 3 years w.e.f July 14, 2015.

Before proceeding further, the Chairman explained the changes which have taken place pursuant to enactment of Companies Act, 2013 and the Rules framed there under especially where the Bank shall provide remote e-voting facility in respect of all the resolutions set out in the notice of the meeting. Accordingly pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014 and in terms of Clause 35B of the Listing Agreement, remote e-voting facility was provided to the shareholders which opened for voting at 9 AM on 12.07.2015 and closed at 5.00 PM on 15.07.2015 in respect of all resolutions to be passed at the meeting. With a view to enable the members present at this meeting who have not voted under remote e-voting facility, he declared that Poll has been ordered and informed that arrangements are made to vote physically by ballot. Further he declared that he has appointed Mr M V Shanker Bhat, Advocate, Rambhavan Complex, Kodialbail, Mangaluru -575003, to scrutinize the poll process in a fair and transparent manner and that arrangements have been made to vote using the Ballot papers. Thereafter four empty Ballot boxes were sealed in the presence of the members and the procedure for Poll was explained to them. Members and proxy holders were requested to collect their Ballot Forms and to drop the duly completed Ballot papers into these Ballot boxes placed outside the meeting hall.

Chairman further informed that after the polling process was over and after the receipt of a consolidated report on the voting from the Scrutinizer and duly considering the report, the results of voting in respect of resolutions placed before this meeting would be declared.

The Chairman requested Mr P Jayarama Bhat, MD & CEO to read out his statement on the performance of the Bank for the year ended March 31, 2015 and also to unveil the future plans. Thereafter, Mr P Jayarama Bhat read out his statement briefly covering the uncertainties in Euro Zone, expected rate hike by Fed Reserve and Indian economic scenario, problems faced by the Indian economy, policy initiatives taken by the new Government at the Centre and Reserve Bank of India to face the challenges of slowdown in the economy etc. He also briefed about the performance of the Bank during the year ended March 31, 2015 and informed that amidst the challenging business environment, the Bank was able to report all time high net profit of ₹451.45 crore and the corporate goal set for the financial year 2015-16 wherein the Bank is projecting to achieve a business turnover of ₹91,000 crore.

The Chairman thereupon took up the items of business to be transacted at the meeting one by one.

Item No.1 set out in the notice convening the meeting was taken up for consideration. At the instance of Chairman, Shri P Jayarama Bhat, the Managing Director read out the Auditors' Report to the members on the Annual Accounts of the Bank. Thereafter the following queries in relation to Annual Accounts– 2014-15 raised by the members were replied/clarified by Mr P Jayarama Bhat.

Mr J Vishwanath Rao Pole a shareholder, (Client ID IN30021415794021) sought to know the reasons why the Bank was maintaining CRR/SLR in excess of the requirements and thus depriving itself of earning interest income from such funds, if lent. He also sought to know the various audit /inspection being carried out in respect of the business of the Bank, Logo for the Bank etc to which the Managing Director & CEO clarified that, CRR was maintained on the basis of average NDTL for the preceding fortnight and with a minimum prescribed maintenance of 95 per cent on all days. Marginal excess maintenance was also due to the heavy funds inflow in the NEFT / RTGS by the customers and remains as cash with RBI till deployment on the next working day. He further added that we need to maintain minimum balance over and above the actual CRR requirement to avoid any default of the statutory requirement and that due to subdued credit off take, pending the deployment of funds as advances, the same has been invested in the short term money market instruments/liquid funds/SLR/Non SLR securities. As regards the Logo, it was clarified that the Bank has a Logo which symbolises stability, discipline, harmony and confidence, epitomizing the insignia of Lord Ganesha.

Shri Jayananda Devadiga (Client ID IN30021413274284) appealed to the Board for higher rate of dividend considering the all time high net profit earned by the Bank during the year 2014-15 and that the Bank should issue shares to the members on rights basis to which Managing Director clarified that with a view to strengthen the financials, the Bank has been transferring the Net Profit to reserves and the shareholders would be benefitted from such transfer in the longer run. Further, Chairman clarified that the Bank is seeking shareholders consent to issue and allot shares to the Qualified Institutional Buyers in case business growth necessitate augmentation of capital and market conditions are favourable to such an issue. As regards the Right issue, it was informed that as necessary alternations to the Articles of Association is being placed for the approval of the members, which inter alia also enables the Board to issue shares on rights basis, the same would be considered in due course in the best interest of the shareholders.

Dr S Ravindranath Bhandari (Client ID IN30009511085949), while appreciating the performance of the Bank during the year ended March 31, 2015 urged the Bank to focus more on recovery/regularization of NPAs and focus on CASA deposits to bring down the cost of deposits.

Thereafter Mr Srinivasa Rao Baikadi, (Client ID: IN30192630123795), a shareholder proposed the following motion which was seconded by Mr Jayananda Devadiga (Client ID IN30021413274284) another shareholder.

“Resolved that the Directors report dated May 22, 2015 and the audited financial statements comprising of the Balance Sheet as at March 31st, 2015 and the Profit and Loss account and the Cash Flow Statement for the year ended on that date, along with the auditors report thereon dated May 22, 2015 be and are hereby received, considered and adopted”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50217776

Votes cast against the resolution : 289386

Since votes cast in favour of the resolution was more than the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as an ORDINARY RESOLUTION.

Item No.2 set out in the notice convening the meeting was taken up for consideration. The Chairman informed that the Board of Directors had recommended a dividend @ ₹5 per share on the paid up capital of the Bank for the year ended March 31, 2015 for declaration at this meeting.

Mr Babanna Pai Kinnigoli, a shareholder (Client ID: IN30023911971059) proposed the following motion which was seconded by Mr Udaya Kumar Hegde (Client ID IN30169610253214), another shareholder.

“Resolved that dividend at the rate of 50% on the paid up equity share capital (viz. 188449257 equity shares of ₹10 each) i.e., ₹ 5/- per share for the financial year ended 31.03.2015 be and is hereby approved and the same be paid to those members whose name appear in the Register of Members in case of shares held in physical form and as per list of beneficial holders of shares furnished by the depositories in case of shares held in electronic form as on 09.07.2015”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50496502

Votes cast against the resolution : 10660

Since votes cast in favour of the resolution was more than the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as an ORDINARY RESOLUTION

Item No.3 set out in the notice convening the meeting was taken up for consideration. The Chairman explained that the Board of Directors has proposed the appointment of two audit firms viz, M/s Kamath & Rau, Chartered Accountants, Karangalpady, Mangaluru-575003, and M/s Abarna & Ananthan, Chartered Accountants, # 521, 3rd Main, 6th Block, 2nd Phase, BSK 3rd Stage, Bengaluru – 560085, the retiring statutory central auditors, jointly as Statutory Central Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. Necessary approval pursuant

to Section 30(1A) of the Banking Regulation Act, 1949, has since been obtained from Reserve Bank of India vide their letter DBS.ARS. No. 16104/08.11.005/2014-15 dated June 18, 2015 for the above appointment. Similarly for the audit of such of the branches/offices as are not proposed to be taken up for audit by the Statutory Central Auditors, Board, in consultation with them would also intend to appoint branch auditors and fix their remuneration.

The following motion was proposed by Dr Jayavanth D Rao (Ledge Folio No 42669) a shareholder which was seconded by Shri Sadashiva M (Client IN30192630149308) another shareholder.

“RESOLVED THAT M/s Kamath & Rau, Chartered Accountants, (Firm Reg No. 1689S), Karangalpady, Mangaluru-575003 and M/s Abarna & Ananthan, Chartered Accountants, (Firm Reg No.000003S), # 521, 3rd Main, 6th Block, 2nd Phase, BSK 3rd Stage, Bengaluru - 560 085 be and are hereby appointed jointly as the Statutory Central Auditors of the Bank to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and the Board of Directors of the Bank be and is hereby authorised to fix their remuneration”

“FURTHER RESOLVED THAT in terms of Section 143 (8) of the Companies Act, 2013, the Board of Directors be and is hereby authorised to appoint from time to time and in consultation with the Bank's Statutory Central Auditors, one or more persons qualified for appointment as branch auditor/s to audit the accounts for the year ending 31st March, 2016 of such of the branches/ offices of the Bank as are not proposed to be audited by the Bank's Statutory Central Auditors on such remuneration and subject to such terms and conditions as may be fixed by the Board of Directors.”

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 45679718

Votes cast against the resolution : 356976

Since votes cast in favour of the resolution was more than the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as an ORDINARY RESOLUTION

Item No.4 set out in the notice convening the meeting was then taken up for consideration. The Chairman informed that that the Board of Directors had appointed Mr B A Prabhakar, former Chairman and managing Director of Andhra Bank, as an Additional Director under Section 161 of the Companies Act, 2013 and he holds office upto the date of this Annual General Meeting. A notice has been received from a member of the Bank under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. B A Prabhakar for the office of Director. Further pursuant to Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors having taken into consideration the declaration received from Mr. B A Prabhakar, is of the view that he meets the criteria of independence as provided in Section

149(6) of the Companies Act, 2013. The Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the management. He further added that the resolution seeks members approval for appointment of Mr B A Prabhakar, as on Independent Director of the Bank for period upto September 5, 2019.

Mr Ramachandra Achar B (Ledger Folio No. 427), a shareholder proposed the following motion, which was seconded by Mr Anantharama Rao P (Client Id: IN30023910515803), another shareholder.

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Bank, Mr. B A Prabhakar, who was appointed as an Additional Director of the Bank by the Board of Directors on September 6, 2014, pursuant to Article 38(d) of the Articles of Association of the Bank and Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. B A Prabhakar as a candidate for the office of Director of the Bank pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India, Mr. B A Prabhakar be and is hereby appointed as an Independent Director of the Bank who shall hold office upto September 5, 2019 and that he shall not be liable to retire by rotation”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50494797

Votes cast against the resolution : 12365

Since votes cast in favour of the resolution was more than the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as an ORDINARY RESOLUTION

Item No.5 set out in the notice convening the meeting was then taken up for consideration. The Chairman stated that this item of business relates to the approval for re-appointment and payment of remuneration to Mr P Jayarama Bhat, MD & CEO of the Bank. He further informed that the Board of Directors, after having considered the progress of the Bank under the stewardship of Mr P Jayarama Bhat has re-appointed him as MD & CEO of the Bank for a further period of three years w e f July 14, 2015 and also revised the remuneration which has been approved by Reserve Bank of India vide their letter dated June 25, 2015.

Mr M R Vasudeva (Client ID: IN30154914161476), a shareholder proposed the following motion, which was seconded by Mr Suryanarayana Rao P (Client ID: IN301313 20943825), another shareholder.

“RESOLVED that subject to the approval of Reserve Bank of India, appointment of Mr. P Jayarama Bhat as the Managing Director and CEO of the Bank for a further period of three years w.e.f. July 14, 2015 be and is hereby approved.

RESOLVED FURTHER that subject to the approval of the Reserve Bank of India, approval of members of the Bank be and is hereby accorded for the payment of remuneration and other benefits/perquisites to Mr. P Jayarama Bhat upon his re-appointment for a further period of 3 years w.e.f. July 14, 2015 as set out in the explanatory statement to this notice or with such modification/s in the remuneration etc as may be advised by the Reserve Bank of India while conveying their approval and acceptable to the Board”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50217413

Votes cast against the resolution : 289749

Since votes cast in favour of the resolution was more than the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as an ORDINARY RESOLUTION

Item No. 6 set out in the notice convening the meeting was then taken up for consideration. The Chairman informed that next item of business relates to alteration of Capital Clause in the Memorandum of Association of the Bank which is intended to facilitate further issue of capital in due course of time beyond the present authorised capital of ₹300 crore for the reasons already explained in the notice of the meeting.

Mr K V Seetharam (Client ID: IN30214810341938), a shareholder proposed the following motion, which was seconded by Mr Ramachandra Bhat Saya (Ledger Folio No. 53662), another shareholder

RESOLVED THAT pursuant to Section 61(1)(a) of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Rules, 2014 and Article 15(1)(a) of the Articles of Association of the Bank, the Authorized Share Capital of the Bank be and is hereby increased from the existing ₹300,00,00,000/- divided into 30,00,00,000 Equity shares of ₹10/- each to ₹500,00,00,000/- divided into 50,00,00,000 Equity Shares of ₹10/- each and in that connection, the Clause 5 of the Memorandum of Association of the Bank be and is hereby amended to read as under:

“The Authorised Share Capital of the Bank is ₹500,00,00,000/- divided into 50,00,00,000 Equity shares of ₹10/- each”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50216280

Votes cast against the resolution : 290882

Since votes cast in favour of the resolution was more than the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as an ORDINARY RESOLUTION

Item No. 7 set out in the notice convening the meeting was then taken up for consideration. The Chairman informed that next item of business relates to alteration of Articles of Association which is consequential to item No 6.

Mr B S N Somayaji (Client ID: 1304050000058320), a shareholder proposed the following motion, which was seconded by Mr Krishnamoorthy Rao (Client ID: IN30051314628869), another shareholder.

RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Share Capital and Debenture) Rules, 2014, the Article 3(a) of the Articles of Association of the Bank be and is hereby amended to read as under:

“The Authorized Share Capital of the Bank is ₹500,00,00,000/- divided into 50,00,00,000 Equity shares of ₹10/- each”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50215436

Votes cast against the resolution : 291726

Since votes cast in favour of the resolution was more than three times the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as a SPECIAL RESOLUTION

Item No. 8 set out in the Notice was taken up for consideration. The Chairman informed that in view of the enactment of the Companies Act, 2013 and the keeping in view of the provisions of the Banking Regulation Act, 1949 certain alterations to the Articles of Association have become necessary to remove inconsistencies between the Acts and the Articles as set out in the resolution.

Mrs Kathyayini (Ledger Folio No. 35000), a shareholder proposed the following motion, which was seconded by Mr S Anandarama Adiga (Client ID: 1304050000062544), another shareholder.

RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 read with all other applicable provisions and Rules made thereunder and subject to such approvals as may be necessary, the Articles of Association of the Bank be and are hereby amended as follows:

1. Substitute the following in place of existing Article 1(a):

1(a) "The "Act" means the Companies Act, 1956 or the Companies Act, 2013 and/or the Depositories Act, 1996. Wherever reference to the Companies Act, 1956 has been made in these Articles which is not repugnant to the corresponding provisions of the Companies Act, 2013 and the rules framed thereunder the same would continue to operate and in case of inconsistency or variation of any of the Articles with the Companies Act, 2013/Rules thereunder, the provisions of the Companies Act, 2013/Rules for the time being in force, shall prevail and the said Article(s) shall be deemed to have been amended to that extent."

2. Insert the following Article as Article 3(bb) after the existing Article 3(b):

3(bb) "The Board of Directors of the Bank, may at its discretion and subject to Section 62(1)(a) of the Companies Act, 2013 and other applicable Regulation/Rules, issue further shares on rights basis to the persons who at the date of offer, are holders of equity shares of the Bank and also deal with the fractional entitlements, if any."

3. Delete the following Article from the Articles of Association:

Article 3(c): The Bank shall have powers to issue shares at a discount, but in doing so, it shall comply with the provisions of Section 79 of the Act and Section 13 of the Banking Regulation Act, 1949.

4. Substitute the following in the place of Article 25(c):

25(c) "The appointment of proxy shall be in the Form No. MGT.11 of the Companies (Management and Administration) Rules, 2014 or such other form as may be prescribed thereunder."

5. Substitute the following in the place of Article 31(a):

31(a) "No business shall be transacted at any general meeting unless a quorum of members as prescribed under the Act/Rules framed thereunder is present at the time when the meeting proceeds to business."

6. Substitute the following in the place of second sentence appearing in Article 33(a):

33(a) "Notwithstanding the aforesaid provisions, no person holding shares shall in respect of any shares held by him, exercise voting rights on poll in excess of ten per cent of the

voting rights of all the shareholders of the Bank or such percentage as may be prescribed by Reserve Bank of India.”

7. Insert the following at the end of existing Article 38(a):

38(a) “Bank shall have at least one third of the total number of directors or such other number as may be prescribed under the Act/Rules as Independent Directors and shall have at least one or such higher number as may prescribed as Woman Director.”

8. Substitute the following in the place of existing Article 68(f):

68(f) “The Board of Directors of the Bank may, subject to the provisions of Section 63 of the Companies Act, 2013, recommend the issue of Bonus shares in accordance with regulation 39 and 40 of Table F of schedule I of the Companies Act, 2013.”

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50495867

Votes cast against the resolution : 11295

Since votes cast in favour of the resolution was more than three times the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as a SPECIAL RESOLUTION

Item No.9 set out in the notice convening the meeting was then taken up for consideration. The Chairman informed that next item of business relates to authorisation to the Board to issue and allot equity shares of the Bank to Qualified Institutional Buyer (QIBs) through Qualified Institutions Placement (QIP) which is only an enabling resolution which is valid for a period of twelve months. The Board of Directors would consider such issue only if the market conditions are favourable for such issue keeping in mind the interest of the shareholders.

Mr Rama Rao U (Ledger Folio No. 205), a shareholder proposed the following motion, which was seconded by Mr Ganapathy Bhat K A (Client ID: IN30051311228863), another shareholder.

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof, for the time being in force), Banking Regulation Act, 1949, Foreign Exchange Management Act, 1999, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the Regulations), Listing Agreement and in accordance with the provisions of the Memorandum and Articles of Association of the Company (also called “the Bank”) and such other approvals/permissions as may be necessary, the Board of Directors of the Bank (hereinafter referred to as “the Board”) or a Committee of Directors (hereinafter referred to as “the Committee”) constituted/to

be constituted by the Board to exercise its powers including the powers conferred by this Resolution, be and is hereby authorized to offer, issue and allot, by way of Qualified Institutions Placement (QIP) to Qualified Institutional Buyers (QIBs) in terms of Chapter VIII of the Regulations, whether or not such investors are existing Members of the Bank, through one or more tranches, such number of Equity shares of face value of ₹10 (Ten) each as may be decided by the Board at the appropriate time at such price or prices including premium on each share, as the Board or the Committee of the Board may determine in accordance with the Guidelines and where necessary in consultation with the Lead Managers and such that aggregate amount to be raised from the issue and allotment of such Equity shares shall not exceed ₹500(Rupees five hundred) crore.

RESOLVED FURTHER that the QIP issue shall be completed within 12 months from the date of passing of this resolution or any other applicable provision.

RESOLVED FURTHER that the allotment to each Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% (Five percent) of the paid up capital of the Bank after such issue.

RESOLVED FURTHER that the relevant date for determining the floor price of the equity shares to be issued by way of this QIP shall be the date of the meeting in which the Board of Directors of the Bank or the Committee thereof duly authorized by the Board decide to open the proposed issue.

RESOLVED FURTHER that the Equity shares so issued shall rank pari-passu with the existing Equity shares of the Bank in all respects including dividend.

RESOLVED FURTHER that for the purpose of giving effect to any offer, issue or allotment of Equity shares, the Board or a Committee be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems necessary or desirable for such purpose, including without limitation, signing of any agreement, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement document(s), and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit”.

In view of the Remote e-voting facility having been provided to the shareholders, for those members who have not voted under Remote e-voting, the motion was put to vote by Poll. The results of voting as per the consolidated report (remote e-voting and Poll) received from the scrutinizer were as under:

Votes cast in favour of the resolution: 50159400

Votes cast against the resolution : 347762

Since votes cast in favour of the resolution was more than three times the votes cast against the resolution, the Chairman declared that the resolution was approved by majority and was passed as a SPECIAL RESOLUTION

CONSOLIDATED VOTING RESULTS

Item No.	Description of the Resolution	E-Voting		Poll		Total (E-voting & Poll)		Remarks
		FOR	Against	FOR	Against	FOR	Against	
1.	Adoption of the audited financial statements I e Balance Sheet and Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.	49708781	280431	508995	8955	50217776	289386	Passed with requisite majority as an Ordinary Resolution
2.	Declaration of Dividend @ ₹5 per equity shares	49989212	0	507290	10660	50496502	10660	--do--
3.	Appointment of M/s Kamath & Rau (Firm Reg No.001689S), Chartered Accountants and M/s Abarna & Ananthan(Firm Reg No.000003S), Chartered Accountants jointly as Statutory Central Auditors of the Bank and authorisation to the Board to appoint Branch Auditors for the year 2015-16 and fixing their remuneration.	45170723	348021	508995	8955	45679718	356976	--do--
4.	Appointment of Mr B A Prabhakar , as an Independent Director of the Bank upto September 5, 2019.	49985802	3410	508995	8955	50494797	12365	--do--
5	Approval for the re-appointment of Mr P Jayarama Bhat MD& CEO of the bank for a further period of three years from July 14, 2015 and payment of revised remuneration to him..	49708631	280581	508782	9168	50217413	289749	--do--
6	Approval of alternation in the Capital Clause of Memorandum	49708131	281081	508149	9801	50216280	290882	--do--

all

Item No.	Description of the Resolution	E-Voting		Poll		Total (E-voting & Poll)		Remarks
		FOR	Against	FOR	Against	FOR	Against	
7	Approval for alteration of Capital Clause of Articles of Association of the Bank.	49708131	281081	507305	10645	50215436	291726	Passed with requisite majority as a Special Resolution
8	Approval for the alteration of various clauses of the Articles of Association of the Bank	49988562	650	507305	10645	50495867	11295	--do--
9	Authorisation to the Board for issue and allotment of equity shares to Qualified Institutional Buyers through Qualified Institutional Placement	49702122	287090	457278	60672	50159400	347762	--do--

Chairman thanked all the members and proxy holders for their active participation in the meeting and the meeting was closed at 1.30 PM.


CHAIRMAN 5/8/2015