



27.10.2016

IRC: F-56:32:1530:2016

The Secretary,
Bombay Stock Exchange limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Sir/Madam

Sub: Sub-Division of Equity Shares of the Bank - Declaration of Result of Postal Ballot

We advise that Shri. CS S Solaiyappan, Scrutinizer for Postal Ballot process has submitted his Report to the Chairman of the Bank and based on Scrutinizer's Report, result of postal ballot has been announced by the Chairman today i.e, 27th October, 2016.

Accordingly, following the resolutions have been passed by the members of the Bank through Postal Ballot Process with requisite majority:

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 fully paid.
2. Alteration of the Capital Clause in the Memorandum of Association of the Bank.
3. Alteration of Article 3 and Article 25 of the Articles of Association of the Bank.

We enclose herewith a copy of the Scrutinizer's report and a statement containing details of voting results in the prescribed format.

Please take on record of the same.

Yours faithfully,

Srinivasarao M
Asst. Company Secretary



THE KARUR VYSYA BANK LIMITED
Investor Relations Cell, Registered &
Central Office, Erode Road, Karur - 639 002
☎ : 04324 - 269440, 41, 42, 44 D: 227133,
Fax: 225700/205595
email: kvbshares@kvbmail.com
Website: www.kvb.co.in
CIN : L65110TN1916PLC001295

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 Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015

I, S. Solaiyappan, Practising Company Secretary, having office at No 25/11-A4, Guru Raghavendra 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 process through Postal Ballot which includes voting by electronic means in a fair and transparent manner in respect of the Resolutions stated in the Postal Ballot Notice for the Sub-Division of Equity Shares and consequential amendments to the Memorandum of Association and Articles of Association of the Bank seeking the approval of the shareholders of the Bank, submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and in Compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank has provided the Postal Ballot facility which includes voting by electronic means (e-Voting) to its members holding shares in physical or dematerialized form as on the cut-off date (i.e.19.09.2016) for the Resolutions set out in the Notice of Postal Ballot dt. 19.09.2016 and specified below under the captioned head.
 - i) Sub-division of 1 (One) Equity Share of face value of ₹ 10/- each into 5 (Five) Equity Shares of face value of ₹ 2/- each as an Ordinary Resolution pursuant to the provisions of Section 61 of the Companies Act, 2013.



- ii) Alteration of the Capital Clause 5 of the Memorandum of Association of the Bank as an Ordinary Resolution pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013.
 - iii) 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 by means of Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013.
2. The Equity Shareholders holding shares as on 19th September, 2016, being the "cut-off date" were entitled to vote on the Resolutions stated in the Notice of Postal Ballot.
3. For the purpose of voting, the Postal Ballot Notice was sent to the Members 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". The Postal Ballot Notice was sent to Members in electronic form on 26.09.2016 to the email addresses registered with their Depository Participants (in case of shares held in electronic mode) / M/s. SKDC Consultants Limited, Coimbatore (in case of physical shareholding). For those shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice, Postal Ballot Form and a postage prepaid self-addressed Business Reply Envelope were sent by Registered Post. The dispatch of Postal Ballot Notice to the said members of the Bank was completed on 26.09.2016.
4. Out of the envelopes containing Postal Ballot Notice sent to the members of the Bank through Post, 2,708 envelopes covering 8,23,270 shares have been returned by the Postal Department as 'undelivered' for one reason or the other.
5. Pursuant to the Rule 22 (3) of the Companies (Management and Administration) Amendment Rules, 2015, Advertisement was published on 27.09.2016 in "Business Standard" in English and "Dinamalar" in Tamil.
6. 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.
7. (i) Members desiring to exercise their vote(s) by Postal Ballot were required to return the Postal Ballot Form recording their "For" (Assent) or "Against" (Dessent) for all or any of the Resolutions through the Postage prepaid self-addressed Business Reply Envelope and option was also given to them to send the Postal Ballots by courier or Registered / Speed post at their expenses and to



deposit the Postal Ballot Form(s) in person at the address given in the Business Reply Envelope. As per the instruction in the Postal Ballot Notice, the duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 26.10.2016, which is the last date and time.

(ii) The e-voting period commenced on Tuesday, the 27th September, 2016 at 10.00 a.m. and ended on Wednesday, the 26th October, 2016 at 5.00 p.m. The e-voting module was disabled by NSDL for voting thereafter.

8. (i) After the conclusion of the voting period, the Postal Ballot Forms received were diligently scrutinized and reconciled with the Records maintained by the Registrar and Transfer Agents of the Bank and counted the votes received through Postal Ballot.

(ii) I, thereafter, unblocked the votes cast through remote e-voting at 5.40 P.M. on 26th September, 2016 in the presence of Mr. B Vignesh and Mr. V Meiyappan who are not the employees of the Bank and who have signed 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.

9. In the Postal Ballot Voting, Forms for 1,07,966 shares were found defective and therefore they were not taken into consideration and rejected. The details are given below:

Sl No.	Reason	No. of Shareholders	No. of Shares
1	Ballot Form not signed by the Shareholders	32	33,309
2	Ballot Forms not properly executed (eg. Voted both For and Against)	6	1,576
3	Signature Difference	62	70,140
4	Board Resolution favouring Auth. Signatory/ POA/ Authorisation Letter not furnished/ attached as specified in the Notice	5	2,940
5	Voted in both modes (i.e. E-Voting and Physical Ballot) - by considering the vote cast through e-voting	1	1
	Total	106	1,07,966



10. I, having collated the votes cast through e-Voting and Postal Ballot process, furnished hereunder the details of the votes polled in "For" (Assent) or "Against" (Dissent) and furnished the break up details in the Annexure attached.

Resolution	No. of Votes Polled		Total Votes Polled
	For	Against	
Sub-Division of 1(One) Equity Share of face value of ₹ 10/- each into 5 (Five) Equity Shares of face value of ₹ 2 each/-	4,50,82,554	78,452	4,51,61,006
Alteration of the Capital Clause in the Memorandum of Association of the Bank	4,51,00,068	56,767	4,51,56,835
Alteration in the Articles of Association of the Bank	4,50,97,779	61,011	4,51,58,790

11. All the relevant Records of Electronic Voting and Postal Ballot Forms and the Register will remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the said Records will be handed over to the Assistant Company Secretary of the Bank for safe custody.

Thanking You,

Yours faithfully



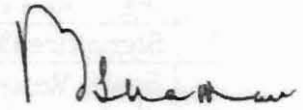
CS SOLAIYAPPAN S
SCRUTINIZER

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

Place: Karur

Date: 27.10.2016

Based on the foregoing, I hereby declare that the Resolutions Nos. 1 to 3 have been passed with the requisite majority.

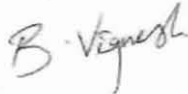



CHAIRMAN

27th October, 2016

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 05.40 p.m. at Karur on 26th October, 2016.

1. Signature:



Name & Address: B Vignesh
409/A-1, Sri Mirthikelaya,
Pavaiammal Street,
J.A. Palayam,
Salem - 636302

2. Signature:



Name & Address: V Meiyappan
10, Police Line Street,
Karur - 639001



ANNEXURE

The Result of the total voting through E-Voting and Postal Ballot:

No. of Resolution	Particulars of Resolution	Manner of Voting	No. of Votes Cast		Total No. of Shares	% of Total number of Votes Cast	
			For	Against		% 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 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



e-Voting Module



Result File :105650

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
105650	INE036D01010	THE KARUR VYSYA BANK LIMITED EQ	27-09-2016	26-10-2016	28-10-2016	U	1.00

EVEN	RESOLUTION ID	OPTION ID	OPTION NAME	VOTER COUNTS	VOTE COUNTS
105650	1	1	I/We assent to the resolution(For/ Yes/ Favour)	655	37764660.000
105650	1	2	I/We dissent to the resolution(Against/ No)	13	3612.000
105650	2	1	I/We assent to the resolution(For/ Yes/ Favour)	652	37765166.000
105650	2	2	I/We dissent to the resolution(Against/ No)	15	2731.000
105650	3	1	I/We assent to the resolution(For/ Yes/ Favour)	652	37764684.000
105650	3	2	I/We dissent to the resolution(Against/ No)	19	5168.000



THE KARUR VYSYA BANK LTD

Details of Voting Results

Sr. no	Particulars	Details
1	Date of Postal Ballot Notice	19.09.2016
2	Total number of shareholders as on record date (cut-off date for voting that is September, 19 2016)	81628
3	No. of Persons present in the meeting either in person or through proxy	Not Applicable
	Promoters and Promoter's Group	
	Public	
4	No. of Shareholders attended the meeting through video conferencing	Not Applicable
	Promoters and promoter's Group	
	Public	

Has



Resolution required : (Ordinary/Special) Agenda No: 01	Ordinary – Sub-division of 1(One) equity share of face value of ₹ 10/- each into 5 (Five) equity shares of face value of ₹ 2 each/-
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	2522396	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Physical Ballot		2387943	94.670	2387943	0	100.00	0
	Total	2522396	2387943	94.670	2387943	0	100.00	0
Public - Institutions	E-Voting	52449623	33601055	64.063	33601055	0	100.00	0
	Poll		0	0	0	0	0	0
	Physical Ballot		0	0	0	0	0	0
	Total	52449623	33601055	64.063	33601055	0	100.00	0
Public – Non-Institutions	E-Voting	66892435	4167217	6.230	4163605	3612	99.913	0.087
	Poll		0	0	0	0	0	0
	Physical Ballot		5004791	7.482	4929951	74840	98.505	1.495
	Total	66892435	9172008	13.712	9093556	78452	99.145	0.855
Total		121864454	45161006	37.058	45082554	78452	99.826	0.174

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Resolution required : (Ordinary/Special) Agenda No: 02	Ordinary – Alteration of the Capital Clause in the Memorandum of Association 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	2522396	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Physical Ballot		2387943	94.670	2387943	0	100.00	0
	Total		2522396	2387943	94.670	2387943	0	100.00
Public - Institutions	E-Voting	52449623	33601055	64.063	33601055	0	100.00	0
	Poll		0	0	0	0	0	0
	Physical Ballot		0	0	0	0	0	0
	Total		52449623	33601055	64.063	33601055	0	100.00
Public – Non-Institutions	E-Voting	66892435	4166842	6.229	4164111	2731	99.934	0.066
	Poll		0	0	0	0	0	0
	Physical Ballot		5000995	7.476	4946959	54036	98.919	1.081
	Total		66892435	9167837	13.705	9111070	56767	99.381
Total		121864454	45156835	37.055	45100068	56767	99.874	0.126



Resolution required : (Ordinary/Special) Agenda No: 03	Special – Alteration of Article 3 and Article 25 of the Articles of Association 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	2522396	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Physical Ballot		2387943	94.670	2387943	0	100.00	0
	Total		2387943	94.670	2387943	0	100.00	0
Public - Institutions	E-Voting	52449623	33601055	64.063	33601055	0	100.00	0
	Poll		0	0	0	0	0	0
	Physical Ballot		0	0	0	0	0	0
	Total		33601055	64.063	33601055	0	100.00	0
Public – Non-Institutions	E-Voting	66892435	4168797	6.232	4163629	5168	99.876	0.124
	Poll		0	0	0	0	0	0
	Physical Ballot		5000995	7.476	4945152	55843	98.883	1.117
	Total		9169792	13.708	9108781	61011	99.335	0.665
Total		121864454	45158790	37.057	45097779	61011	99.865	0.135

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