



**Karur Vysya Bank**

*Smart way to bank*

IRC: F-56:16:314:2018

25.04.2018

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

Sir/Madam

Sub: Declaration of Result of Postal Ballot

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We advise that Shri CS S Solaiyappan, Scrutinizer submitted his report of Postal Ballot result to the Chairman of the Bank today (i.e. 25.04.2018) and the Chairman has announced the Postal Ballot result based on the Scrutinizer's Report.

Accordingly the Special Resolution "to approve the Karur Vysya Bank Employees' Stock Option Scheme, 2018 ("KVB-ESOS-2018")" has been passed with requisite majority by the members of the Bank through Postal Ballot Process.

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  
Company Secretary

**THE KARUR VYSYA BANK LIMITED**

Investor Relations Cell, Registered & Central Office,  
Erode Road, KARUR - 639 002.

☎ : 04324-269440-44, Fax : 225700

E.mail : kvbshares@kvbmail.com

Website : www.kvb.co.in

CIN : L65110TN1916PLC001295

**REPORT OF SCRUTINIZER**

To

The Chairman,  
The Karur Vysya Bank Limited,  
CIN: L65110TN1916PLC001295  
Central Office, Erode Road,  
Karur - 639 002.

Dear Sir,

**Report of the Scrutinizer pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.**

I, S. Solaiyappan, Proprietor, M/s. Solaiyappan & Associates, Practising Company Secretaries, 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 (e-Voting) in a fair and transparent manner in respect of the Special Resolution set out in the Postal Ballot Notice Dt. 20<sup>th</sup> March, 2018 for the implementation of the "Karur Vysya Bank Employees' Stock Option Scheme, 2018 (KVB-ESOS-2018)", 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) Rules, 2014, the Bank has provided voting by Postal Ballot including e-Voting facility to its Members as on the cut-off date of 21.03.2018 to exercise their votes for the Special Resolution pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations, set out in the Postal Ballot Notice Dt. 20<sup>th</sup> March, 2018.
2. The Equity Shareholders of the Bank holding Shares as on 21<sup>st</sup> March, 2018, being the "cut-off date" were entitled to vote either by Postal Ballot through the Postal Ballot Forms sent alongwith the Notice by email/physically or by e-voting, on



the Special Resolution set out in the Notice of the Bank, the voting rights of the Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Bank as on the above said cut-off date.

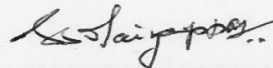
3. In accordance with the Notice of Postal Ballot of the Bank dated 20<sup>th</sup> March, 2018 sent to the Shareholders and the 'Advertisement' published pursuant to the Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 on 26<sup>th</sup> March, 2018 in Business Standard all over India editions in English and on 26<sup>th</sup> March, 2018 in Dinamalar Trichy edition, in Tamil (Vernacular Language), the duly completed Postal Ballot Forms were to reach the Scrutinizer not later than 05.00 P.M. on 24<sup>th</sup> April, 2018 and in respect of e-voting mode, the e-Voting period commenced from 10.00 A.M. on 26<sup>th</sup> March, 2018 and remained open till 05.00 P.M. on 24<sup>th</sup> April, 2018.
4. For the Members desiring to opt for e-Voting, 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 of the Bank to cast their votes electronically (e-Voting) in accordance to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR)).
5. Postal Ballot Forms received upto 5.00 P.M. on 24<sup>th</sup> April, 2018 being the last date and time fixed by the Bank for receipt of the Forms were considered for scrutiny and the votes cast through Postal Ballot Forms have been counted. The votes cast through e-Voting was unblocked at 05.17 P.M. on 24<sup>th</sup> April, 2018 in the presence of Mr. Vinoth Kumar L and Mr. Solaiyappan M who are not the employees of the Bank and who have signed below as witnesses to the downloading of votes cast through the e-Voting system provided by National Securities Depository Limited (NSDL) as per the procedure laid down in terms of the relevant Companies (Management and Administration) Rules. I have taken the assistance of Mr. Vinoth Kumar L, who is well versed with the electronic voting system and who is not an employee of the Bank.
6. On scrutiny of Postal Ballot Forms, 124 Forms for 20,37,652 shares were found defective and they were rejected.



7. Envelopes containing the Postal Ballot Forms returned undelivered were not opened and they were kept separately.
8. I, having collated the votes cast through Postal Ballot Forms and e-Voting, have furnished the details of votes polled in "Favour" or "Against" in respect of the Special Resolution set out in the Notice Dt. 20.03.2018, in the Annexure enclosed.
9. All the relevant records of electronic voting and Postal Ballot Form 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 Company Secretary of the Bank for safe custody.

Thanking You,

Yours faithfully



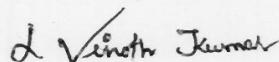
**CS SOLAIYAPPAN S**  
**SCRUTINIZER**

Place: Karur

Date: 25.04.2018

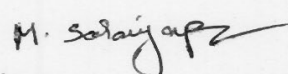
**CS S. SOLAIYAPPAN**  
**PRACTISING COMPANY SECRETARY**  
FCS 9293 CP 3573  
No.25/11A4, Guru Raghavendra Nagar,  
Yerikkarai Road, Reddiyur,  
SALEM - 636 004.

We the undersigned witnesseth that the votes were downloaded from the e-Voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in our presence at 05.17 P.M. on 24<sup>th</sup> April, 2018.

1. Signature: 

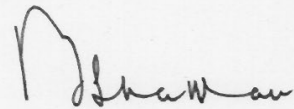
Name & Address:

Vinoth Kumar L, No. 18, Muthuyalu Street, Arisipalayam, Salem - 636009.

2. Signature: 

Name & Address:

Solaiyappan M, No. 10/14, Police Line Street, Karur - 639 001.



**(B. Swaminathan)**

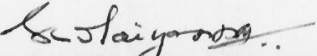
Countersigned by the Chairman



## ANNEXURE

The Result of the total voting through e-Voting and Postal Ballot Form.

No. of Resolution	Particulars of Resolution	Manner of Voting	No. of Votes Cast		Total No. of Votes	% Votes Cast	
			Favour	Against		% For	% Against
<b>Special Business as per Postal Ballot Notice Dt. 20<sup>th</sup> March, 2018</b>							
1	According consent for the implementation of "Karur Vysya Bank Employees' Stock Option Scheme (KVB - ESOS - 2018)" as per SEBI (Share Based Employee Benefits) Regulations, 2014 (SEBI (SBEB) Regulations, 2014). <b>(Special Resolution)</b>	e-Voting	24,56,02,248	7,86,64,480	32,42,66,728	75.74	24.26
		Postal Ballot	8,09,03,882	14,62,778	8,23,66,660	98.22	1.78
		Total	32,65,06,130	8,01,27,258	40,66,33,388	80.29	19.71

  
**CS S. SOLAIYAPPAN**  
 PRACTISING COMPANY SECRETARY  
 FCS 9293 CP 3573  
 No.25/11A4, Guru Raghavendra Nagar,  
 Yerikkurai Road, Reddiyur,  
 SALEM - 636 004.

# e-Voting Module



Result File :108285

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
108285	INE036D01028	THE KARUR VYSYA BANK LIMITED EQ NEW FV RS. 2/-	26-03-2018	24-04-2018	26-04-2018	U	1.00

EVEN	RESOLUTION ID	OPTION ID	OPTION NAME	VOTER COUNTS	VOTE COUNTS
108285	1	1	I/We assent to the resolution(For/ Yes/ Favour)	3874	245602248.000
108285	1	2	I/We dissent to the resolution(Against/ No)	168	78664480.000



THE KARUR VYSYA BANK LTD

Details of Voting Results

Sr. no	Particulars	Details
1	Date of Postal Ballot Notice	March 20, 2018
2	Total number of shareholders as on record date (cut-off date for voting that is March 21, 2018)	1,45,789
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	





Resolution required : (Ordinary/Special) <b>Agenda No: 01</b>	<b>Special</b> – To approve the Karur Vysya Bank Employees' Stock Option Scheme, 2018 ("KVB-ESOS-2018")
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	1,51,28,943	1,32,21,782	87.394	1,32,21,782	0	100.000	0
	Poll							
	Physical Ballot		14,62,401	9.666	14,62,401	0	100.000	0
	Total	1,51,28,943	1,46,84,183	97.060	1,46,84,183	0	100.000	0
Public - Institutions	e-Voting	28,99,95,497	24,06,62,258	82.988	16,21,54,810	7,85,07,448	67.379	32.621
	Poll							
	Physical Ballot		0	0	0	0	0	0
	Total	28,99,95,497	24,06,62,258	82.988	16,21,54,810	7,85,07,448	67.379	32.621
Public – Non-Institutions	e-Voting	42,15,14,931	7,03,82,688	16.698	7,02,25,656	1,57,032	99.777	0.223
	Poll							
	Physical Ballot		8,09,04,259	19.194	7,94,41,481	14,62,778	98.192	1.808
	Total	42,15,14,931	15,12,86,947	35.892	14,96,67,137	16,19,810	98.929	1.071
Total		72,66,39,371	40,66,33,388	55.961	32,65,06,130	8,01,27,258	80.295	19.705

